

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Donnini David</u>			2. Issuer Name and Ticker or Trading Symbol <u>Prestige Brands Holdings, Inc. [ PBH ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>08/19/2008</u>					
<u>C/O GTCR GOLDR RAUNER, LLC</u> <u>SEARS TOWER #6100</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
(Street)								
<u>CHICAGO</u>	<u>IL</u>	<u>60606-6402</u>						
(City)	(State)	(Zip)						

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	08/20/2008		S		1,295 <sup>(1)</sup>	D	\$9.65	686,572	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		299 <sup>(1)</sup>	D	\$9.7	686,273	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		398 <sup>(1)</sup>	D	\$9.69	685,875	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		499 <sup>(1)</sup>	D	\$9.68	685,376	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		4,517 <sup>(1)</sup>	D	\$9.73	680,859	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		6,647 <sup>(1)</sup>	D	\$9.76	674,212	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		499 <sup>(1)</sup>	D	\$9.77	673,713	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		3,673 <sup>(1)</sup>	D	\$9.75	670,040	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		100 <sup>(1)</sup>	D	\$9.753	669,940	I	See footnote <sup>(2)(3)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		3 <sup>(4)</sup>	D	\$10.03	2,039	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		6 <sup>(4)</sup>	D	\$10.05	2,033	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		11 <sup>(4)</sup>	D	\$10.04	2,022	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		4 <sup>(4)</sup>	D	\$10.06	2,018	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		1 <sup>(4)</sup>	D	\$9.98	2,017	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		2 <sup>(4)</sup>	D	\$9.95	2,015	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		1 <sup>(4)</sup>	D	\$9.92	2,014	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		2 <sup>(4)</sup>	D	\$9.93	2,012	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		8 <sup>(4)</sup>	D	\$9.88	2,004	I	See footnote <sup>(2)(5)</sup>

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price				
Common Stock, par value \$0.01 per share	08/19/2008		S		3 <sup>(4)</sup>		D	\$9.87	2,001	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		7 <sup>(4)</sup>		D	\$9.9	1,994	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		7 <sup>(4)</sup>		D	\$9.84	1,987	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		12 <sup>(4)</sup>		D	\$9.83	1,975	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		3 <sup>(4)</sup>		D	\$9.82	1,972	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		6 <sup>(4)</sup>		D	\$9.86	1,966	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		7 <sup>(4)</sup>		D	\$9.85	1,959	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		16 <sup>(4)</sup>		D	\$9.81	1,943	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/19/2008		S		4 <sup>(4)</sup>		D	\$9.8	1,939	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		1 <sup>(4)</sup>		D	\$9.79	1,938	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		3 <sup>(4)</sup>		D	\$9.86	1,935	I	See footnote <sup>(2)(5)</sup>
Common Stock, par value \$0.01 per share	08/20/2008		S		9 <sup>(4)</sup>		D	\$9.87	1,926	I	See footnote <sup>(2)(5)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Explanation of Responses:**

- Reflects shares received by GTCR Partners VIII, L.P. ("GTCR Partners VIII") as a result of pro rata distributions from GTCR Fund VIII, L.P. ("Fund VIII") and GTCR Fund VIII/B, L.P. ("Fund VIII/B") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of his pecuniary interest therein. The filing of this form shall not be deemed an admission that the Reporting Person is, for Section 16 purposes or otherwise, the beneficial owner of such shares.
- Reflects shares held directly by GTCR Partners VIII. GTCR Golder Rauner II, L.L.C. ("GTCR II") is the general partner of GTCR Partners VIII. As such, GTCR II may be deemed to be the beneficial owner of such shares. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and may be deemed to have an indirect pecuniary interest in the shares owned by GTCR Partners VIII to the extent of the Reporting Person's indirect proportionate interest in GTCR Partners VIII.
- Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.
- Reflects shares held directly by Mezzanine Partners. GTCR Partners VI, L.P. ("GTCR Partners VI") is the general partner of Mezzanine Partners. GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of GTCR Partners VI. As such, GTCR and GTCR VI may be deemed to be the beneficial owner of such shares. GTCR is managed by its members. The Reporting Person is a member of GTCR and may be deemed to have an indirect pecuniary interest in the shares owned by Mezzanine Partners to the extent of the Reporting Person's indirect proportionate interest in Mezzanine Partners.

**Remarks:**

Remarks: This is 2 of 4 reports relating to sale transactions occurring on August 19, 2008 and August 20, 2008.

/s/ Dennis M. Myers under a Power of Attorney      08/21/2008

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.