

Brenneman Greg Dean
 Form 4
 February 13, 2012

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 *
 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, 16TH FLOOR

3. Date of Earliest Transaction (Month/Day/Year)
 02/23/2011

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

(Street)
 NEW YORK, NY 10167

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

(City) (State) (Zip)

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 Ownership (Instr. 4) | |
|------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------|-------------------------|
| | | | | (A) or (D) | Price | | | |
| | | | | Code | V | Amount | | |
| Common Stock, par value \$0.01 per share | 02/23/2011 | | J ⁽¹⁾ | A | 5,560 | 14,935 | I | See Footnote <u>(6)</u> |
| Common Stock, par value \$0.01 per share | | | | | | 39,898,063 | D <u>(2)</u> | |
| Common Stock, par value \$0.01 | | | | | | 24,195,367 | D <u>(3)</u> | |

per share

Common
Stock, par
value \$0.01
per share

3,225,209 D ⁽⁴⁾

Common
Stock, par
value \$0.01
per share

12,477,487 D ⁽⁵⁾

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
| | | | | 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 16TH FLOOR NEW YORK, NY 10167 | | X | | |
| CCMP Capital Investors II, L.P. 245 PARK AVENUE 16TH FLOOR NEW YORK, NY 10167 | | X | | |
| | | X | | |

CCMP Capital Investors (Cayman) II, L.P.
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

CCMP Capital Associates, L.P.
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

X

CCMP Generac Co-Invest, L.P.
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

X

CCMP Generac Co-Invest GP, LLC
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

X

CCMP Capital Associates GP, LLC
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

X

Brenneman Greg Dean
 245 PARK AVENUE
 16TH FLOOR
 NEW YORK, NY 10167

X

Signatures

| | |
|--------------------------------------------------------------------------------|------------|
| CCMP Capital, LLC, /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Capital Investors II, L.P., /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Capital Investors (Cayman) II, L.P., /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Capital Associates, L.P., /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Capital Associates GP, LLC /s/ Timothy Walsh Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Generac Co-Invest, L.P. , /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| CCMP Generac Co-Invest GP, LLC, /s/ Timothy Walsh, Managing Director | 02/13/2012 |
| __Signature of Reporting Person | Date |
| /s/ Greg D. Brenneman | 02/13/2012 |
| __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) The amount represents 2,780 shares of common stock issued to each of Stephen Murray and Timothy Walsh on February 23, 2011 in their capacity as directors of the Issuer as part of compensation paid to non-management directors of the Issuer annually. CCMP Capital beneficially owns such shares as a result of the contractual arrangements among such persons and the CCMP Capital Funds, CCMP
- (2) See Exhibit 99.2
- (3) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Capital Investors.
- (4) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Cayman.
- (5) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by Generac Co-Invest
- (6) 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.

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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.