

APOLLO NETHERLANDS PARTNERS V A LP  
 Form 4  
 February 15, 2008

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Frio Holdings LLC

(Last) (First) (Middle)

TWO MANHATTANVILLE  
 ROAD, SUITE 203

(Street)

PURCHASE, NY 10577

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
 Goodman Global Inc [GGL]

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_ Form filed by One Reporting Person  
 \_\_\_X\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount  | (A) or (D)   | Price   |
| Common Stock                    | 02/13/2008                           |  | S                              |   | 28,289,964  | D  | \$ 25.60  |
|                                 |                                      |  |                                |   |   | I  | See footnote (1)                                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

  

| Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|
|------|---|-----|-----|------------------|-----------------|-------|----------------------------|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Frio Holdings LLC<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577                     |               | X         |         |       |
| APOLLO INVESTMENT FUND V LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577           |               | X         |         |       |
| APOLLO OVERSEAS PARTNERS V LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577         |               | X         |         |       |
| APOLLO NETHERLANDS PARTNERS V A LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577    |               | X         |         |       |
| APOLLO NETHERLANDS PARTNERS V B LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577    |               | X         |         |       |
| APOLLO GERMAN PARTNERS V GMBH & CO KG<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577 |               | X         |         |       |
| APOLLO MANAGEMENT V LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577                |               | X         |         |       |
| APOLLO ADVISORS V LP<br>TWO MANHATTANVILLE ROAD, SUITE 203<br>PURCHASE, NY 10577                  |               | X         |         |       |
| AIF V Management, LLC<br>TWO MANHATTANVILLE ROAD, SUITE 203                                       |               | X         |         |       |

PURCHASE, NY 10577

Apollo Management, L.P.

TWO MANHATTANVILLE ROAD, SUITE 203

X

PURCHASE, NY 10577

## Signatures

[see signatures attached as Exhibit  
99.2]

02/15/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See Exhibit 99.1.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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