

Goodman Global Inc  
Form SC 13D/A  
October 26, 2007

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

**SCHEDULE 13D**  
(Rule 13d-101)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT  
TO 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO  
13d-2(a)**

**Under the Securities Exchange Act of 1934  
(Amendment No. 1)\***

**GOODMAN GLOBAL, INC.**

(Name of Issuer)

**Common Stock, par value \$0.01**

(Title of Class of Securities)

**38239A100**

(CUSIP Number)

**John F. Hartigan, Esq.**

**Morgan, Lewis & Bockius LLP**

**300 S. Grand Avenue**

**Los Angeles, CA 90071**

**(213) 612-2500**

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

**October 21, 2007**

(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.

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* 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).

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CUSIP No. 38239A100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Frio Holdings LLC
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
7. Sole Voting Power
8. Shared Voting Power  
28,289,964 shares of Common Stock
9. Sole Dispositive Power
10. Shared Dispositive Power  
28,289,964 shares of Common Stock
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
28,289,964 shares of Common Stock
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  x
13. Percent of Class Represented by Amount in Row (11)  
41.0%
14. Type of Reporting Person (See Instructions)  
OO

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Investment Fund V, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Delaware
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8. Shared Voting Power  
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13. Percent of Class Represented by Amount in Row (11)  
41.0%
14. Type of Reporting Person (See Instructions)  
PN

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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CUSIP No. 38239A100

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Overseas Partners V, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Cayman Islands
7. Sole Voting Power
8. Shared Voting Power  
28,289,964 shares of Common Stock
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10. Shared Dispositive Power  
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14. Type of Reporting Person (See Instructions)  
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Number of  
Shares  
Beneficially  
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Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Netherlands Partners V (A), L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)  
(a)  x  
(b)  o
3. SEC Use Only
4. Source of Funds (See Instructions)  
OO
5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  o
6. Citizenship or Place of Organization  
Cayman Islands
7. Sole Voting Power
8. Shared Voting Power  
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10. Shared Dispositive Power  
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Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person With

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Netherlands Partners V (B), L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Cayman Islands
- |     |   |
|-----|---|
| 7.  | Sole Voting Power   |
| 8.  | Shared Voting Power<br>28,289,964 shares of Common Stock      |
| 9.  | Sole Dispositive Power  |
| 10. | Shared Dispositive Power<br>28,289,964 shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
28,289,964 shares of Common Stock
  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)
  13. Percent of Class Represented by Amount in Row (11)  
41.0%
  14. Type of Reporting Person (See Instructions)  
PN

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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo German Partners V GmbH & Co., KG
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	<input checked="" type="checkbox"/>
(b)	<input type="checkbox"/>
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)
  6. Citizenship or Place of Organization  
Germany
- |   |     |   |
|---|-----|---|
|   | 7.  | Sole Voting Power   |
| Number of<br>Shares<br>Beneficially<br>Owned by<br>Each<br>Reporting<br>Person With | 8.  | Shared Voting Power<br>28,289,964 shares of Common Stock      |
|   | 9.  | Sole Dispositive Power  |
|   | 10. | Shared Dispositive Power<br>28,289,964 shares of Common Stock |
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
28,289,964 shares of Common Stock
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Advisors V, L.P.
  2. Check the Appropriate Box if a Member of a Group (See Instructions)
 

(a)	x
(b)	o
  3. SEC Use Only
  4. Source of Funds (See Instructions)  
OO
  5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o
  6. Citizenship or Place of Organization  
Delaware
- |     |   |
|-----|---|
| 7.  | Sole Voting Power   |
| 8.  | Shared Voting Power<br>28,289,964 shares of Common Stock      |
| 9.  | Sole Dispositive Power  |
| 10. | Shared Dispositive Power<br>28,289,964 shares of Common Stock |
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1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only)  
Apollo Management V, L.P.
2. Check the Appropriate Box if a Member of a Group (See Instructions)