

# Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

## Part I Reporting Issuer

1 Issuer's name <b>GENERAC HOLDINGS INC</b>		2 Issuer's employer identification number (EIN) <b>20-5654756</b>	
3 Name of contact for additional information <b>VICKI SHEPHERD</b>	4 Telephone No. of contact <b>262-544-4811</b>	5 Email address of contact <b>VICKI.SHEPHERD@GENERAC.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>S45 W29290 HWY 59</b>		7 City, town, or post office, state, and Zip code of contact <b>WAUKESHA, WI 53189</b>	
8 Date of action <b>JUNE 29, 2012</b>	9 Classification and description <b>DIVIDEND ON COMMON STOCK</b>		
10 CUSIP number <b>368736104</b>	11 Serial number(s)	12 Ticker symbol <b>GNRC</b>	13 Account number(s)

## Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ **ON JUNE 29, 2012 GENERAC HOLDINGS INC PAID A SPECIAL DIVIDEND OF \$6.00 PER SHARE ON ITS COMMON STOCK**

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶

**OF THE \$6.00 PER SHARE SPECIAL DIVIDEND, 78.7% OR \$4.72 PER SHARE IS A RETURN OF CAPITAL**

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶

**RETURN OF CAPITAL IS CALCULATED BY DETERMINING THE AMOUNT OF SPECIAL DIVIDEND IN EXCESS OF (IN THIS ORDER):**

**-THE COMPANY'S CURRENT YEAR EARNINGS AND PROFITS**

**-THE COMPANY'S EARNINGS AND PROFITS ACCUMULATED SINCE FEBRUARY 28, 1913**

**-THE COMPANY'S EARNINGS AND PROFITS ACCUMULATED BEFORE MARCH 1, 1913**

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
**CODE SEC. 312 AND 316**

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18 Can any resulting loss be recognized? ▶  
**NO**


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19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶  
**NONE**

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Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**

Signature ▶  Date ▶ **2-21-2013**  
Print your name ▶ **YORK RAGEN** Title ▶ **CFO**

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶				Firm's EIN ▶
	Firm's address ▶				Phone no.