

GTCR GOLDR RAUNER II LLC
 Form 4
 June 01, 2009

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GTCR MEZZANINE PARTNERS LP

2. Issuer Name and Ticker or Trading Symbol
Prestige Brands Holdings, Inc. [PBH]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 300 N. LASALLE STREET, SUITE 5600

3. Date of Earliest Transaction (Month/Day/Year)
 05/29/2009

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

(Street)
 CHICAGO, IL 60654

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)
			Code	V	Amount (A) or (D) Price		
Common Stock, par value \$0.01 per share	05/29/2009		S		2,625 <u>(1)</u>	D	
Common Stock, par value \$0.01 per share					\$ 6.12 <u>(2)</u>		
					183,094	I	See footnote <u>(3)</u>

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

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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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GTCR MEZZANINE PARTNERS LP 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654		X		
GTCR GOLDER RAUNER II LLC 300 N. LASALLE STREET SUITE 5600 CHICAGO, IL 60654		X		

Signatures

/s/ Dennis M. Myers under a Power of Attorney
06/01/2009

**Signature of Reporting Person

Date

Explanation of Responses:

* 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).

Reflects shares received by GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") as a result of pro rata distributions from GTCR Capital Partners, L.P. ("Capital Partners") that were exempt from Section 16 of the Securities Exchange Act of 1934, as amended, pursuant to Rule 16a-13 promulgated thereunder.

(2)

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Reflects the weighted average price of the shares sold. The prices actually received ranged from \$6.12 to \$6.15. The reporting person will provide to the issuer, any security holder of the issuer or the SEC staff, upon request, information regarding the number of shares sold at each price within the range.

- Reflects 183,094 shares held directly by Capital Partners. Mezzanine Partners is the general partner of Capital Partners, GTCR Partners VI, L.P. ("Partners VI") is the general partner of Mezzanine Partners, and GTCR Golder Rauner, L.L.C. ("GTCR") is the general partner of Partners VI. As such, Mezzanine Partners, Partners VI and GTCR may be deemed to be beneficial owners of the 183,094 shares
- (3) reported in Table I. Mezzanine Partners, Partners VI and GTCR expressly disclaim beneficial ownership of such shares reported in Table I, except to the extent of their pecuniary interest therein. The filing of this form shall not be deemed an admission that Mezzanine Partners, Partners VI or GTCR is, for Section 16 purposes or otherwise, the beneficial owner of such shares, except to the extent of their pecuniary interest therein.

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

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