

Zep Inc.
Form SC 13D/A
January 14, 2009

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 2)

Zep Inc.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

_____98944B108_____
(CUSIP Number)

Peter D. Goldstein
GAMCO Investors, Inc.
One Corporate Center
Rye, New York 10580-1435
(914) 921-7732

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

_____January 14, 2009_____
(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)
 00-Funds of investment advisory clients

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 | : | 635,000 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 635,000 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
 635,000 (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)
 3.01%

14 Type of reporting person (SEE INSTRUCTIONS)
IA

2

Edgar Filing: Zep Inc. - Form SC 13D/A

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

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)
00-Funds of investment advisory clients

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 | : | 2,171,810 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 2,221,010 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person

2,221,010 (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)

10.53%

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

Edgar Filing: Zep Inc. - Form SC 13D/A

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)
 00 – Funds of investment advisory clients

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 | : 7 | Sole voting power |
| | : | |
| Shares | : | 69,050 (Item 5) |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | 69,050 (Item 5) |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
 69,050 (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)
 0.33%

14 Type of reporting person (SEE INSTRUCTIONS)

IA, CO

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
 New York

| | | |
|--------------|-----|--------------------------|
| Number Of | : 7 | Sole voting power |
| | : | |
| Shares | : | None |
| | : | |
| Beneficially | : 8 | Shared voting power |
| | : | |
| Owned | : | None |
| | : | |
| By Each | : 9 | Sole dispositive power |
| | : | |
| Reporting | : | None |
| | : | |
| Person | :10 | Shared dispositive power |
| | : | |
| With | : | None |
| | : | |

11 Aggregate amount beneficially owned by each reporting person
 None

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

13 Percent of class represented by amount in row (11)
 0.00%

14 Type of reporting person (SEE INSTRUCTIONS)

HC, CO

Edgar Filing: Zep Inc. - Form SC 13D/A

CUSIP No. 98944B108

1 Names of reporting persons
 I.R.S. identification nos. of above persons (entities only)
 GAMCO Investors,
 Inc.
 No. 13-4007862

I.D.

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)
 WC

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
 None (Item 5)

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

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)
00 – Funds of a Private Entity
- 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 | : 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

None (Item 5)

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

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

0.00%

- 14 Type of reporting person (SEE INSTRUCTIONS)
IN

Item 1. Security and Issuer

This Amendment No. 2 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

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 of various private investment partnerships. 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 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”), GAMCO Investors, Inc. (“GBL”), Gabelli Funds, LLC (“Gabelli Funds”), GAMCO Asset Management Inc. (“GAMCO”), Teton Advisors, Inc. (“Teton Advisors”), Gabelli Securities, Inc. (“GSI”), Gabelli & Company, Inc. (“Gabelli & Company”), MJG Associates, Inc. (“MJG Associates”), Gabelli Foundation, Inc. (“Foundation”), and Mario Gabelli. Those of the foregoing persons signing this Schedule 13D are hereafter referred to as the “Reporting Persons”.

GGCP makes investments for its own account and 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. As a part of its business, GSI may purchase or sell securities for its own account. It is the immediate parent of Gabelli & Company. GSI is the general partner or investment manager of a number of funds or partnerships, including Gabelli Associates Fund, Gabelli Associates Fund II, Gabelli Associates Limited, ALCE Partners, L.P., and Gabelli Multimedia Partners, L.P. GSI and Marc Gabelli own 45% and 55%, respectively, of Gabelli Securities International Limited (“GSIL”).

GSIL provides investment advisory services to offshore funds and accounts. GSIL is an investment advisor of Gabelli International Gold Fund Limited, Gabelli European Partners, Ltd., and Gabelli Global Partners, Ltd.

Gabelli & Company, 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 presently provides discretionary managed account 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 Fund Inc., The Gabelli Small Cap Growth Fund, The Gabelli Equity Income Fund, The Gabelli ABC Fund, The GAMCO Global Telecommunications Fund, GAMCO Gold Fund, Inc., The Gabelli Global Multimedia Trust Inc., The GAMCO Global Convertible Securities Fund, Gabelli Capital Asset Fund, 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 Blue Chip Value Fund, The GAMCO

Mathers Fund, The Gabelli Woodland Small Cap Value Fund, The Comstock Capital Value Fund, The Comstock Strategy Fund, The Gabelli Dividend and Income Trust, The Gabelli Global Utility & Income Trust, The Gabelli Global Gold, Natural Resources, & Income Trust, The Gabelli Global Deal Fund, Gabelli Enterprise M&A Fund, The Gabelli SRI Fund, Inc. and The Gabelli Healthcare & Wellness Rx Trust (collectively, the “Funds”), which are registered investment companies.

GBL is the largest shareholder of Teton Advisors, an investment adviser registered under the Advisers Act, which provides discretionary advisory services to The GAMCO Westwood Mighty Mitessm Fund, The GAMCO Westwood Income Fund , The GAMCO Westwood Small Cap Fund and BB Micro-Cap Growth 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, Gabelli International II 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 Gabelli Wilson is the President of the Foundation.

Mario Gabelli is the majority stockholder, Chief Executive Officer and a director of GGCP and Chairman and Chief Executive Officer of GBL.

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

GBL, GAMCO, and Gabelli & Company are New York corporations and GSI and Teton Advisors are Delaware corporations, each having its principal business office at One Corporate Center, Rye, New York 10580. GGCP is a New York 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.

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

Item 3. Source and Amount of Funds or Other Consideration

Item 3 to Schedule 13D is amended, in pertinent part, as follows:

The Reporting Persons used an aggregate of approximately \$3,437,815 to purchase the additional Securities reported as beneficially owned in Item 5 since the most recent filing on Schedule 13D. GAMCO and Gabelli Funds used approximately \$3,286,315 and \$151,500, respectively, of funds that were provided through the accounts of certain of its investment advisory clients (and, in the case of some of such accounts at GAMCO, may be through borrowings from client margin accounts) in order to purchase the additional Securities for such clients.

Item 4. Purpose of Transaction

Item 4 to Schedule 13D is amended, in pertinent part, as follows:

GAMCO sent a letter to the Issuer, dated January 14, 2009, requesting that the Issuer redeem the rights issued pursuant to the Stockholder Protection Rights Agreement (poison pill agreement) adopted by the Issuer, dated October 30, 2007. In the alternative, GAMCO advised the Issuer that GAMCO may exercise its rights under Rule 14a-8 of the Securities Exchange Act of 1934 to submit a shareholder proposal for inclusion in the proxy statement for the Issuer’s 2010 Annual Meeting of Stockholders, urging the stockholders to vote to request that the Board of Directors of the Issuer redeem the rights issued pursuant to the Rights Agreement unless the holders of a majority of the outstanding shares of common stock of the Issuer approve the issuance at the 2010 Annual Meeting of Stockholders. A copy of GAMCO’s January 14, 2009 letter to the Issuer is attached as Exhibit A.

Item 5. Interest In Securities Of The Issuer

Item 5 to Schedule 13D is amended, in pertinent part, as follows:

Edgar Filing: Zep Inc. - Form SC 13D/A

(a) The aggregate number of Securities to which this Schedule 13D relates is 2,925,060 shares, representing 13.87% of the approximately 21,088,237 shares outstanding as reported by the Issuer in its Form 10-Q for the quarterly period ended November 30, 2008. The Reporting Persons beneficially own those Securities as follows:

| Name | Shares of Common Stock | % of Class of Common |
|----------------|---------------------------|-------------------------|
| Gabelli Funds | 635,000 | 3.01% |
| GAMCO | 2,221,010 | 10.53% |
| Teton Advisors | 69,050 | 0.33% |

Mario Gabelli is deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons. GSI is deemed to have beneficial ownership of the Securities owned beneficially by Gabelli & Company. GBL and GGCP are deemed to have beneficial ownership of the Securities owned beneficially by each of the foregoing persons other than Mario Gabelli and the Foundation.

(b) Each of the Reporting Persons and Covered Persons has the sole power to vote or direct the vote and sole power to dispose or to direct the disposition of the Securities reported for it, either for its own benefit or for the benefit of its investment clients or its partners, as the case may be, except that (i) GAMCO does not have the authority to vote 49,200 of its reported shares, (ii) Gabelli Funds has sole dispositive and voting power with respect to the shares of the Issuer held by the Funds so long as the aggregate voting interest of all joint filers does not exceed 25% of their total voting interest in the Issuer and, in that event, the Proxy Voting Committee of each Fund shall respectively vote that Fund's shares, (iii) at any time, the Proxy Voting Committee of each such Fund may take and exercise in its sole discretion the entire voting power with respect to the shares held by such fund under special circumstances such as regulatory considerations, and (iv) the power of Mario Gabelli, GBL, and GGCP is indirect with respect to Securities beneficially owned directly by other Reporting Persons.

(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) Not applicable.

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: January 14, 2009

MARIO J. GABELLI
GGCP, INC.
GABELLI FUNDS, LLC

TETON ADVISORS, INC.

GAMCO ASSET MANAGEMENT INC
GAMCO INVESTORS, INC.

By:/s/ Douglas R. Jamieson
Douglas R. Jamieson
Attorney-in-Fact for Mario J. Gabelli
Director – GGCP, Inc.

Gabelli Funds, LLC.
Director – Teton Advisors, Inc.

President & Chief Operating Officer of the sole member of

President – GAMCO Asset Management Inc.
President & Chief Operating Officer – GAMCO Investors, Inc.

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., Gabelli & Company, 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) of this Schedule 13D.

GGCP, Inc.

Directors:

| | |
|------------------------|--|
| Vincent J. Amabile | Business Consultant |
| Mario J. Gabelli | Chief Executive Officer of GGCP, Inc., and Chairman & Chief Executive Officer of GAMCO Investors, Inc.; Director/Trustee of all registered investment companies advised by Gabelli Funds, LLC. |
| Marc J. Gabelli | Chairman of The LGL Group, Inc. |
| Matthew R. Gabelli | Vice President – Trading Gabelli & Company, Inc. One Corporate Center Rye, New York 10580 |
| Charles C. Baum | Secretary & Treasurer United Holdings Co., Inc. 2545 Wilkens Avenue Baltimore, MD 21223 |
| Douglas R. Jamieson | See below |
| Joseph R. Rindler, Jr. | Account Executive for GAMCO Asset Management Inc. |
| Fredric V. Salerno | Chairman; Former Vice Chairman and Chief Financial Officer Verizon Communications |
| Vincent Capurso | Vice President Taxes, Barnes & Noble, Inc. |
| Vincent S. Tese | Former Director GAMCO Investors, Inc. |
| Michael Gabelli | Director |

Officers:

| | |
|-------------------|--|
| Mario J. Gabelli | Chief Executive Officer and Chief Investment Officer |
| Michael G. Chieco | Chief Financial Officer, Secretary |

GAMCO Investors, Inc.

Directors:

| | |
|----------------|---|
| Edwin L. Artzt | Former Chairman and Chief Executive Officer Procter & Gamble Company 900 Adams Crossing Cincinnati, OH 45202 |
|----------------|---|

Edgar Filing: Zep Inc. - Form SC 13D/A

| | |
|---|--|
| Raymond C. Avansino | Chairman & Chief Executive Officer E.L. Wiegand Foundation Reno, NV 89501 |
| Richard L. Bready | Chairman and Chief Executive Officer Nortek, Inc. 50 Kennedy Plaza Providence, RI 02903 |
| Mario J. Gabelli | See above |
| John D. Gabelli | Senior Vice President |
| Eugene R. McGrath | Former Chairman and Chief Executive Officer Consolidated Edison, Inc. |
| Robert S. Prather | President & Chief Operating Officer Gray Television, Inc. 4370 Peachtree Road, NE Atlanta, GA 30319 |
| 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 |
| Jeffrey M. Farber | Executive Vice President and Chief Financial Officer |
| Christopher Michailoff | Acting Secretary |
| GAMCO Asset Management Inc. Directors: | |
| Douglas R. Jamieson Regina M. Pitaro William S. Selby | |
| Officers: | |
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios |
| Douglas R. Jamieson | President |
| Jeffrey M. Farber | Chief Financial Officer |

Christopher J. Michailoff General Counsel and Secretary

Edgar Filing: Zep Inc. - Form SC 13D/A

Gabelli Funds, LLC

Officers:

| | |
|------------------|---|
| Mario J. Gabelli | Chief Investment Officer – Value Portfolios |
| Bruce N. Alpert | Executive Vice President and Chief Operating Officer |
| Agnes Mullady | Vice President and President Closed-End Fund Division |

Teton Advisors, Inc.

Directors:

| | |
|-----------------------|--|
| Bruce N. Alpert | See above |
| Douglas R. Jamieson | See above |
| Nicholas F. Galluccio | Chief Executive Officer and President |
| Alfred W. Fiore | See below |
| Edward T. Tokar | Beacon Trust Senior Managing Director 333 Main Street Madison, NJ 07940 |

Officers:

| | |
|-----------------------|-------------------------|
| Bruce N. Alpert | Chairman |
| Nicholas F. Galluccio | See above |
| Jeffrey M. Farber | Chief Financial Officer |

Gabelli Securities, Inc.

Directors:

| | |
|---------------------|---|
| Robert W. Blake | President of W. R. Blake & Sons, Inc. 196-20 Northern Boulevard Flushing, NY 11358 |
| Douglas G. DeVivo | General Partner of ALCE Partners, L.P. One First Street, Suite 16 Los Altos, CA 94022 |
| Douglas R. Jamieson | President |

Officers:

| | |
|---------------------------|-------------------------|
| Douglas R. Jamieson | See above |
| Christopher J. Michailoff | Secretary |
| Kieran Caterina | Chief Financial Officer |

Gabelli & Company, Inc.
Directors:

| | |
|-----------------------|--|
| James G. Webster, III | Chairman & Interim President |
| Irene Smolicz | Senior Trader Gabelli & Company, Inc. |

Officers:

| | |
|-----------------------|---|
| James G. Webster, III | See Above |
| Bruce N. Alpert | Vice President - Mutual Funds |
| Diane M. LaPointe | Controller/Financial and Operations Principal |

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 SOLD(-) | AVERAGE PRICE(2) |
|------|-----------------------------|---------------------|
|------|-----------------------------|---------------------|

COMMON STOCK-ZEP,
INC.

GAMCO ASSET MANAGEMENT
INC.

| | | |
|----------|--------|---------|
| 1/13/09 | 40,000 | 12.4486 |
| 1/12/09 | 94,200 | 13.6786 |
| 1/12/09 | 2,000 | 14.8498 |
| 1/02/09 | 1,000- | 18.7950 |
| 12/31/08 | 1,500- | 18.6333 |
| 12/30/08 | 500- | 17.5000 |
| 12/30/08 | 500- | 17.3140 |
| 12/29/08 | 2,000 | 17.0400 |
| 12/29/08 | 500- | 16.8000 |
| 12/26/08 | 1,000- | 16.7200 |
| 12/23/08 | 700- | 16.9600 |
| 12/22/08 | 1,500- | 16.3673 |
| 12/19/08 | 200- | 16.0550 |
| 12/18/08 | 900- | 15.9056 |
| 12/17/08 | 1,200- | 17.3500 |
| 12/17/08 | 300- | 17.1867 |
| 12/16/08 | 500 | 16.5872 |
| 12/16/08 | 1,000 | 16.4330 |
| 12/09/08 | 1,500- | 18.1620 |
| 12/09/08 | 200- | 18.4000 |
| 12/08/08 | 2,500- | 20.3564 |
| 12/04/08 | 500- | 17.2500 |
| 12/04/08 | 200- | 16.6400 |
| 12/03/08 | 2,000 | 17.1910 |
| 11/26/08 | 2,000- | 17.9100 |
| 11/26/08 | 3,000- | 17.7400 |
| 11/26/08 | 500- | 18.3120 |
| 11/25/08 | 500- | 17.3500 |
| 11/24/08 | 300- | 18.0800 |
| 11/24/08 | 2,100- | 18.5238 |
| 11/24/08 | 800- | 18.2510 |
| 11/24/08 | 1,500- | 18.1000 |
| 11/24/08 | 500- | 17.7556 |
| 11/21/08 | 1,500- | 15.6780 |
| 11/21/08 | 500- | 15.7600 |
| 11/21/08 | 3,500- | 16.0616 |
| 11/20/08 | 1,300- | 16.2192 |

Edgar Filing: Zep Inc. - Form SC 13D/A

| | | |
|----------------------|--------|---------|
| 11/19/08 | 500- | 17.7900 |
| 11/19/08 | 1,500- | 17.9840 |
| 11/17/08 | 600- | 19.8500 |
| 11/17/08 | 500- | 19.7900 |
| 11/17/08 | 500- | 19.0000 |
| 11/14/08 | 1,100- | 20.1664 |
| TETON ADVISORS, INC. | | |
| 12/10/08 | 700- | 17.0914 |

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

(2) PRICE EXCLUDES COMMISSION.

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

Exhibit A.

One Corporate Center
Rye, NY 10580-1422
Tel. (914) 921-7732
Fax (914) 921-5384
pgoldstein@gabelli.com

GAMCO Investors, Inc.

January 14, 2009

C. Francis Whitaker, III, Esq.
Vice President, General Counsel
and Secretary
Zep Inc.
1310 Seaboard Industrial Boulevard
Atlanta, GA 30318

Re: Stockholder Protection Rights Agreement

Dear Mr. Whitaker:

I am writing on behalf of GAMCO Investors, Inc. ("GAMCO") regarding the Stockholder Protection Rights Agreement adopted by Zep Inc. ("Zep"), dated October 30, 2007 (the "Rights Agreement"). As set forth below, GAMCO requests that Zep redeem the rights issued pursuant to the Rights Agreement. In the alternative, GAMCO may exercise its rights under Rule 14a-8 of the Securities Exchange Act of 1934 to submit a shareholder proposal in the proxy statement for Zep's 2010 Annual Meeting of Stockholders. The shareholder proposal would urge the stockholders to vote to request that the Board of Directors redeem the rights issued pursuant to the Rights Agreement unless the holders of a majority of the outstanding shares of common stock of Zep approve the issuance at the 2010 Annual Meeting of Stockholders. A copy of the type of shareholder proposal we would present at the Annual Meeting is attached hereto.

GAMCO is the beneficial owner, on behalf of its investment advisory clients, of approximately 2,925,060 shares of Zep common stock. Enclosed for your reference is a copy of the Schedule 13D filed on behalf of GAMCO in February 2008.

We appreciate your consideration of this request. If you require any additional information, please do not hesitate to contact me at (914) 921-7732.

Sincerely,

Peter D. Goldstein
Director of Regulatory Affairs

13

SHAREHOLDER PROPOSAL

RESOLVED: that the stockholders of Zep Inc. (the “Company”) request that the Board of Directors redeem the rights issued pursuant to the Stockholder Protection Rights Agreement dated October 30, 2007, unless the holders of a majority of the outstanding shares of common stock approve the issuance at a meeting of the stockholders held as soon as practical.

SUPPORTING STATEMENT

On October 30, 2007, the Board of Directors adopted a Stockholder Protection Rights Agreement. The Rights represent a corporate anti-takeover device, commonly known as a “poison pill.” Absent Board intervention, the Rights are exercisable when a person or group acquires a beneficial interest in 15% or more of the common stock of the Company. Once exercisable, the Rights entitle holders to purchase one share of common stock or, under certain circumstances, additional shares of common stock at a discounted price.

We oppose the use of Rights to prevent a potential bidder from effecting any merger or tender offer that is not approved by the Board of Directors. A poison pill stops a potential bidder from taking their offer directly to the stockholders even if an overwhelming majority would have accepted the offer. The potential bidder must instead negotiate with management, and a Board or management may sometimes have interests that conflict with interests of the stockholders. In effect, the pill allows a Board to arrogate to itself the sole right to determine what price a potential buyer must pay to acquire the entire company. The power of stockholders to accept an offer by a potential bidder provides an important check and balance on management and the Board in their stewardship of the stockholders’ interests. We believe the stockholders should retain the right to decide for themselves what represents a fair price for their holdings.

WE URGE STOCKHOLDERS TO VOTE IN FAVOR OF THIS PROPOSAL.

