

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

OMB APPROVAL	
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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>Jagdfeld Aaron</u>  (Last) (First) (Middle) S45 W29290 HWY.59 C/O GENERAC HOLDINGS INC.  (Street) WAUKESHA WI 53189  (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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Executive Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/01/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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	11/01/2021		S		1,150	D	\$494.28 <sup>(1)</sup>	614,763	D	
Common Stock	11/01/2021		S		1,150	D	\$495.21 <sup>(2)</sup>	613,613	D	
Common Stock	11/01/2021		S		400	D	\$496.85 <sup>(3)</sup>	613,213	D	
Common Stock	11/01/2021		S		500	D	\$498.14 <sup>(4)</sup>	612,713	D	
Common Stock	11/01/2021		S		1,091	D	\$499.11 <sup>(5)</sup>	611,622	D	
Common Stock	11/01/2021		S		709	D	\$500.01 <sup>(6)</sup>	610,913	D	

**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)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		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)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$493.705 to \$494.675, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$494.76 to \$495.74, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$496.56 to \$497.09, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$497.63 to \$498.68, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$498.75 to \$499.61, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
- The price reported is the weighted average price. The shares were sold pursuant to the terms of a trade plan under Rule 10b5-1, previously entered into on October 30, 2020. The shares were sold in multiple transactions at prices ranging from \$500.00 to \$500.07, inclusive. The reporting person undertakes to provide to the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

/s/ Raj Kanuru, Attorney in Fact 11/02/2021

\*\* 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.

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