

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

**FORM S-8**

REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933

**Generac Holdings Inc.**

(Exact Name of Registrant as Specified in its Charter)

**Delaware**

(State or Other Jurisdiction of Incorporation or Organization)

**20-5654756**

(I.R.S. Employer Identification No.)

**Generac Holdings Inc.**

S45 W29290 Hwy. 59

**Waukesha, Wisconsin 53189**

(Address of Principal Executive Offices, Including Zip Code)

**Generac Holdings Inc. Amended and Restated 2010 Equity Incentive Plan**

(Full Title of Plan)

**York Ragen**

**Chief Financial Officer**

**Generac Holdings Inc.**

S45 W29290 Hwy. 59

**Waukesha, Wisconsin 53189**

**(262) 544-4811**

(Name and Address, Including Zip Code,  
and Telephone Number, Including Area Code, of Agent for Service)

**With a copy to:**

**Rod Rogahn, Esq.**

**General Counsel and Vice President**

**Generac Holdings Inc.**

S45 W29290 Hwy. 59

**Waukesha, Wisconsin 53189**

**(262) 544-4811**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See the definitions of "large accelerated filer," "accelerated filer" and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Common Stock, par value \$0.01 per share	2,500,000 shares	\$ 22.67	\$ 56,675,000	\$ 6,494.96

(1) The securities to be registered are issuable under the Generac Holdings Inc. Amended and Restated 2010 Equity Incentive Plan. Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall cover such additional securities as may be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(h) of the Securities Act on the basis of the average of the high and low sales prices per share of the common stock, par value \$0.01 per share, of Generac Holdings Inc. as reported by the New York Stock Exchange on August 1, 2012.

TABLE OF CONTENTS

	<u>Page</u>
EXPLANATORY NOTE	II-1
PART II	II-1
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT	II-1
Item 3. Incorporation of Documents by Reference.	II-1
Item 5. Interests of Named Experts and Counsel.	II-1
Item 8. Exhibits.	II-1
SIGNATURES	II-2
EXHIBIT	II-3
INDEX	

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## EXPLANATORY NOTE

This Registration Statement on Form S-8 (this "Registration Statement") is being filed pursuant to General Instruction E to Form S-8 for the purpose of registering an additional 2,500,000 shares of the common stock, par value \$0.01 per share ("Common Stock"), of Generac Holdings Inc. (the "Registrant") that may be issued and sold under the Generac Holdings Inc. Amended and Restated 2010 Equity Incentive Plan (the "Plan"). The Registrant's stockholders approved the addition of these shares to the Plan at the Registrant's 2012 Annual Meeting of Stockholders on June 13, 2012.

The contents of the Registrant's previously filed Registration Statement on Form S-8 (Reg. No. 333-164851) filed with the Securities and Exchange Commission (the "Commission") on February 11, 2010 are hereby incorporated by reference herein to the extent not otherwise amended or superseded by the contents hereof.

### PART II

#### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

##### Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this Registration Statement the following documents previously filed with the Commission, except to the extent that any portion of such documents is "furnished" to the Commission:

- The Registrant's Annual Report on Form 10-K for the year ended December 31, 2011;
- The Registrant's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2012 and June 30, 2012;
- The Registrant's Current Reports on Form 8-K filed with the Commission on February 10, 2012, March 16, 2012, March 19, 2012, May 11, 2012, May 31, 2012 and June 13, 2012;
- The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form S-1 (Reg. No. 333-162590), which description is incorporated by reference into the Form 8-A filed with the Securities and Exchange Commission on February 8, 2010, pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and any amendment or report filed for the purpose of further updating such description.

All documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of the filing of such documents, except to the extent that any portion of such documents is "furnished" to the Commission.

Any statement contained in a document incorporated or deemed to be incorporated by reference in this Registration Statement shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained in this Registration Statement, or in any other subsequently filed document that also is or is deemed to be incorporated by reference in this Registration Statement, modifies or supersedes such prior statement. Any statement contained in this Registration Statement shall be deemed to be modified or superseded to the extent that a statement contained in a subsequently filed document that is or is deemed to be incorporated by reference in this Registration Statement modifies or supersedes such prior statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

##### Item 5. Interests of Named Experts and Counsel.

Mr. Rogahn owns and has other interests in shares of common stock of the Registrant.

##### Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
4.1	Generac Holdings Inc. Amended and Restated 2010 Equity Incentive Plan (incorporated by reference to Appendix A to the Registrant's Definitive Proxy Statement relating to its 2012 Annual Meeting of Stockholders, filed with the Commission on April 27, 2012).
5.1	Legal Opinion of General Counsel of Generac Holdings Inc.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of General Counsel of Generac Holdings Inc. (included in Exhibit 5.1).
24.1	Power of Attorney (contained in the signature page hereto).

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waukesha, State of Wisconsin, on this 7th day of August, 2012.

**GENERAC HOLDINGS INC.**

By: /s/ Aaron Jagdfeld  
Name: Aaron Jagdfeld  
Title: Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS THAT each person whose signature appears below constitutes and appoints Aaron Jagdfeld and York A. Ragen, and each of them with full power to act without the other, true and lawful attorneys-in-fact and agents, with the power of substitution and resubstitution in each of them, his true and lawful attorney-in-fact, with full power and authority, for the purpose of executing, in the name and on behalf of the undersigned as a director of Generac Holdings Inc., a Delaware corporation, any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and all documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, or their substitutes, and each of them full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agents or any of them, or their substitutes, may lawfully do or cause to be done.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated as this 7th day of August, 2012.

<b>Signature</b>	<b>Title</b>
<u>/s/ AARON JAGDFELD</u> Aaron Jagdfeld	President, Chief Executive Officer and Director
<u>/s/ YORK A. RAGEN</u> York A. Ragen	Chief Financial Officer and Chief Accounting Officer
<u>/s/ JOHN D. BOWLIN</u> John D. Bowlin	Director
<u>/s/ BARRY J. GOLDSTEIN</u> Barry J. Goldstein	Director
<u>/s/ EDWARD A. LEBLANC</u> Edward A. LeBlanc	Director
<u>/s/ ROBERT D. DIXON</u> Robert D. Dixon	Director
<u>/s/ STEPHEN MURRAY</u> Stephen Murray	Director
<u>/s/ TIMOTHY WALSH</u> Timothy Walsh	Director
<u>/s/ DAVID A. RAMON</u> David A. Ramon	Director

EXHIBIT INDEX

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GENERAC HOLDINGS INC.  
S45 W29290 Hwy. 59  
Waukesha, WI 53189

August 7, 2012

Generac Holdings Inc.  
S45 W29290 Hwy. 59  
Waukesha, Wisconsin 53189

Ladies and Gentlemen:

I am General Counsel and Vice President of Generac Holdings Inc., a Delaware corporation (the "Company"). I refer to the Registration Statement on Form S-8 (the "Registration Statement") being filed by the Company with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), relating to the registration of the offer, issuance and sale by the Company of up to 2,500,000 shares of common stock, par value \$0.01 per share, of the Company (the "Shares"), which may be issued pursuant to the Generac Holdings Inc. Amended and Restated 2010 Equity Incentive Plan (the "Equity Incentive Plan").

In connection with this opinion letter, I have examined originals or copies (certified or otherwise identified to my satisfaction) of (i) the Third Amended and Restated Certificate of Incorporation of the Company; (ii) the Amended and Restated Bylaws of the Company; (iii) the Equity Incentive Plan; (iv) the Registration Statement; (v) such corporate records, agreements, documents and other instruments, and such certificates or comparable documents of public officials and of officers and representatives of the Company, and have made such inquiries of such officers and representatives, as I have deemed relevant and necessary as a basis for the opinion hereinafter set forth.

In such examination, I have assumed the genuineness of all signatures, the legal capacity of all natural persons, the authenticity of all documents submitted to me as originals, the conformity to original documents of all documents submitted to me as certified, conformed or photostatic copies, and the authenticity of the originals of such latter documents. As to all questions of fact material to this opinion that have not been independently established, I have relied upon certificates or comparable documents of officers and representatives of the Company.

Based on the foregoing, and subject to the qualifications stated herein, I am of the opinion that the Shares, when issued and delivered upon the receipt of consideration constituting lawful consideration under Delaware law in accordance with the Equity Incentive Plan, will be validly issued, fully paid and non-assessable.

This opinion letter is limited to the General Corporation Law of the State of Delaware and the Act.

I do not find it necessary for the purposes of this opinion letter to cover, and accordingly I express no opinion as to, the application of the securities or blue sky laws of the various states or the District of Columbia to the offer, issuance or sale of the Shares.

I hereby consent to the filing of this opinion letter as an exhibit to the Registration Statement and to any reference to me included in or made a part of the Registration Statement. In giving such consent, I do not thereby admit that I am within the category of persons whose consent is required by Section 7 of the Act or the related rules and regulations promulgated by the Commission.

Very truly yours,

/s/ Rod Rogahn

General Counsel and Vice President  
Generac Holdings Inc.

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Generac Holdings, Inc. Amended and Restated 2010 Equity Incentive Plan of our reports dated March 9, 2012, with respect to the consolidated financial statements and schedules of Generac Holdings, Inc. (the "Company") and the effectiveness of internal control over financial reporting of the Company, included in its Annual Report (Form 10-K) for the year ended December 31, 2011, filed with the Securities and Exchange Commission.

*/s/ Ernst & Young LLP*

Milwaukee, Wisconsin  
August 7, 2012