

GENERAC HOLDINGS INC.  
Form SC 13G/A  
February 13, 2014

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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SCHEDULE 13G

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED  
PURSUANT TO RULES 13d-1(b), (c) AND (d) AND  
AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

—————  
(Amendment No. 3)\*

GENERAC HOLDINGS INC.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of class of securities)

368736 104  
(CUSIP number)

December 31, 2013

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

—————  
\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on Following Pages  
Page 1



CUSIP No. 368736 104

13G

Page 2

- |    |  |                                 |   |
|----|--|---------------------------------|---|
| 1  | NAME OF REPORTING PERSON   | CCMP Capital Investors II, L.P. |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)                     |                                 | (a) <input type="checkbox"/><br>(b) <input checked="" type="checkbox"/> |
| 3  | SEC USE ONLY   |                                 |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware                        |   |
|    | NUMBER OF<br>SHARES  | 5                               | SOLE VOTING POWER 0*  |
|    | BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH                               | 6                               | SHARED VOTING POWER 0*  |
|    |  | 7                               | SOLE DISPOSITIVE POWER 0*   |
|    |  | 8                               | SHARED DISPOSITIVE<br>POWER 0*  |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON                            | 0*                              |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (See Instructions) |                                 | <input type="checkbox"/>  |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 0%*                             |   |
| 12 | TYPE OF REPORTING PERSON (See Instructions)  | PN                              |   |

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No. 368736 104

13G

Page 3

- 1 NAME OF REPORTING PERSON CCMP Capital Investors (Cayman) II, L.P.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(See Instructions) (a)   
(b)
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION Cayman Islands
- |   |   |                             |    |
|---|---|-----------------------------|----|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH | 5 | SOLE VOTING POWER           | 0* |
|   | 6 | SHARED VOTING POWER         | 0* |
|   | 7 | SOLE DISPOSITIVE POWER      | 0* |
|   | 8 | SHARED DISPOSITIVE<br>POWER | 0* |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 0\*
- 10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES (See Instructions)
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 0%
- 12 TYPE OF REPORTING PERSON (See Instructions) FI

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No. 368736 104

13G

Page 4

- |    |  |                               |   |
|----|--|-------------------------------|---|
| 1  | NAME OF REPORTING PERSON   | CCMP Capital Associates, L.P. |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)                     |                               | (a) [ ]<br>(b) [X]  |
| 3  | SEC USE ONLY   |                               |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware                      |   |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH        | 5<br>6<br>7<br>8              | SOLE VOTING POWER 0*<br>SHARED VOTING POWER 0*<br>SOLE DISPOSITIVE POWER 0*<br>SHARED DISPOSITIVE<br>POWER 0* |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON                            | 0*                            |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (See Instructions) |                               | [ ]   |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  |                               | 0%  |
| 12 | TYPE OF REPORTING PERSON (See Instructions)  | PN                            |   |

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No. 368736 104

13G

Page 5

- |    |  |                                 |   |
|----|--|---------------------------------|---|
| 1  | NAME OF REPORTING PERSON   | CCMP Capital Associates GP, LLC |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)                     |                                 | (a) [ ]<br>(b) [X]  |
| 3  | SEC USE ONLY   |                                 |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware                        |   |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH        | 5<br>6<br>7<br>8                | SOLE VOTING POWER 0*<br>SHARED VOTING POWER 0*<br>SOLE DISPOSITIVE POWER 0*<br>SHARED DISPOSITIVE<br>POWER 0* |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON                            | 0*                              |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (See Instructions) |                                 | [ ]   |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 0%                              |   |
| 12 | TYPE OF REPORTING PERSON (See Instructions)  | OO                              |   |

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No. 368736 104

13G

Page 6

- |    |  |                              |   |
|----|--|------------------------------|---|
| 1  | NAME OF REPORTING PERSON   | CCMP Generac Co-Invest, L.P. |   |
| 2  | CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP<br>(See Instructions)                     |                              | (a) [ ]<br>(b) [X]  |
| 3  | SEC USE ONLY   |                              |   |
| 4  | CITIZENSHIP OR PLACE OF ORGANIZATION   | Delaware                     |   |
|    | NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON WITH        | 5<br>6<br>7<br>8             | SOLE VOTING POWER 0*<br>SHARED VOTING POWER 0*<br>SOLE DISPOSITIVE POWER 0*<br>SHARED DISPOSITIVE<br>POWER 0* |
| 9  | AGGREGATE AMOUNT BENEFICIALLY OWNED BY<br>EACH REPORTING PERSON                            | 0*                           |   |
| 10 | CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES<br>CERTAIN SHARES (See Instructions) |                              | [ ]   |
| 11 | PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  | 0%                           |   |
| 12 | TYPE OF REPORTING PERSON (See Instructions)  | PN                           |   |

\* SEE ITEM 4 ON PAGE 13.

CUSIP No. 368736 104

13G

Page 7

1	NAME OF REPORTING PERSON	CCMP Generac Co-Invest GP, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) [ ] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0*
		6 SHARED VOTING POWER	0*
		7 SOLE DISPOSITIVE POWER	0*
		8 SHARED DISPOSITIVE POWER	0*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON		0*
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		0%
12	TYPE OF REPORTING PERSON (See Instructions)	OO	

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No.	368736 104	13G	Page 8
1	NAME OF REPORTING PERSON	CCMP Capital, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) [ ] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0*
		6 SHARED VOTING POWER	14,935*
		7 SOLE DISPOSITIVE POWER	0*
		8 SHARED DISPOSITIVE POWER	14,935*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	14,935*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		.02%
12	TYPE OF REPORTING PERSON (See Instructions)	OO	

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No. 368736 104 13G Page 9

1	NAME OF REPORTING PERSON	Stephen Murray	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) [ ] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0*
		6	SHARED VOTING POWER 14,935*
		7	SOLE DISPOSITIVE POWER 0*
		8	SHARED DISPOSITIVE POWER 14,935*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	14,935*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		[ ]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	.02%	
12	TYPE OF REPORTING PERSON (See Instructions)	IN	

\* SEE ITEM 4 ON PAGE 13.

CUSIP No.	368736 104	13G	Page 10
1	NAME OF REPORTING PERSON	Timothy Walsh	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0*
		6 SHARED VOTING POWER	14,935*
		7 SOLE DISPOSITIVE POWER	0*
		8 SHARED DISPOSITIVE POWER	14,935*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	14,935*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		.02%
12	TYPE OF REPORTING PERSON (See Instructions)	IN	

\* SEE ITEM 4 ON PAGE 13.

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CUSIP No.	368736 104	13G	Page 11
1	NAME OF REPORTING PERSON	Greg D. Brenneman	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)		(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER	0*
		6 SHARED VOTING POWER	14,935*
		7 SOLE DISPOSITIVE POWER	0*
		8 SHARED DISPOSITIVE POWER	14,935*
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	14,935*	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)		<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)		.02%
12	TYPE OF REPORTING PERSON (See Instructions)	IN	

\* SEE ITEM 4 ON PAGE 13.

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ITEMNAME OF ISSUER; ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1.

(a) – (b) This Amendment No. 3 to the statement on Schedule 13G (this "Schedule 13G") is being filed with respect to shares of common stock, par value \$0.01 per share ("Common Stock"), of Generac Holdings Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is S45 W29290 Hwy. 59, Waukesha, Wisconsin 53189.

ITEM 2. NAME OF PERSON FILING; ADDRESS OR PRINCIPAL BUSINESS OFFICE; CITIZENSHIP; TITLE OF CLASS OF SECURITIES; CUSIP NO.

(a) This Schedule 13G is being filed by:

(i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors");

(ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds");

(iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates");

(iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP");

(v) CCMP Generac Co-Invest, L.P. ("Generac Co-Invest");

(vi) CCMP Generac Co-Invest GP, LLC ("Generac Co-Invest GP");

(vii) CCMP Capital, LLC ("CCMP Capital"); and

(viii) Stephen Murray, Timothy Walsh and Greg D. Brenneman (Messrs. Murray, Walsh and Brenneman, together with the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP, Generac Co-Invest, Generac Co-Invest GP and CCMP Capital, the "Reporting Persons"; and Messrs. Murray, Walsh and Brenneman, together with CCMP Capital, the "Current Reporting Persons"), each in his capacity as a member of a CCMP Capital investment committee that makes voting and disposition decisions with respect to the Issuer's Common Stock beneficially owned by CCMP Capital.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 12, 2014, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which each have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) The principal business office of each of the Reporting Persons other than CCMP Cayman is:

c/o CCMP Capital, LLC  
245 Park Avenue  
New York, NY 10167

The principal business office for CCMP Cayman is:

c/o Intertrust Corporate Services (Cayman) Limited  
190 Elgin Avenue

George Town  
Grand Cayman KY1-9005, Cayman Islands

(c) Citizenship of the Reporting Persons:

Page 12 of 19 pages

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(i) CCMP Capital Investors, CCMP Capital Associates, CCMP Capital Associates GP, Generac Co-Invest, Generac Co-Invest GP and CCMP Capital: Delaware;

(ii) CCMP Cayman: Cayman Islands; and

(iii) Messrs. Murray, Walsh and Brenneman: United States.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

368736 104

ITEM IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK THE  
3. APPROPRIATE BOX.

Not applicable.

#### ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

As of December 31, 2013, the Current Reporting Persons as a group beneficially own 14,935 shares of the Issuer's Common Stock, which constitutes 0.02% of the Issuer's total Common Stock outstanding. The percentage ownership of the Reporting Persons is based on 68,555,903 shares of Common Stock outstanding as of October 31, 2013, as reported by the Issuer in its Form 10-Q for the period ended September 30, 2013 filed with the Securities and Exchange Commission on November 5, 2013.

CCMP Capital is deemed to beneficially own 5,905 shares of the Issuer's Common Stock held by each of Messrs. Murray and Walsh and 3,125 shares of the Issuer's Common Stock held by Mr. Stephen McKenna, a former director of the Issuer who was formerly an employee and an affiliate of CCMP Capital, because CCMP Capital has voting and dispositive power over such shares as a result of the contractual arrangements among such persons and CCMP Capital, which provide that such shares are to be held for the benefit of the CCMP Funds and are to be voted or disposed of at the direction of CCMP Capital. As a consequence of being members of the CCMP Capital investment committee that makes voting and disposition decisions with respect to the reported securities, Messrs. Murray, Walsh and Brenneman may be deemed, pursuant to Rule 13d-3 under the Exchange Act, to beneficially own all 14,935 shares of the Issuer's Common Stock held by each of Messrs. Murray, Walsh and McKenna.

(b) Percent of Class:

The responses of the Reporting Persons to Row 11 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(c) Number of Shares as to which such Person has:

(i) Sole power to vote or to direct the vote: The responses of the Reporting Persons to Row 5 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(ii) Shared power to vote or to direct the vote: The responses of the Reporting Persons to Row 6 of each of the cover pages to this Schedule 13G are hereby incorporated by reference. See also Item 4(a) above.



(iii) Sole power to dispose or to direct the disposition of: The responses of the Reporting Persons to Row 7 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of: The responses of the Reporting Persons to Row 8 of each of the cover pages to this Schedule 13G are hereby incorporated by reference. See also Item 4(a) above.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X].

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

6.

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE  
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

ITEM 10. CERTIFICATION

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2014

CCMP Capital, LLC

/s/ Marc Unger

Name: Marc Unger

Title: Chief Operating Officer & Chief  
Financial Officer

CCMP Capital Investors II, L.P.

By: CCMP Capital Associates, L.P., its general partner

By: CCMP Capital Associates GP, LLC

/s/ Marc Unger

Name: Marc Unger

Title: Chief Operating Officer & Chief  
Financial Officer

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

By: CCMP Capital Associates, L.P., its general partner

By: CCMP Capital Associates GP, LLC, its general  
partner

/s/ Marc Unger

Name: Marc Unger

Title: Chief Operating Officer & Chief  
Financial Officer

CCMP Capital Associates, L.P.,

By: CCMP Capital Associates GP, LLC, its general  
partner

/s/ Marc Unger

Name: Marc Unger  
Title: Chief Operating Officer & Chief  
Financial Officer

CCMP Capital Associates GP, LLC

/s/ Marc Unger

Name: Marc Unger  
Title: Chief Operating Officer & Chief  
Financial Officer

CCMP Generac Co-Invest, L.P.

By: CCMP Generac Co-Invest GP, LLC, its general partner

/s/ Marc Unger

Name: Marc Unger  
Title: Chief Operating Officer & Chief Financial Officer

CCMP Generac Co-Invest GP, LLC

/s/ Marc Unger

Name: Marc Unger  
Title: Chief Operating Officer & Chief Financial Officer

/s/ Stephen Murray  
Stephen Murray

/s/ Timothy Walsh  
Timothy Walsh

/s/ Greg D. Brenneman  
Greg D. Brenneman



EXHIBIT INDEX

Exhibit A      Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.