PLAYTEX PRODUCTS INC Form SC 13D/A October 05, 2004

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

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (AMENDMENT NO. 2)

PLAYTEX PRODUCTS, INC. (Name of Issuer)

COMMON STOCK, PAR VALUE \$.01 PER SHARE (Title of Class of Securities)

72813P 100 (CUSIP Number)

ROBERT B. HAAS
C/O HAAS WHEAT & PARTNERS, L.P.
300 CRESCENT COURT, SUITE 1700
DALLAS, TEXAS 75201
TEL. NO.: (214) 871-8300

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

October 2, 2004 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [_].

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

_____ SCHEDULE 13D CUSIP NO. 72813P 100 Page 2 of 17 Pages NAME OF REPORTING PERSON S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON HWH Capital Partners, L.P. ______ (a) [_] CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (b) [_] SEC USE ONLY SOURCE OF FUNDS 00 _____ CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e) [_] ______ CITIZENSHIP OR PLACE OF ORGANIZATION Delaware ______ SOLE VOTING POWER NUMBER OF 8,055,555 _____ SHARES BENEFICIALLY OWNED SHARED VOTING POWER BY EACH REPORTING -0-PERSON WITH SOLE DISPOSITIVE POWER 8,055,555 SHARED DISPOSITIVE POWER 10 -0-______ AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 8,055,555 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14 TYPE OF REPORTING PERSON

	PN						
CUSIP NO.	72813P 100	SCH	EDULE 13D	Page	 3 of	 17	Pages
1	NAME OF REPORTING S.S. OR I.R.S. IDE		ON NO. OF ABOVE PERSON				
	HWH Valentine Part	ners, L.P					
2	CHECK THE APPROPRI	APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [_]					
3	SEC USE ONLY	SEC USE ONLY					
4	SOURCE OF FUNDS						
	00						
5	CHECK BOX IF DISCL PURSUANT TO ITEMS	DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED ITEMS 2(d) or 2(e) [_]				[_]	
6	CITIZENSHIP OR PLA	CE OF ORG	ANIZATION				
	Delaware						
		7	SOLE VOTING POWER				
	NUMBER OF		9,028,482				
BENEF	SHARES CICIALLY OWNED	8	SHARED VOTING POWER				
F	BY EACH REPORTING		-0-				
	PERSON WITH	 9	SOLE DISPOSITIVE POW	ER			
			9,028,482				
		10	SHARED DISPOSITIVE P				
			-0-				
11	AGGREGATE AMOUNT B	 ENEFICIAL	LY OWNED BY EACH REPORT	ING PE			
	9,028,482						
12			AMOUNT IN ROW (11) EXCL			 N S	HARES
							[_]
13	PERCENT OF CLASS R		D BY AMOUNT IN ROW (11)				
	14.7%						

14	TYPE OF REPORTING PERSON							
	PN							
			_					
	72813P 100	SCH	EDULE 13D -	Page	4 of 1	7 Pages		
1	NAME OF REPORTING	 PERSON						
	S.S. OR I.R.S. ID	ENTIFICATI	ON NO. OF ABOVE PERSON					
	HWH Surplus Valen	tine Partn	ers, L.P.					
2	CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP			[_]		
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	00							
5	CHECK BOX IF DISC: PURSUANT TO ITEMS		LEGAL PROCEEDINGS IS RE(e)	 QUIRED		[_]		
6	CITIZENSHIP OR PL	ACE OF ORG	ANIZATION					
	Delaware							
		7	SOLE VOTING POWER					
	NUMBER OF		-0-					
	SHARES CICIALLY OWNED	8	SHARED VOTING POWER					
	BY EACH EPORTING		2,915,963					
	PERSON WITH	9	SOLE DISPOSITIVE POW	ER				
			-0-					
		10	SHARED DISPOSITIVE P	OWER				
			2,915,963					
11	AGGREGATE AMOUNT	BENEFICIAL	LY OWNED BY EACH REPORT	ING PEF	RSON			
	2,915,963							
12	CHECK BOX IF THE		AMOUNT IN ROW (11) EXCL		CRTAIN	SHARES		
						[_]		
 13	PERCENT OF CLASS	 REPRESENTE	D BY AMOUNT IN ROW (11)					

	4.8%							
14	TYPE OF REPORTING PERSON							
	PN							
CUSIP NO.	72813P 100	SCHEI	DULE 13D	Page	5 of 17 Pages			
1	NAME OF REPORTING S.S. OR I.R.S. IDE		N NO. OF ABOVE PERSON					
	HWH, L.P.							
2	CHECK THE APPROPR	IATE BOX IF	A MEMBER OF A GROUP		(a) [_] (b) [_]			
3	SEC USE ONLY							
4	SOURCE OF FUNDS							
	AF							
5	CHECK BOX IF DISCI PURSUANT TO ITEMS		EGAL PROCEEDINGS IS R	EQUIRED	[_]			
6	CITIZENSHIP OR PLA	ACE OF ORGAN	NIZATION					
	Delaware							
		7	SOLE VOTING POWER					
	NUMBER OF		8,055,555					
	SHARES ICIALLY OWNED BY EACH	8	SHARED VOTING POWER					
	EPORTING PERSON		-0-					
	WITH	9	SOLE DISPOSITIVE PO	WER				
			8,055,555					
		10	SHARED DISPOSITIVE					
			-0-					
11	AGGREGATE AMOUNT H	BENEFICIALLY	Y OWNED BY EACH REPOR'	IING PE	RSON			
	8,055,555							
12			MOUNT IN ROW (11) EXC					

11	AGGREGATE AMOUNT 1	BENEFICIAL	LY OWNED BY EACH REPOR	TING PE	RSON	
			2,915,963			
		10				
			9,028,482			
	PERSON WITH	9	SOLE DISPOSITIVE PO			
	BY EACH EPORTING		2,915,963			
BENEF	SHARES ICIALLY OWNED	8	SHARED VOTING POWER			
	NUMBER OF		9,028,482			
		 7	SOLE VOTING POWER			
6	CITIZENSHIP OR PLA	ACE OF ORG.	ANIZATION			
5	CHECK BOX IF DISC PURSUANT TO ITEMS		LEGAL PROCEEDINGS IS R (e)	EQUIRED		[_]
	AF					
4	SOURCE OF FUNDS					
3	SEC USE ONLY					
2	CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP			[_] [_]
	HWH Valentine, L.	P.				
1	NAME OF REPORTING S.S. OR I.R.S. ID		ON NO. OF ABOVE PERSON			
	72813P 100	SCH	EDULE 13D	Page	6 of 1	7 Page
	PN					
14	TYPE OF REPORTING	PERSON				
	13.2%					
13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)						

						[_]
13	PERCENT OF CLASS	REPRESENTE	ED BY AMOUNT IN ROW (11)			
	19.5%					
14	TYPE OF REPORTING	PERSON				
	PN					
			_			
CUSIP	NO. 72813P 100	SCH	HEDULE 13D	Page	7 of 17	Pages
1	NAME OF REPORTING		CON NO. OF A POWE DEDGOM			
		ENTIFICATI	ON NO. OF ABOVE PERSON			
	HWH Incorporated					
2	CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP		(a) (b)	
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	AF					
5	CHECK BOX IF DISC PURSUANT TO ITEMS		LEGAL PROCEEDINGS IS RE	EQUIRED		[_]
6	CITIZENSHIP OR PL	ACE OF ORG	GANIZATION			
	Delaware					
		7	SOLE VOTING POWER			
	NUMBER OF		8,055,555			
В	SHARES ENEFICIALLY OWNED	8	SHARED VOTING POWER			
	BY EACH REPORTING		-0-			
	PERSON WITH	9	SOLE DISPOSITIVE POW			
			8,055,555			
		10	SHARED DISPOSITIVE E			
			-0-			
11	AGGREGATE AMOUNT	BENEFICIAL	LY OWNED BY EACH REPORT	CING PE	RSON	
	8,055,555					

12	CHECK BOX IF THE	AGGREGATE	AMOUNT IN ROW (11) EX	CLUDES CE	RTAIN SHARES
					[_]
13	PERCENT OF CLASS	REPRESENTE	D BY AMOUNT IN ROW (1	1)	
	13.2%				
14	TYPE OF REPORTING	PERSON			
	IV				
CUSIP NO.	72813P 100	SCH	EDULE 13D	Page	8 of 17 Pages
1	NAME OF REPORTING S.S. OR I.R.S. ID		ON NO. OF ABOVE PERSO	N	
	HWH Valentine Inc	orporated			
2	CHECK THE APPROPR	IATE BOX I	F A MEMBER OF A GROUP		(a) [_]
					(b) [_]
3	SEC USE ONLY				
 4	SOURCE OF FUNDS				
1	AF				
5			LECAL DROCEEDINGS IS		
5	PURSUANT TO ITEMS		LEGAL PROCEEDINGS IS (e)	REQUIRED	[_]
6					
0	CITIZENSHIP OR PL	ACE OF ORG	ANIZATION		
	Delaware		OOLD WORTHON DOUBLE		
		7	SOLE VOTING POWER		
	NUMBER OF SHARES		9,028,482		
	ICIALLY OWNED BY EACH	8		R	
R	REPORTING PERSON WITH		2,915,963 		
		9	SOLE DISPOSITIVE P	OWER	
			9,028,482		
		10	SHARED DISPOSITIVE	POWER	
			2,915,963		

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	11,944,445					
12	CHECK BOX IF THE F	AGGREGATE	AMOUNT IN ROW (11) EXCI	UDES C	ERTAIN SHARES	
					[_]	
13	PERCENT OF CLASS F	REPRESENTE	D BY AMOUNT IN ROW (11)			
	19.5%					
14	TYPE OF REPORTING	PERSON				
	IV					
	72813P 100	SCH	EDULE 13D		9 of 17 Pages	
			-			
1	NAME OF REPORTING S.S. OR I.R.S. IDE		ON NO. OF ABOVE PERSON			
	Robert B. Haas					
2	CHECK THE APPROPRI	IATE BOX I	F A MEMBER OF A GROUP		(a) [_] (b) [_]	
3	SEC USE ONLY					
4	SOURCE OF FUNDS					
	AF					
5	CHECK BOX IF DISCI PURSUANT TO ITEMS		LEGAL PROCEEDINGS IS RE	QUIRED	[_]	
6	CITIZENSHIP OR PLA	ACE OF ORG	ANIZATION			
	United States					
		7	SOLE VOTING POWER			
	NUMBER OF		17,084,037			
	SHARES CICIALLY OWNED	8	SHARED VOTING POWER			
	BY EACH REPORTING		2,915,963			
	PERSON WITH	9	SOLE DISPOSITIVE POW	IER		
			17,084,037			
		10	SHARED DISPOSITIVE E	OWER		

2,915,963

11	AGGREGATE AMOUNT BENEFIC	IALLY OWNED BY EAC	H REPORTING PERSON	
	20,000,000			
12	CHECK BOX IF THE AGGREGA		11) EXCLUDES CERTAIN	
				[_]
13	PERCENT OF CLASS REPRESE	NTED BY AMOUNT IN	ROW (11)	
	32.7%			
14	TYPE OF REPORTING PERSON			
	IN			
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Pursuant to Rule 13d-2(a) of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended (the "Act"), the undersigned hereby amend their Schedule 13D Statement dated June 6, 1995, as amended by Amendment No. 1 dated June 8, 1998 (the "Schedule 13D"). Unless otherwise indicated, all defined terms used herein shall have the same meanings respectively ascribed to them in the Schedule 13D.

ITEM 1. SECURITY AND ISSUER.

No material change.

ITEM 2. IDENTITY AND BACKGROUND.

(a), (b), (c) and (f) are hereby amended as follows:

(a), (b), (c) and (f). The names and addresses of the persons filing this Schedule are as follows:

HWH Capital Partners, L.P. ("HWHCP"), a Delaware limited partnership, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which is a private investment partnership;

HWH Valentine Partners, L.P. ("HWHVP"), a Delaware limited partnership, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which is a private investment partnership;

HWH Surplus Valentine Partners, L.P. ("HWHSVP"), a Delaware limited partnership, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which is a private investment partnership;

HWH, L.P. ("HWHLP"), a Delaware limited partnership, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700,

Dallas, Texas 75201, and which acts as the sole general partner of HWHCP;

HWH Valentine, L.P. ("HWHV"), a Delaware limited partnership, the general partner of HWHVP and HWHSVP, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which acts as the sole general partner of HWHVP and HWHSVP;

HWH Incorporated ("HWHI"), a Delaware corporation, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which acts as the sole general partner of HWHLP;

HWH Valentine Incorporated ("HWHVI"), a Delaware corporation, the general partner of HWHV, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201, and which acts as the sole general partner of HWHV; and

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Robert B. Haas, whose address is c/o Haas Wheat & Partners, L.P., 300 Crescent Court, Suite 1700, Dallas, Texas 75201.

Robert B. Haas and Douglas D. Wheat are the sole stockholders of HWHI. Robert B. Haas and Douglas D. Wheat are the sole stockholders of HWHVI. The sole general partner of HWHCP, HWHVP and HWHSVP is HWHLP, HWHV and HWHV, respectively, and the sole general partner of each of such limited partnerships is HWHI, HWHVI and HWHVI, respectively, each of which is a corporation controlled by Mr. Haas.

Information in response to Items (a) through (c) and (f) with respect to Messrs. Haas and Wheat is set forth in Appendix I, attached hereto and incorporated by reference herein.

The above named persons are sometimes referred to as the "Reporting Parties." HWHCP, HWHVP and HWHSVP are referred to collectively, as the "Investors."

- (d) and (e). No material change.
- ITEM 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION

No material change.

ITEM 4. PURPOSE OF THE TRANSACTION.

No material change.

- ITEM 5. INTEREST IN SECURITIES OF THE ISSUER.
 - (a) and (b) are hereby amended as follows:

(a) and (b). The aggregate percentage of shares of Common Stock reported owned by each person herein is based upon the information contained in the Company's Form 10-Q filed on August 4, 2004.

As of the close of business on October 1, 2004:

Name of Reporting Party:

CUSIE	 P NO.	72813P 100 SCHEDULE 13D	Page 12 of 17 Pages
нwн с	CAPITA	AL PARTNERS, L.P.	
 (a)	Aggı	regate Number of Securities Owned	8,055,555
(b)	Perd	entage	13.2%
	1.	Sole power to vote or to direct the vote	8,055,555
	2.	Shared power to vote or to direct the vote	0
	3.	Sole power to dispose or to direct the disposition	8,055,555
	4.	Shared power to dispose of or to direct the disposition	0
HWH \ (a)		TINE PARTNERS, L.P. regate Number of Securities Owned	9,028,482
(a) 	Aggı	regate Number of Securities Owned	9,028,482
(b)	Pero	entage 	14.7%
	1. 	Sole power to vote or to direct the vote	9,028,482
	2.	Shared power to vote or to direct the vote	0
	3.	Sole power to dispose or to direct the disposition	9,028,482
	4.	Shared power to dispose of or to direct the disposition	0
HWH S	SURPLU	JS VALENTINE PARTNERS, L.P.	
(a)	Aggı	regate Number of Securities Owned	2,915,963
(b)	Perd	entage	4.8%
	1.	Sole power to vote or to direct the vote	0
	2.	Shared power to vote or to direct the vote	2,915,963
	3.	Sole power to dispose or to direct the disposition	0

.P. Aggr	72813P 100 SCHEDULE 13D egate Number of Securities Owned	Page 13 of 17 Pages
 Aggr Perc 	egate Number of Securities Owned	 8,055,555
 Aggr Perc 	egate Number of Securities Owned	 8,055,555
 Perc 	egate Number of Securities Owned	8,055,555
1.	entage 	13.2%
	Sole power to vote or to direct the vote	8,055,555
2.	Shared power to vote or to direct the vote	0
3.	Sole power to dispose or to direct the disposition	8,055,555
4.	Shared power to dispose of or to direct the disposition	0
LENT	INE, L.P.	
Aggr 	egate Number of Securities Owned	11,944,445
Perc	entage 	19.5%
1.	Sole power to vote or to direct the vote	9,028,482
2.	Shared power to vote or to direct the vote	2,915,963
3.	Sole power to dispose or to direct the disposition	9,028,482
4.	Shared power to dispose of or to direct the disposition	2,915,963
CORP	ORATED	
Aggr 	egate Number of Securities Owned	8,055,555
Perc	entage 	13.2%
1.	Sole power to vote or to direct the vote	8,055,555
2. 2.	Shared power to vote or to direct the vote	0
3.	Sole power to dispose or to direct the disposition	8,055,555
4.	Shared power to dispose of or to direct the disposition	0
	LENT Aggr. Perc. Aggr.	A. Shared power to dispose of or to direct the disposition LENTINE, L.P. Aggregate Number of Securities Owned Percentage 1. Sole power to vote or to direct the vote 2. Shared power to vote or to direct the vote 3. Sole power to dispose or to direct the disposition 4. Shared power to dispose of or to direct the disposition CORPORATED Aggregate Number of Securities Owned Percentage 1. Sole power to vote or to direct the vote 2. Shared power to vote or to direct the vote 3. Sole power to vote or to direct the vote 4. Shared power to dispose or to direct the disposition 4. Shared power to dispose of or to direct the disposition

CUSI	P NO.	72813P 100 SCHE	DULE 13D	Page 14 of 17 Pages
HWH Y	VALEN:	TINE INCORPORATED		
(a)	Aggı	regate Number of Securities O	wned	11,944,445
(b)	Per	centage		19.5%
	1.	Sole power to vote or to di	rect the vote	9,028,482
	2.	Shared power to vote or to	direct the vote	2,915,963
	3.	Sole power to dispose or to disposition	direct the	9,028,482
	4.	Shared power to dispose of disposition	or to direct the	2,915,963
ROBEI	RT B.	HAAS		
(a)	Aggı	regate Number of Securities O	wned 	20,000,000
(b)	Perd	centage		32.7%
	1.	Sole power to vote or to di	rect the vote	17,084,037
	2.	Shared power to vote or to	direct the vote	2,915,963
	3.	Sole power to dispose or to disposition	direct the	17,084,037
	4.	Shared power to dispose of disposition	or to direct the	2,915,963
		(c), (d) and (e). No mater	ial change.	

ITEM 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER

Item 6 is amended by adding at the end thereof the following:

AGREEMENT WITH NEIL DEFEO

On October 2, 2004, Haas Wheat & Partners, L.P. ("Haas Wheat"), an affiliate of the Reporting Parties, entered into an agreement (the "DeFeo Agreement") with Neil DeFeo, the newly appointed President and Chief Executive Officer of the Company.

Under the DeFeo Agreement, Haas Wheat agreed to vote all shares of Common Stock that it beneficially owns in favor of the approval of the Bonus Plan and

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the Stock Plan (as such terms are used in the DeFeo Agreement) in connection with the Company seeking stockholder approval of such plans.

This discussion of the DeFeo Agreement is qualified in its entirety by reference to the DeFeo Agreement, which is attached hereto as Exhibit 99.2.

ITEM 7. MATERIAL TO BE FILED AS EXHIBITS

EXHIBIT NUMBER	DESCRIPTION	
99.1	Joint Filing Agreement, dated Ocamong HWH Capital Partners, L.P. Partners, L.P., HWH Surplus Valet.P., HWH, L.P., HWH Valentine, Incorporated, HWH Valentine Incorporated, Haas	, HWH Valentine entine Partners, L.P., HWH proprated and Robert
99.2	Agreement dated October 2, 2004, & Partners, L.P. and Neil P. Deb	between Haas Wheat
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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

October 5, 2004

HWH CAPITAL PARTNERS, L.P.

By: HWH, L.P., its general partner

By: HWH Incorporated, its general partner

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat

Title: President

HWH VALENTINE PARTNERS, L.P.

By: HWH Valentine, L.P., its general partner

By: HWH Valentine Incorporated, its

general partner

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat

Title: President

HWH SURPLUS VALENTINE PARTNERS, L.P.

By: HWH Valentine, L.P., its general

partner

By: HWH Valentine Incorporated, its

general partner

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat

Title: President

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HWH, L.P.

By: HWH Incorporated, its general partner

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat

Title: President

HWH VALENTINE, L.P.

By: HWH Valentine Incorporated, its

general partner

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat

Title: President

HWH INCORPORATED

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat
Title: President

HWH VALENTINE INCORPORATED

By: /s/ Douglas D. Wheat

Name: Douglas D. Wheat
Title: President

Robert B. Haas

/s/ Robert B. Haas