#### GENERAC HOLDINGS INC.

Form 4

August 05, 2013

FO	RM	4
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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or

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

Form 5 obligations may continue. See Instruction

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

1(b).

(Last)

(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]

(Month/Day/Year)

08/01/2013

5. Relationship of Reporting Person(s) to

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

Issuer

(Check all applicable)

(First) (Middle) 3. Date of Earliest Transaction

Director Officer (give title below)

X\_\_ 10% Owner \_Other (specify

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

245 PARK AVENUE, 16TH FLOOR,

(Street)

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

NEW YORK, NY 10167

(City)	(State)	(Zip) Table I - Non-Derivative Securities Acquir					ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	, ,		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock, par value \$0.01 per share	08/01/2013		S	7,023,063	D	\$ 42.28	0	D (1)	
Common Stock, par value \$0.01 per share	08/01/2013		S	4,258,993	D	\$ 42.28	0	D (2)	
	08/01/2013		S	567,718	D		0	D (3)	

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Common Stock, par value \$0.01 per share				\$ 42.28			
Common Stock, par value \$0.01 per share	08/01/2013	S	2,196,352 D	\$ 42.28	0	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.

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)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	isable and	7. Titl	e and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transact	ionNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						-
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amaunt		
									Amount		
						Date	Expiration	Title	Or		
						Exercisable	Date	Title	Number		
				C 1 1	7. (A) (D)				of		
				Code V	I (A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships		ups		
	Director	10% Owner	Officer	Other	
1 1 1 0					

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

X

Deletionshins

Reporting Owners 2

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CCMP Capital Investors II, L.P. 245 PARK AVENUE, 16TH FLOOR NEW YORK, NY 10167	X
CCMP Capital Investors (Cayman) II, L.P. C/O INTERTRUST CORP. SERVICES CAYMAN LTD 190 ELGIN AVENUE, GEORGE TOWN GRAND CAYMAN, E9 KY1-9005	X
CCMP Capital Associates, L.P. 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
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
Brenneman Greg Dean C/O CCMP CAPITAL ADVISORS, LLC 245 PARK AVENUE, 16TH FLOOR NEW YORK, NY 10167	X

# **Signatures**

CCMP Capital LLC, /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Capital Investors II, L.P., /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Capital Investors (Cayman) II, L.P., /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Capital Associates, L.P., /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Capital Associates GP, LLC, /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Generac Co-Invest, L.P., /s/ Marc Unger					
**Signature of Reporting Person	Date				
CCMP Generac Co-Invest GP, LLC, /s/ Marc Unger	08/05/2013				
**Signature of Reporting Person	Date				
Richard G. Jansen, as attorney in fact of Gregory D. Brenneman, /s/ Richard G. Jansen	08/05/2013				
**Signature of Reporting Person	Date				

Signatures 3

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### **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.

#### **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.