

Zep Inc.  
Form SC 13D/A  
June 29, 2015

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 12)

Zep Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

(CUSIP Number) 98944B108

David Goldman  
GAMCO Investors, Inc.  
One Corporate Center  
Rye, New York 10580-1435  
(914) 921-5000  
(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

June 26, 2015  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

CUSIP No. 98944B108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

Gabelli Funds, LLC

I.D. No.

13-4044523

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization

New York

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

None (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares

(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)

IA, CO

2

---

CUSIP No. 98944B108

1 Names of reporting persons  
I.R.S. identification nos. of above  
persons (entities only)  
GAMCO Asset Management  
Inc.  
I.D. No. 13-4044521  
Check the appropriate box if a member  
of a group (SEE INSTRUCTIONS)(a)

2 (b)

3 Sec use only

4 Source of funds (SEE INSTRUCTIONS)  
None

5 Check box if disclosure of legal  
proceedings is required pursuant to items  
2 (d) or 2 (e)

6 Citizenship or place of organization  
New York

Number Of :7 Sole voting power

Shares : None (Item 5)

Beneficially :8 Shared voting power

Owned : None

By Each :9 Sole dispositive power

Reporting : None (Item 5)

Person :10 Shared dispositive power

With : None

11 Aggregate amount beneficially owned by  
each reporting person

12 None (Item 5)

Check box if the aggregate amount in  
row (11) excludes certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented by amount  
in row (11)

0.00%

14 Type of reporting person (SEE  
INSTRUCTIONS)  
IA, CO

3

---

CUSIP No. 98944B108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)  
Teton Advisors, Inc.

I.D. No.

13-4008049

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization

Delaware

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

None (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
IA, CO

4

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CUSIP No. 98944B108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)  
GGCP, Inc.

I.D. No.

13-3056041

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization  
Wyoming

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person



12 None (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares

13 (SEE INSTRUCTIONS)  
Percent of class represented  
by amount in row (11)

14 0.00%  
Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

5

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CUSIP No. 98944B108

Names of reporting persons  
 I.R.S. identification nos. of  
 above persons (entities only)  
 1 GAMCO Investors, Inc.

I.D. No.

13-4007862

Check the appropriate box if  
 a member of a group (SEE  
 INSTRUCTIONS)(a)  
 2

(b)

3 Sec use only

4 Source of funds (SEE  
 INSTRUCTIONS)  
 None

5 Check box if disclosure of  
 legal proceedings is required  
 pursuant to items 2 (d) or 2  
 (e)

6 Citizenship or place of  
 organization  
 New York

Number Of :7 Sole voting power  
 :

Shares : None (Item 5)  
 :

Beneficially :8 Shared voting power  
 :

Owned : None  
 :

By Each :9 Sole dispositive power  
 :

Reporting : None (Item 5)  
 :

Person :10 Shared dispositive power  
 :

With : None  
 :

11 Aggregate amount  
 beneficially owned by each  
 reporting person

12 None (Item 5)  
Check box if the aggregate  
amount in row (11) excludes  
certain shares  
(SEE INSTRUCTIONS)

13 Percent of class represented  
by amount in row (11)

0.00%

14 Type of reporting person  
(SEE INSTRUCTIONS)  
HC, CO

6

---

CUSIP No. 98944B108

1 Names of reporting persons  
I.R.S. identification nos. of  
above persons (entities only)

Mario J. Gabelli

2 Check the appropriate box if  
a member of a group (SEE  
INSTRUCTIONS)(a)

(b)

3 Sec use only

4 Source of funds (SEE  
INSTRUCTIONS)

None

5 Check box if disclosure of  
legal proceedings is required  
pursuant to items 2 (d) or 2  
(e)

6 Citizenship or place of  
organization

USA

Number Of :<sup>7</sup> Sole voting power

Shares : None (Item 5)

Beneficially :<sup>8</sup> Shared voting power

Owned : None

By Each :<sup>9</sup> Sole dispositive power

Reporting : None (Item 5)

Person :<sup>10</sup> Shared dispositive power

With : None

11 Aggregate amount  
beneficially owned by each  
reporting person

None (Item 5)

12 Check box if the aggregate  
amount in row (11) excludes

13 certain shares  
(SEE INSTRUCTIONS)  
Percent of class represented  
by amount in row (11)

14 0.00%  
Type of reporting person  
(SEE INSTRUCTIONS)  
IN

7

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Item 1. Security and Issuer

This Amendment No. 12 to Schedule 13D on the Common Stock of Zep, Inc. (the "Issuer") is being filed on behalf of the undersigned to amend the Schedule 13D, as amended (the "Schedule 13D") which was originally filed on November 13, 2007. Unless otherwise indicated, all capitalized terms used herein but not defined herein shall have the same meanings as set forth in the Schedule 13D.

Item 2. Identity and Background

Item 2 to Schedule 13D is amended, in pertinent part, as follows:

This statement is being filed by Mario J. Gabelli ("Mario Gabelli") and various entities which he directly or indirectly controls or for which he acts as chief investment officer. These entities engage in various aspects of the securities business, primarily as investment adviser to various institutional and individual clients, including registered investment companies and pension plans, and as general partner or the equivalent of various private investment partnerships or private funds. Certain of these entities may also make investments for their own accounts. The foregoing persons in the aggregate often own beneficially more than 5% of a class of equity securities of a particular issuer. Although several of the foregoing persons are treated as institutional investors for purposes of reporting their beneficial ownership on the short-form Schedule 13G, the holdings of those who do not qualify as institutional investors may exceed the 1% threshold presented for filing on Schedule 13G or implementation of their investment philosophy may from time to time require action which could be viewed as not completely passive. In order to avoid any question as to whether their beneficial ownership is being reported on the proper form and in order to provide greater investment flexibility and administrative uniformity, these persons have decided to file their beneficial ownership reports on the more detailed Schedule 13D form rather than on the short-form Schedule 13G and thereby to provide more expansive disclosure than may be necessary.

(a), (b) and (c) - This statement is being filed by one or more of the following persons: GGCP, Inc. ("GGCP"), GGCP Holdings LLC ("GGCP Holdings"), GAMCO Investors, Inc. ("GBL"), Gabelli Funds, LLC ("Gabelli Funds"), GAMCO Asset Management Inc. ("GAMCO"), Teton Advisors, Inc. ("Teton Advisors"), Gabelli Securities, Inc. ("GSI"), G.research, Inc. ("G.research"), MJG Associates, Inc. ("MJG Associates"), Gabelli Foundation, Inc. ("Foundation"), MJG-IV Limited Partnership ("MJG-IV"), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereinafter referred to as the "Reporting Persons".

GGCP makes investments for its own account and is the manager and a member of GGCP Holdings which is the controlling shareholder of GBL. GBL, a public company listed on the New York Stock Exchange, is the parent company for a variety of companies engaged in the securities business, including those named below.

GAMCO, a wholly-owned subsidiary of GBL, is an investment adviser registered under the Investment Advisers Act of 1940, as amended ("Advisers Act"). GAMCO is an investment manager providing discretionary managed account services for employee benefit plans, private investors, endowments, foundations and others.

GSI, a majority-owned subsidiary of GBL, is an investment adviser registered under the Advisers Act and serves as a general partner or investment manager to limited partnerships and offshore investment companies and other accounts. As a part of its business, GSI may purchase or sell securities for its own account. GSI is a general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, L.P., Gabelli Associates Fund II, L.P., Gabelli Associates Limited, Gabelli Associates Limited II E, ALCE Partners, L.P., Gabelli Capital Structure Arbitrage Fund LP, Gabelli Capital Structure Arbitrage Fund Limited, Gabelli Intermediate Credit Fund L.P., Gabelli Japanese Value Partners L.P., GAMA Select Energy + L.P., GAMCO Medical Opportunities L.P., GAMCO Long/Short Equity Fund, L.P., Gabelli Multimedia Partners, L.P., Gabelli International Gold Fund Limited and Gabelli Green Long/Short Fund, L.P.

G.research, a wholly-owned subsidiary of GSI, is a broker-dealer registered under the Securities Exchange Act of 1934, as amended ("1934 Act"), which as a part of its business regularly purchases and sells securities for its own account.

Gabelli Funds, a wholly owned subsidiary of GBL, is a limited liability company. Gabelli Funds is an investment adviser registered under the Advisers Act which provides advisory services for The Gabelli Equity Trust Inc., The Gabelli Asset Fund, The GAMCO Growth Fund, The Gabelli Convertible and Income Securities Fund Inc., The Gabelli Value 25 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, The Gabelli Gold Fund, Inc., The Gabelli Multimedia Trust

Inc., The Gabelli Global Rising Income & Dividend Fund, The Gabelli Capital Asset Fund, The GAMCO International Growth Fund, Inc., The GAMCO Global Growth Fund, The Gabelli Utility Trust, The GAMCO Global Opportunity Fund, The Gabelli Utilities Fund, The Gabelli Dividend Growth Fund, The GAMCO Mathers Fund, The Gabelli Focus Five Fund, The Comstock Capital Value Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The GAMCO Global Gold, Natural Resources, & Income Trust, The GAMCO Natural Resources Gold & Income Trust, The GDL Fund, Gabelli Enterprise Mergers & Acquisitions Fund, The Gabelli SRI Fund, Inc., The Gabelli Healthcare & Wellness<sup>Rx</sup> Trust, The Gabelli Global Small and Mid Cap Value Trust and Gabelli Value Plus+ Trust (collectively, the "Funds"), which are registered investment companies. Gabelli Funds is also the investment adviser to The GAMCO International SICAV (sub-funds GAMCO Merger Arbitrage and GAMCO All Cap Value), a UCITS III vehicle.

Teton Advisors, an investment adviser registered under the Advisers Act, provides discretionary advisory services to The TETON Westwood Mighty Mites<sup>sm</sup> Fund, The TETON Westwood Income Fund, The TETON Westwood SmallCap Equity Fund, and The TETON Westwood Mid-Cap Equity Fund.

MJG Associates provides advisory services to private investment partnerships and offshore funds. Mario Gabelli is the sole shareholder, director and employee of MJG Associates. MJG Associates is the Investment Manager of Gabelli International Limited and Gabelli Fund, LDC. Mario J. Gabelli is the general partner of Gabelli Performance Partnership, LP.

The Foundation is a private foundation. Mario Gabelli is the Chairman, a Trustee and the Investment Manager of the Foundation. Elisa M. Wilson is the President of the Foundation.

Mario Gabelli is the controlling stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL. Mario Gabelli is also a member of GGCP Holdings. Mario Gabelli is the controlling shareholder of Teton.

MJG-IV is a family partnership in which Mario Gabelli is the general partner. Mario Gabelli has less than a 100% interest in MJG-IV. MJG-IV makes investments for its own account. Mario Gabelli disclaims ownership of the securities held by MJG-IV beyond his pecuniary interest.

The Reporting Persons do not admit that they constitute a group.

GAMCO and G.research are New York corporations and GBL, GSI, and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a Wyoming corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. GGCP Holdings is a Delaware limited liability corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. Gabelli Funds is a New York limited liability company having its principal business office at One Corporate Center, Rye, New York 10580. MJG Associates is a Connecticut corporation having its principal business office at 140 Greenwich Avenue, Greenwich, CT 06830. The Foundation is a Nevada corporation having its principal offices at 165 West Liberty Street, Reno, Nevada 89501.

For information required by instruction C to Schedule 13D with respect to the executive officers and directors of the foregoing entities and other related persons (collectively, "Covered Persons"), reference is made to Schedule I annexed hereto and incorporated herein by reference.

(d) – Not applicable.

(e) – Not applicable.

(f) – Reference is made to Schedule I hereto.

#### Item 5. Interest In Securities Of The Issuer

(a) As a result of the completion of the acquisition of the Issuer by New Mountain Capital, LLC, the Reporting Persons no longer have beneficial ownership of any of the Issuer's shares.

(c) Information with respect to all transactions in the Securities which were effected during the past sixty days or since the most recent filing on Schedule 13D, whichever is less, by each of the Reporting Persons and Covered Persons is set forth on Schedule II annexed hereto and incorporated herein by reference.

(e) The Reporting Persons ceased to be beneficial owners of 5% or more of the Issuer's common stock on June 26, 2015.





Signature

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.

Dated: June 29, 2015

GGCP, INC.  
MARIO J. GABELLI

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
Attorney-in-Fact

TETON ADVISORS, INC.

By: /s/ David Goldman  
David Goldman  
General Counsel – Teton Advisors, Inc.

GAMCO ASSET MANAGEMENT INC.  
GAMCO INVESTORS, INC.  
GABELLI FUNDS, LLC

By: /s/ Douglas R. Jamieson  
Douglas R. Jamieson  
President & Chief Operating Officer – GAMCO Investors, Inc.  
President – GAMCO Asset Management Inc.

President & Chief Operating Officer of the sole

member of  
Gabella Funds, LLC

SCHEDULE I

Information with Respect to Executive  
Officers and Directors of the Undersigned

Schedule I to Schedule 13D is amended, in pertinent part, as follows:

The following sets forth as to each of the executive officers and directors of the undersigned: his name; his business address; his present principal occupation or employment and the name, principal business and address of any corporation or other organization in which such employment is conducted. Unless otherwise specified, the principal employer of each such individual is GAMCO Asset Management Inc., Gabelli Funds, LLC, Gabelli Securities, Inc., G.research, Inc., Teton Advisors, Inc., or GAMCO Investors, Inc., the business address of each of which is One Corporate Center, Rye, New York 10580, and each such individual identified below is a citizen of the United States. To the knowledge of the undersigned, during the last five years, no such person has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors), and no such person was a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which he was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities law or finding any violation with respect to such laws except as reported in Item 2(d) and (e) of this Schedule 13D.

GAMCO Investors, Inc.

Directors:

|                     |                                                                                                                                                                                                      |
|---------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Edwin L. Artzt      | Former Chairman and Chief Executive Officer<br>Procter & Gamble Company<br>900 Adams Crossing<br>Cincinnati, OH 45202                                                                                |
| Raymond C. Avansino | Chairman & Chief Executive Officer<br>E.L. Wiegand Foundation<br>165 West Liberty Street<br>Reno, NV 89501                                                                                           |
| Richard L. Bready   | Former Chairman and Chief Executive Officer<br>Nortek, Inc.<br>50 Kennedy Plaza<br>Providence, RI 02903                                                                                              |
| Marc Gabelli        | Chairman of The LGL Group, Inc.<br>2525 Shader Road<br>Orlando, FL 32804                                                                                                                             |
| Mario J. Gabelli    | Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of<br>GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by<br>Gabelli Funds, LLC. |
| Elisa M. Wilson     | Director<br>c/o GAMCO Investors, Inc.<br>One Corporate Center<br>Rye, NY 10580                                                                                                                       |
| Eugene R. McGrath   | Former Chairman and Chief Executive Officer<br>Consolidated Edison, Inc.<br>4 Irving Place<br>New York, NY 10003                                                                                     |
| Robert S. Prather   | President & Chief Executive Officer<br>Heartland Media, LLC<br>1843 West Wesley Road<br>Atlanta, GA 30327                                                                                            |
| Officers:           |                                                                                                                                                                                                      |
| Mario J. Gabelli    | Chairman and Chief Executive Officer                                                                                                                                                                 |
| Douglas R. Jamieson | President and Chief Operating Officer                                                                                                                                                                |
| Henry G. Van der Eb | Senior Vice President                                                                                                                                                                                |
| Bruce N. Alpert     | Senior Vice President                                                                                                                                                                                |

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Agnes Mullady Senior Vice President

Robert S. Zuccaro Executive Vice President and Chief Financial Officer

Kevin Handwerker Executive Vice President, General Counsel and Secretary

GAMCO Asset  
Management Inc.  
Directors:

Douglas R. Jamieson  
Regina M. Pitaro  
William S. Selby

Officers:

Mario J. Gabelli Chief Executive Officer and Chief Investment Officer – Value Portfolios

Douglas R. Jamieson  
President, Chief Operating Officer and Managing Director

Robert S.  
Zuccaro Chief Financial Officer

David  
Goldman General Counsel, Secretary & Chief Compliance Officer

Gabelli Funds, LLC  
Officers:

Mario J. Gabelli Chief Investment Officer – Value Portfolios

Bruce N. Alpert Executive Vice President and Chief Operating Officer

Agnes Mullady President and Chief Operating Officer – Open End Fund Division

Robert S.  
Zuccaro Chief Financial Officer

David  
Goldman General Counsel

Gabelli Securities, Inc.  
Directors:

Robert W. Blake President of W. R. Blake & Sons, Inc.  
196-20 Northern Boulevard  
Flushing, NY 11358

Douglas G. DeVivo Co-Chairman of the Board and  
DeVivo Asset Management Company LLC

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P.O. Box 2048  
Menlo Park, CA 94027

Marc J. Gabelli  
Co-Chairman of the Board

Douglas R. Jamieson    President

Daniel R. Lee    Chief Executive Officer  
Full House Resorts, Inc.  
4670 South Ford Apache Road, Suite 190  
Las Vegas, NV 89147

William C.  
Mattison, Jr.

Salvatore F.    Vice Chairman  
Sodano

Officers:

Douglas R. Jamieson    See above

Robert S. Zuccaro    Chief Financial Officer

Diane M. LaPointe    Controller

Kevin Handwerker    Secretary

David M. Goldman    General Counsel & Assistant Secretary

David Fitzgerald    Chief Compliance Officer

G.research, Inc.

Directors:

Daniel M. Miller    Chairman

Cornelius V. McGinity    President

Officers:

Daniel M. Miller    See above

Cornelius V. McGinity    See above

Bruce N. Alpert    Vice President

Diane M. LaPointe    Controller and Financial & Operations Principal

Douglas R. Jamieson    Secretary

David M. Goldman    Assistant Secretary

Josephine D. LaFauci    Chief Compliance Officer

Gabelli Foundation, Inc.

Officers:

|                    |                                              |
|--------------------|----------------------------------------------|
| Mario J. Gabelli   | Chairman, Trustee & Chief Investment Officer |
| Elisa M. Wilson    | President                                    |
| Marc J. Gabelli    | Trustee                                      |
| Matthew R. Gabelli | Trustee                                      |
| Michael Gabelli    | Trustee                                      |

MJG-IV Limited Partnership

Officers:

|                  |                 |
|------------------|-----------------|
| Mario J. Gabelli | General Partner |
|------------------|-----------------|

GGCP, Inc.

Directors:

|                    |                                                                                                                                                                                                                                           |
|--------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Mario J. Gabelli   | Chief Executive<br>Officer of GGCP,<br>Inc., and<br>Chairman &<br>Chief Executive<br>Officer of<br>GAMCO<br>Investors, Inc.;;<br>Director/Trustee<br>of all registered<br>investment<br>companies<br>advised by<br>Gabelli Funds,<br>LLC. |
| Marc J. Gabelli    | Chairman of The<br>LGL Group, Inc.<br>2525 Shader<br>Road<br>Orlando, FL<br>32804                                                                                                                                                         |
| Matthew R. Gabelli | Vice President –<br>Trading<br>G.research, Inc.<br>One Corporate<br>Center<br>Rye, NY 10580                                                                                                                                               |
| Michael Gabelli    | President & COO<br>Gabelli &<br>Partners, LLC<br>One Corporate<br>Center<br>Rye, NY 10580                                                                                                                                                 |
| Charles C. Baum    | Secretary &<br>Treasurer<br>United Holdings<br>Co., Inc.<br>2545 Wilkens<br>Avenue<br>Baltimore, MD<br>21223                                                                                                                              |

Fredric V. Salerno  
Chairman;  
Former Vice  
Chairman and  
Chief Financial  
Officer  
Verizon  
Communications

Officers:

Mario J. Gabelli  
Chief Executive  
Officer and Chief  
Investment  
Officer

Marc J. Gabelli  
President  
Vice President,

Silvio A. Berni  
Assistant  
Secretary and  
Controller

GGCP Holdings LLC

Members:

GGCP, Inc.      Manager and  
Member

Mario J. Gabelli      Member



Teton Advisors, Inc.

Directors:

Howard F. Ward

Nicholas F. Galluccio Chairman of the Board

Vincent J. Amabile Chief Executive Officer and President

John Tesoro

Officers:

Howard F. Ward See above

Nicholas F. Galluccio See above

Robert S. Zuccaro Chief Financial Officer

David Goldman General Counsel

Tiffany Hayden Secretary

SCHEDULE II  
 INFORMATION WITH RESPECT TO  
 TRANSACTIONS EFFECTED DURING THE PAST SIXTY DAYS OR  
 SINCE THE MOST RECENT FILING ON SCHEDULE 13D (1)

| DATE | SHARES PURCHASED<br>SOLD(-) | AVERAGE<br>PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

## COMMON STOCK-ZEP, INC.

## GAMCO ASSET MANAGEMENT INC.

|         |            |         |
|---------|------------|---------|
| 6/26/15 | 1,879,836- | 20.0500 |
| 6/26/15 | 700,000-   | 20.0500 |
| 6/25/15 | 2,500-     | *DO     |
| 6/24/15 | 200-       | 20.0300 |
| 6/22/15 | 400-       | 20.0301 |
| 6/18/15 | 100        | 20.0000 |
| 6/18/15 | 1,500-     | 20.0500 |
| 6/17/15 | 1,000-     | 20.0231 |
| 6/17/15 | 4,000-     | 20.0219 |
| 6/16/15 | 1,700-     | *DO     |
| 6/16/15 | 1,000-     | 20.0200 |
| 6/15/15 | 4,000-     | 20.0250 |
| 6/12/15 | 500-       | 20.0300 |
| 6/11/15 | 100        | 19.9700 |
| 6/11/15 | 500-       | 20.0301 |
| 6/11/15 | 750-       | *DO     |
| 6/11/15 | 750-       | *DO     |
| 6/10/15 | 2,000-     | 19.9970 |
| 6/10/15 | 2,100-     | 20.0090 |
| 6/09/15 | 62-        | 19.9800 |
| 6/09/15 | 4,206-     | 19.9781 |
| 6/09/15 | 6,000-     | 19.9801 |
| 6/08/15 | 164,494-   | 19.9600 |
| 6/08/15 | 30,300-    | 19.9600 |
| 6/08/15 | 3,400-     | 19.9658 |
| 6/08/15 | 49,200     | 19.9600 |
| 6/05/15 | 500-       | 19.9768 |
| 6/05/15 | 300-       | 19.9700 |
| 6/05/15 | 1,000-     | 19.9559 |
| 6/05/15 | 500        | 19.9768 |
| 6/05/15 | 500        | 19.9585 |
| 6/05/15 | 500        | 19.9559 |
| 6/05/15 | 19,901     | 19.9700 |
| 6/05/15 | 500-       | 19.9768 |
| 6/04/15 | 1,095-     | 19.9755 |
| 6/04/15 | 26,558     | 19.9700 |

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|                               |          |         |
|-------------------------------|----------|---------|
| 6/03/15                       | 92-      | *DO     |
| 6/03/15                       | 502      | 19.9500 |
| 6/03/15                       | 1,300-   | 19.9646 |
| 6/03/15                       | 2,200-   | 19.9600 |
| 6/02/15                       | 1,100-   | 19.9445 |
| 6/02/15                       | 33,039   | 19.9470 |
| 6/02/15                       | 2,500-   | 19.9500 |
| 6/01/15                       | 1,500-   | 19.9500 |
| 6/01/15                       | 1,700-   | 19.9300 |
| 5/29/15                       | 500-     | 19.9271 |
| 5/29/15                       | 1,250-   | 19.9300 |
| 5/28/15                       | 300-     | 19.9201 |
| 5/28/15                       | 5,900-   | 19.9200 |
| 5/28/15                       | 1,300-   | 19.9238 |
| 5/27/15                       | 500-     | 19.9204 |
| 5/27/15                       | 7,666-   | 19.9267 |
| 5/27/15                       | 500-     | 19.9300 |
| 5/27/15                       | 2,500-   | 19.9200 |
| 5/26/15                       | 10,000-  | 19.9204 |
| 5/22/15                       | 1,000-   | 19.9130 |
| 5/22/15                       | 4,000-   | 19.9100 |
| 5/20/15                       | 4,000-   | 19.9000 |
| 5/20/15                       | 3,780-   | 19.9100 |
| 5/19/15                       | 220-     | 19.9100 |
| 5/18/15                       | 500-     | 19.8870 |
| 5/18/15                       | 4,000-   | 19.9300 |
| 5/18/15                       | 300-     | *DO     |
| 5/15/15                       | 1,000-   | 19.8800 |
| 5/15/15                       | 1,000-   | 19.9000 |
| 5/12/15                       | 1,000    | 19.8800 |
| 5/11/15                       | 1,000-   | *DO     |
| 5/11/15                       | 1,600-   | 19.8850 |
| 5/08/15                       | 3,000-   | 19.8800 |
| 5/08/15                       | 4,000-   | 19.8788 |
| 5/08/15                       | 200-     | 19.8501 |
| 5/08/15                       | 700-     | *DO     |
| 5/07/15                       | 1,000-   | 19.8600 |
| 5/06/15                       | 6,000    | 19.9000 |
| 5/05/15                       | 267-     | *DO     |
| 5/05/15                       | 733-     | *DO     |
| 5/01/15                       | 6,900-   | *DO     |
| 4/30/15                       | 4,000    | 19.9029 |
| 4/30/15                       | 22,883-  | 19.9258 |
| 4/29/15                       | 10,521-  | 19.9002 |
| 4/29/15                       | 9,000    | 19.8998 |
| TETON ADVISORS, INC.          |          |         |
| 6/26/15                       | 350,000- | 20.0500 |
| 5/01/15                       | 3,957    | 19.9500 |
| 4/30/15                       | 6,500    | 19.8800 |
| GABELLI FUNDS, LLC.           |          |         |
| GABELLI VALUE PLUS+ TRUST PLC |          |         |

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|                               |          |         |
|-------------------------------|----------|---------|
| 6/26/15                       | 100,000- | 20.0500 |
| 6/09/15                       | 40,000   | 19.9800 |
| 5/27/15                       | 20,000   | 19.9300 |
| 5/20/15                       | 6,000    | 19.9100 |
| 5/19/15                       | 4,000    | 19.9000 |
| 5/18/15                       | 14,000   | 19.9000 |
| 5/12/15                       | 1,000    | 19.8600 |
| 5/11/15                       | 11,000   | 19.9000 |
| 5/06/15                       | 4,000    | 19.9000 |
| GABELLI SMALL CAP GROWTH FUND |          |         |
| 6/26/15                       | 617,366- | 20.0500 |
| GABELLI EQUITY TRUST          |          |         |
| 6/26/15                       | 95,000-  | 20.0500 |
| GABELLI EQUITY INCOME FUND    |          |         |
| 6/26/15                       | 4,000-   | 20.0500 |
| THE GDL FUND                  |          |         |
| 6/26/15                       | 20,000-  | 20.0500 |
| GABELLI ASSET FUND            |          |         |
| 6/26/15                       | 65,000-  | 20.0500 |
| GABELLI ENTERPRISE M&A FUND   |          |         |
| 6/26/15                       | 200,687- | 20.0500 |
| 6/08/15                       | 142,687  | 19.9600 |
| GAMCO ALL CAP VALUE           |          |         |
| 6/26/15                       | 6,000-   | 20.0500 |
| 5/14/15                       | 4,000    | 19.9200 |
| 5/04/15                       | 2,000    | 19.8900 |
| GABELLI ABC FUND              |          |         |
| 6/26/15                       | 645,165- | 20.0500 |
| 6/15/15                       | 17,301   | 19.9900 |
| 6/12/15                       | 214      | 19.9900 |
| 6/11/15                       | 2,650    | 19.9900 |
| 5/18/15                       | 15,000   | 19.9200 |
| 5/04/15                       | 3,784    | 19.8800 |
| 4/30/15                       | 6,016    | 19.8800 |
| 4/29/15                       | 100      | 19.8800 |

(1) UNLESS OTHERWISE INDICATED, ALL TRANSACTIONS WERE EFFECTED ON THE NYSE.

(2) PRICE EXCLUDES COMMISSION.

(3) THE TRANSACTIONS ON 6/26/15 WERE A RESULT OF THE ACQUISITION OF THE ISSUER BY NEW MOUNTAIN CAPITAL, LLC FOR \$20.05 PER SHARE.

(\* ) RESULTS IN CHANGE OF DISPOSITIVE POWER AND BENEFICIAL OWNERSHIP.