

Brenneman Greg Dean
Form 4
February 13, 2012

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, 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)
Common Stock, par value \$0.01 per share	02/23/2011		J ⁽¹⁾	5,560 A <u>11</u>	14,935	I	See Footnote (6)
Common Stock, par value \$0.01 per share					39,898,063	D ⁽²⁾	
Common Stock, par value \$0.01					24,195,367	D ⁽³⁾	

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.

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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 Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	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.

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