

Prestige Brands Holdings, Inc.
 Form 4
 February 17, 2005

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 *
HEMMER VINCENT J

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)
 1800 BERING, 1000
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/15/2005

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

HOUSTON, TX 77057

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/04/2005		A		18,727,995	A	\$ 18,727,995
						I	See Footnote (2) (3)
Common Stock, par value \$0.01 per share	02/15/2005		D		3,419,679	D	\$ 6.88 15,308,316
						(4)	See Footnote (2) (3)
Common Stock, par	02/15/2005		S		2,960,542	D	\$ 15 12,347,774
						I	See Footnote

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value								(2) (3)
\$0.01 per share								
Common Stock, par value	02/04/2005	A	3,286,675	A	<u>(5)</u>	3,286,675	I	See Footnote (6) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	D	600,137	D	\$ <u>6.88</u> (7)	2,686,538	I	See Footnote (6) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	S	519,562	D	\$ 15	2,166,976	I	See Footnote (6) (3)
\$0.01 per share								
Common Stock, par value	02/04/2005	A	99,957	A	<u>(8)</u>	99,957	I	See Footnote (9) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	D	18,251	D	\$ <u>6.88</u> (10)	81,706	I	See Footnote (9) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	S	15,802	D	\$ 15	65,904	I	See Footnote (9) (3)
\$0.01 per share								
Common Stock, par value	02/04/2005	A	596,267	A	<u>(11)</u>	596,267	I	See Footnote (12) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	D	108,876	D	\$ <u>6.88</u> (13)	487,391	I	See Footnote (12) (3)
\$0.01 per share								
Common Stock, par value	02/15/2005	S	94,260	D	\$ 15	393,131	I	See Footnote (12) (3)

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Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Table I. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VIII to the extent of the Reporting Person's indirect proportionate interest in Fund VIII.

- (3) The Reporting Person expressly disclaims beneficial ownership of the shares reported in Table I, except to the extent of any 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.
- (4) GTCR Fund VIII, L.P. contributed 3,419,679 shares of common stock to the issuer in exchange for an aggregate of \$23,519,799 in a transaction exempt under Rule 16b-3(e) with respect to the Reporting Person.
- (5) GTCR Fund VIII/B, L.P. exchanged 7,162,052 common units of Prestige Brands International Holdings, LLC, the predecessor of the issuer, for 3,286,675 shares of common stock of the issuer in a transaction exempt under Rule 16b-3(d) with respect to the Reporting Person.
- (6) GTCR Fund VIII/B, L.P. ("Fund VIII/B") is the direct beneficial owner of the shares reported in Table I. GTCR Partners VIII is the general partner of Fund VIII/B and GTCR II is the general partner of GTCR Partners VIII. As such, GTCR Partners VIII and GTCR II may be deemed to be beneficial owners of the shares reported in Table I. GTCR II is managed by its members. The Reporting Person is a member of GTCR II and GTCR Partners VIII and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Fund VIII/B to the extent of the Reporting Person's indirect proportionate interest in Fund VIII/B.
- (7) GTCR Fund VIII/B, L.P. contributed 600,137 shares of common stock to the issuer in exchange for an aggregate of \$4,127,615 in connection with a corporate reorganization in a transaction exempt under Rule 16b-3(e) with respect to the Reporting Person.
- (8) GTCR Co-Invest II, L.P. exchanged 217,820 common units of Prestige Brands International Holdings, LLC, the predecessor of the issuer, for 99,957 shares of common stock of the issuer in a transaction exempt under Rule 16b-3(d) with respect to the Reporting Person.
- (9) GTCR Co-Invest II, L.P. ("Co-Invest II") is the direct beneficial owner of the shares reported in Table I. GTCR II is the general partner of Co-Invest II. As such GTCR II may be deemed to be beneficial owners of the shares reported in Table I. 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 issuer's Common Stock owned by Co-Invest II to the extent of the Reporting Person's indirect proportionate interest in Co-Invest II.
- (10) GTCR Co-Invest II, L.P. contributed 18,251 shares of common stock to the issuer in exchange for an aggregate of \$125,533 in connection with a corporate reorganization in a transaction exempt under Rule 16b-3(e) with respect to the Reporting Person.
- (11) GTCR Capital Partners, L.P. exchanged 1,299,338 common units of Prestige Brands International Holdings, LLC, the predecessor of the issuer, for 596,267 shares of common stock of the issuer in a transaction exempt under Rule 16b-3(d) with respect to the Reporting Person.
- (12) GTCR Capital Partners, L.P. ("Capital Partners") is the direct beneficial owner of the shares reported in Table I. GTCR Mezzanine Partners, L.P. ("Mezzanine Partners") is the general partner of Capital 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, Mezzanine Partners, GTCR Partners VI and GTCR may be deemed to be beneficial owners of the shares reported in Table I. GTCR is managed by its members. The Reporting Person is a member of GTCR, Mezzanine Partners and GTCR Partners VI and may be deemed to have an indirect pecuniary interest in the issuer's Common Stock owned by Capital Partners to the extent of the Reporting Person's indirect proportionate interest in Capital Partners.
- (13) GTCR Capital Partners, L.P. contributed 108,876 shares of common stock to the issuer in exchange for an aggregate of \$748,831 in connection with a corporate reorganization in a transaction exempt under Rule 16b-3(e) with respect to the Reporting Person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.