

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>CCMP Capital, LLC</u>  (Last) (First) (Middle) <u>245 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10167</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENERAC HOLDINGS INC. [ GNRC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2013</u>	
		6. Individual or Joint/Group Filing (Check Applicable Line)  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**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	02/20/2013		S		10,000,000	D	\$34.6	23,512,998	D <sup>(1)</sup>	
Common Stock, par value \$0.01 per share	02/20/2013		S		6,064,297	D	\$34.6	14,249,921	D <sup>(2)</sup>	
Common Stock, par value \$0.01 per share	02/20/2013		S		808,362	D	\$34.6	1,899,495	D <sup>(3)</sup>	
Common Stock, par value \$0.01 per share	02/20/2013		S		3,127,341	D	\$34.6	7,348,647	D <sup>(4)</sup>	
Common Stock, par value \$0.01 per share								14,935	I <sup>(5)</sup>	See Footnote 5.

**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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)					

1. Name and Address of Reporting Person\*  
CCMP Capital, LLC  
 (Last) (First) (Middle)  
245 PARK AVENUE  
 (Street)  
NEW YORK NY 10167  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
CCMP Capital Investors II, L.P.  
 (Last) (First) (Middle)  
245 PARK AVENUE  
 (Street)  
NEW YORK NY 10167  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

(Last) (First) (Middle)

245 PARK AVENUE

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Capital Associates, L.P.

(Last) (First) (Middle)

245 PARK AVENUE

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Capital Associates GP, LLC

(Last) (First) (Middle)

245 PARK AVENUE

16TH FLOOR

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Generac Co-Invest, L.P.

(Last) (First) (Middle)

245 PARK AVENUE, 16TH FLOOR

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

CCMP Generac Co-Invest GP, LLC

(Last) (First) (Middle)

245 PARK AVENUE

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

1. Name and Address of Reporting Person\*

Brenneman Greg Dean

(Last) (First) (Middle)

C/O 245 PARK AVENUE

16TH FLOOR

(Street)

NEW YORK NY 10167

(City)

(State)

(Zip)

**Explanation of Responses:**

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 99.1 and Exhibit 99.2

<u>CCMP Capital, LLC, /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Capital Investors II, L.P., /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Capital Investors (Cayman) II, L.P., /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Capital Associates, L.P., /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Capital Associates GP, LLC, /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Generac Co-Invest, L.P., /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>CCMP Generac Co-Invest GP, LLC, /s/ Stephen P. Murray, President &amp; CEO</u>	<u>02/22/2013</u>
<u>Richard G. Jansen, as attorney in fact for Gregory D. Brenneman, /s/ Richard G. Jansen</u>	<u>02/22/2013</u>

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

List of Reporting Persons

Names:

CCMP Capital, LLC  
CCMP Capital Investors II, L.P.  
CCMP Capital Investors (Cayman) II, L.P.  
CCMP Capital Associates, L.P.  
CCMP Capital Associates GP, LLC  
CCMP Generac Co-Invest, L.P.  
CCMP Generac Co-Invest GP, LLC  
Greg Dean Brenneman

Address for each Reporting Person:

c/o 245 Park Avenue  
16th Floor  
New York, NY 10167

This Form 4 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”), the general partner of the CCMP Capital Funds, (iv) CCMP Capital Associates GP, LLC (“CCMP Capital Associates GP”), the general partner of CCMP Capital Associates, (v) CCMP Generac Co-Invest, L.P. (“Generac Co-Invest”), (vi) CCMP Generac Co-Invest GP, LLC (“Generac Co-Invest GP”), the general partner of Generac Co-Invest, (vii) CCMP Capital, LLC (“CCMP Capital”), the owner of CCMP Capital Associates GP and Generac Co-Invest GP, and (viii) Greg Brenneman (together with the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP, Generac Co-Invest and Generac Co-Invest GP, the “Reporting Persons”), 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. Pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital beneficially owns the Issuer's common stock reported herein held by the CCMP Capital Funds. The actual pro rata portion of beneficial ownership of any such shares held by the CCMP Capital Funds that may be deemed attributable to CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital Funds. Pursuant to Rule 13d-3 under the Exchange Act, each of Generac Co-Invest GP and CCMP Capital beneficially owns the Issuer's common stock reported herein held by Generac Co-Invest, but, except for a de minimis pecuniary interest attributable to Generac Co-Invest GP, such entities have no pecuniary interest in the shares held by Generac Co-Invest. Pursuant to Rule 13d-3 of the Exchange Act, CCMP Capital beneficially owns the Issuer's common stock reported herein held by Stephen Murray, Timothy Walsh and Stephen McKenna (a former director of the Issuer and a former employee of an affiliate of CCMP Capital) because CCMP Capital has voting and dispositive power over such shares 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 are to be voted or disposed of at the direction of CCMP Capital. The actual pro rata portion of beneficial ownership of any such shares held by Messrs. Murray, Walsh and McKenna that may be deemed attributable to the CCMP Capital Funds is not readily determinable because it is subject to several economic and other variables in the contractual agreements among CCMP Capital and the CCMP Capital Funds. As a consequence of his being a member of a CCMP Capital investment committee, Mr. Brenneman may be deemed, pursuant to Rule 13d-3 under the Exchange Act, to beneficially own all of the listed shares. The actual pro rata portion of beneficial ownership of any shares that may be deemed attributable to Mr. Brenneman is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital Funds. The Reporting Persons disclaim beneficial ownership of the securities to the extent it exceeds their pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 of the Exchange Act or otherwise. The amount shown represents the beneficial ownership of the Issuer's common stock held by the Reporting Persons as a group.