

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL	
OMB Number:	3235-0104
Estimated average burden hours per response:	0.5

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

1. Name and Address of Reporting Person* <u>CCMP Capital, LLC</u> (Last) (First) (Middle) 245 PARK AVENUE (Street) NEW YORK NY 10167 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 02/10/2010	3. Issuer Name and Ticker or Trading Symbol <u>GENERAC HOLDINGS INC. [GNRC]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	39,907,438	D ⁽¹⁾	
Common Stock, par value \$0.01 per share	24,195,367	D ⁽²⁾	
Common Stock, par value \$0.01 per share	3,225,209	D ⁽³⁾	
Common Stock, par value \$0.01 per share	12,477,487	D ⁽⁴⁾	
Common Stock, par value \$0.01 per share	9,375	I	See footnote ⁽⁵⁾

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

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)

(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

(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

(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)
245 PARK AVENUE

(Street)
NEW YORK NY 10167

(City) (State) (Zip)

Explanation of Responses:

1. See Exhibit 99.
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, which were issued to each of them in their capacity as directors of the Issuer, because CCMP Capital may be deemed to have voting and dispositive power over such shares as a result of the contractual arrangements among the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital, which provide that these 9,375 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:

Exhibit List Exhibit 99

<u>Timothy Walsh, Managing Director</u>	
<u>CCMP Capital Investors II, L.P. By: CCMP Capital Associates, L.P., its general partner By: CCMP Capital Associates GP, LLC /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>CCMP Capital Investors (Cayman) II, L.P. By: CCMP Capital Associates, L.P., its general partner By: CCMP Capital Associates GP, LLC, its general partner /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>CCMP Capital Associates, L.P., By: CCMP Capital Associates GP, LLC, its general partner /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>CCMP Capital Associates GP, LLC /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>CCMP Generac Co-Invest, L.P. By: CCMP Generac Co-Invest GP, LLC, its general partner /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>CCMP Generac Co-Invest GP, LLC /s/ Timothy Walsh, Managing Director</u>	<u>02/10/2010</u>
<u>/s/ Greg D. Brenneman</u>	<u>02/10/2010</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 5 (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.

This Form 3 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. Each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital may be deemed, pursuant to Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to beneficially own 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. Each of Generac Co-Invest GP and CCMP Capital may be deemed, pursuant to Rule 13d-3 under the Exchange Act, to beneficially own 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. CCMP Capital may be deemed to beneficially own the Issuer’s common stock reported herein held by Stephen Murray, Timothy Walsh and Stephen McKenna because CCMP Capital may be deemed to have voting and dispositive power over such shares as a result of the contractual arrangements among 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 or otherwise. The amount shown represents the beneficial ownership of the Issuer’s common stock held by the Reporting Persons as a group.
