

Brenneman Greg Dean  
 Form 4  
 November 29, 2012

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549**

OMB APPROVAL

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 Expires: January 31, 2015  
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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)  
 11/29/2012

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

NEW YORK, NY 10067

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	11/29/2012		S		6,400,000	D	\$ 32.25
					33,512,998	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	11/29/2012		S		3,881,149	D	\$ 32.25
					20,314,218	D <sup>(2)</sup>	
Common Stock, par	11/29/2012		S		517,352	D	\$ 32.25
					2,707,857	D <sup>(3)</sup>	

value  
\$0.01 per  
share

Common  
Stock, par  
value 11/29/2012  
\$0.01 per  
share

S 2,001,499 D \$ 32.25 10,475,988 D <sup>(4)</sup>

Common  
Stock, par  
value  
\$0.01 per  
share

14,935 I <sup>(5)</sup> 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 Beneficially Owned (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 10067

X

CCMP Capital Investors II, L.P.  
245 PARK AVENUE

X

NEW YORK, NY 10167

CCMP Capital Investors (Cayman) II, L.P.  
 C/O WALKERS SERVICES LTD., WALKER HOUSE X  
 87 MARY STREET, GEORGE TOWN  
 GRAND CAYMAN, E9 KY1-9005

CCMP Capital Associates, L.P.  
 245 PARK AVENUE X  
 NEW YORK, NY 10167

CCMP Capital Associates GP, LLC  
 245 PARK AVENUE X  
 NEW YORK, NY 10167

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

CCMP Generac Co-Invest GP, LLC  
 245 PARK AVENUE X  
 NEW YORK, NY 10167

Brenneman Greg Dean  
 C/O CCMP CAPITAL, LLC X  
 245 PARK AVENUE  
 NEW YORK, NY 10167

## Signatures

CCMP Capital, LLC, /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Capital Investors II, L.P., /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Capital Investors (Cayman) II, L.P., /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Capital Associates, L.P., /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Capital Associates GP, LLC, /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Generac Co-Invest, L.P., /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
CCMP Generac Co-Invest GP, LLC, /s/ Stephen P. Murray, President & CEO	11/29/2012
__Signature of Reporting Person	Date
Richard G. Jansen, as attorney in fact for Gregory D. Brenneman, /s/ Richard G. Jansen	11/29/2012
__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) 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 24.1, 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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