

Brenneman Greg Dean
 Form 4
 February 22, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CCMP Capital, LLC

2. Issuer Name and Ticker or Trading Symbol
 GENERAC HOLDINGS INC.
 [GNRC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 245 PARK AVENUE,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 02/20/2013

____ Director
 ____ Officer (give title below)
 ___X___ 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10167

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

(City) (State) (Zip)

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 |
| Common Stock, par value \$0.01 per share | 02/20/2013 | | S | | 6,064,297 | D | \$ 34.6 14,249,921 |
| Common Stock, par | 02/20/2013 | | S | | 808,362 | D | \$ 34.6 1,899,495 |

value
\$0.01 per
share

Common
Stock, par
value 02/20/2013
\$0.01 per
share

S 3,127,341 D \$ 34.6 7,348,647 D ⁽⁴⁾

Common
Stock, par
value
\$0.01 per
share

14,935 I ⁽⁵⁾ See
Footnote
5.

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| CCMP Capital, LLC 245 PARK AVENUE NEW YORK, NY 10167 | | X | | |
| CCMP Capital Investors II, L.P. 245 PARK AVENUE | | X | | |

NEW YORK, NY 10167

CCMP Capital Investors (Cayman) II, L.P.
245 PARK AVENUE X
NEW YORK, NY 10167

CCMP Capital Associates, L.P.
245 PARK AVENUE X
NEW YORK, NY 10167

CCMP Capital Associates GP, LLC
245 PARK AVENUE X
16TH FLOOR
NEW YORK, NY 10167

CCMP Generac Co-Invest, L.P.
245 PARK AVENUE, 16TH FLOOR X
NEW YORK, NY 10167

CCMP Generac Co-Invest GP, LLC
245 PARK AVENUE X
NEW YORK, NY 10167

Brenneman Greg Dean
C/O 245 PARK AVENUE X
16TH FLOOR
NEW YORK, NY 10167

Signatures

| | |
|--|------------|
| CCMP Capital, LLC, /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Capital Investors II, L.P., /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Capital Investors (Cayman) II, L.P., /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Capital Associates, L.P., /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Capital Associates GP, LLC, /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Generac Co-Invest, L.P., /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| CCMP Generac Co-Invest GP, LLC, /s/ Stephen P. Murray, President & CEO | 02/22/2013 |
| __Signature of Reporting Person | Date |
| Richard G. Jansen, as attorney in fact for Gregory D. Brenneman, /s/ Richard G. Jansen | 02/22/2013 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* 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).

- (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

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.