

Brenneman Greg Dean
 Form 4
 February 22, 2013

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,
 (Street)

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

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

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
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, par value \$0.01 per share	02/20/2013		S		10,000,000	D	\$ 34.6
					23,512,998	D ⁽¹⁾	
Common Stock, par value \$0.01 per share	02/20/2013		S		6,064,297	D	\$ 34.6
					14,249,921	D ⁽²⁾	
Common Stock, par	02/20/2013		S		808,362	D	\$ 34.6
					1,899,495	D ⁽³⁾	

value
\$0.01 per
share

Common
Stock, par
value 02/20/2013
\$0.01 per
share

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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(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 Owned Beneficially (Instr. 5)
				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.

(5) 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.

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