Part I Reporting Issuer

1 Issuer's name

GENERAC HOLDINGS INC

2 Issuer's employer identification number (EIN)

20-5654756

3 Name of contact for additional information

VICKI SHEPHERD

4 Telephone No. of contact

262-544-4811 X 2198

5 Email address of contact

VICKI.SHEPHERD@GENERAC.COM

6 Number and street (or P.O. box if mail is not delivered to street address) of contact

S45 W 29260 HWY 59

7 City, town, or post office, state, and Zip code of contact

WAUKESHA, WI 53189

8 Date of action

6/21/2013

9 Classification and description

DIVIDEND ON COMMON STOCK

10 CUSIP number

36936104

11 Serial number(s)

12 Ticker symbol

GNRC

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 21, 2013 GENERAC HOLDINGS INC PAID A SPECIAL DIVIDEND OF $5.00 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 $5.00 PER SHARE SPECIAL DIVIDEND, 68.7% OR $3.44 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

For Paperwork Reduction Act Notice, see the separate instructions. Cat. No. 37752P Form 8937 (12-2011)
### 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

18 Can any resulting loss be recognized?

NO

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year:

NONE

---

**Sign Here**

Signature: [Signature]

Date: 2-11-2014

Print your name: YORK RAGEN

Title: CFO

Paid Preparer Use Only

Firm’s name: [Firm’s name]

Preparer’s signature: [Preparer’s signature]

Date: [Date]

Check [ ] if self-employed

Firm’s EIN: [Firm’s EIN]

Phone no.: [Phone no.]

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054