

Brenneman Greg Dean
Form 4
February 22, 2013

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
CCMP Capital, LLC

2. Issuer Name **and** Ticker or Trading
Symbol
GENERAC HOLDINGS INC.
[GNRC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

245 PARK AVENUE,

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/20/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

NEW YORK, NY 10167

(City) (State) (Zip)

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

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)
Common Stock, par value \$0.01 per share	02/20/2013		S	10,000,000	D	\$ 34.6	23,512,998 D <u>(1)</u>
Common Stock, par value \$0.01 per share	02/20/2013		S	6,064,297	D	\$ 34.6	14,249,921 D <u>(2)</u>
Common Stock, par	02/20/2013		S	808,362	D	\$ 34.6	1,899,495 D <u>(3)</u>

value
\$0.01 per
share

Common
Stock, par
value
\$0.01 per
share

02/20/2013

S

3,127,341

D

\$
34.6

7,348,647

D ⁽⁴⁾

Common
Stock, par
value
\$0.01 per
share

14,935

I ⁽⁵⁾

See
Footnote
5.

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)

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 Repor 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

CCMP Capital, LLC
245 PARK AVENUE
NEW YORK, NY 10167

X

CCMP Capital Investors II, L.P.
245 PARK AVENUE

X

NEW YORK, NY 10167

CCMP Capital Investors (Cayman) II, L.P.

245 PARK AVENUE

X

NEW YORK, NY 10167

CCMP Capital Associates, L.P.

245 PARK AVENUE

X

NEW YORK, NY 10167

CCMP Capital Associates GP, LLC

245 PARK AVENUE

X

16TH FLOOR

NEW YORK, NY 10167

CCMP Generac Co-Invest, L.P.

245 PARK AVENUE, 16TH FLOOR

X

NEW YORK, NY 10167

CCMP Generac Co-Invest GP, LLC

245 PARK AVENUE

X

NEW YORK, NY 10167

Brenneman Greg Dean

C/O 245 PARK AVENUE

X

16TH FLOOR

NEW YORK, NY 10167

Signatures

CCMP Capital, LLC, /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Capital Investors II, L.P., /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Capital Investors (Cayman) II, L.P., /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Capital Associates, L.P., /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Capital Associates GP, LLC, /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Generac Co-Invest, L.P., /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

CCMP Generac Co-Invest GP, LLC, /s/ Stephen P. Murray, President & CEO

02/22/2013

__Signature of Reporting Person

Date

Richard G. Jansen, as attorney in fact for Gregory D. Brenneman, /s/ Richard G. Jansen

02/22/2013

__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 99.2.
- (2) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Capital Investors.
- (3) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Cayman.
- (4) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by Generac Co-Invest.

- The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by Stephen Murray, Timothy Walsh and Stephen McKenna (a former director of the Issuer and a former employee of an affiliate of CCMP Capital) in the aggregate, which were issued to each of them in their capacity as directors of the Issuer. CCMP Capital beneficially owns such shares indirectly as a result of the contractual arrangements among Messrs. Murray, Walsh and McKenna, the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital, which provide that such shares are to be held for the benefit of the CCMP Funds and these shares are to be voted or disposed of at the direction of CCMP Capital.
- (5)

Remarks:

See Exhibit 99.1 and Exhibit 99.2

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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