

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**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.)

**S45 W29290 Hwy. 59**

**Waukesha, Wisconsin 53187**  
(Address of Principal Executive Offices)

**53187**

(Zip Code)

**Title of Each Class  
to be Registered**

**Name of Each Exchange on Which  
Each Class is to be Registered**

Common Stock, par value \$0.01 per share

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.  x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.  o

Securities Act registration statement file number to which this form relates:

**333-162590**

(if applicable)

Securities to be registered pursuant to Section 12(g) of the Act: **None**

**Item 1. Description of Registrant's Securities to be Registered.**

For a description of the securities to be registered hereunder, reference is made to the information set forth under the heading "Description of capital stock" in the Registrant's prospectus, which constitutes a part of Registrant's Registration Statement on Form S-1 (File No. 333-162590), originally filed with the Securities and Exchange Commission on October 20, 2009, as amended by any amendments to such Registration Statement, and by any prospectus subsequently filed pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which description is incorporated herein by reference.

**Item 2. Exhibits.**

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Dated: February 8, 2010

Generac Holdings Inc.

By: /s/ Aaron Jagdfeld

Name: Aaron Jagdfeld

Title: President & Chief Executive Officer

