

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

R QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2013

OR

£ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission File Number 001-34627

## GENERAC HOLDINGS INC.

(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

S45 W29290 Hwy. 59, Waukesha, WI  
(Address of principal executive offices)

20-5654756  
(IRS Employer  
Identification No.)

53189  
(Zip Code)

(262) 544-4811

(Registrant's telephone number, including area code)

Not Applicable

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes R No  £

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes R No  £

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

Large accelerated filer  £      Accelerated filer  R      Non-accelerated filer  0      Smaller reporting company  £  
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  £ No  R

As of October 31, 2013, there were 68,555,903 shares of registrant's common stock outstanding.

**GENERAC HOLDINGS INC.**  
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**PART I. FINANCIAL INFORMATION**

**Item 1. Financial Statements**

Generac Holdings Inc.  
Condensed Consolidated Balance Sheets  
(Dollars in Thousands, Except Share and Per Share Data)

	<b>September 30, 2013</b>	<b>December 31, 2012</b>
	<b>(Unaudited)</b>	<b>(Audited)</b>
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 116,521	\$ 108,023
Restricted cash	6,645	—
Accounts receivable, less allowance for doubtful accounts	164,698	134,978
Inventories	296,048	225,817
Deferred income taxes	27,333	48,687
Prepaid expenses and other assets	4,715	5,048
<b>Total current assets</b>	<b>615,960</b>	<b>522,553</b>
Property and equipment, net	120,812	104,718
Customer lists, net	42,705	37,823
Patents, net	64,405	70,302
Other intangible assets, net	4,694	5,783
Deferred financing costs, net	20,817	13,987
Trade names, net	173,191	158,831
Goodwill	589,599	552,943
Deferred income taxes	100,804	136,754
Other assets	68	153
<b>Total assets</b>	<b>\$ 1,733,055</b>	<b>\$ 1,603,847</b>
<b>Liabilities and stockholders' equity</b>		
Current liabilities:		
Short-term borrowings	\$ 18,013	\$ 12,550
Accounts payable	101,707	94,543
Accrued wages and employee benefits	25,826	19,435
Other accrued liabilities	83,170	86,081
Current portion of long-term borrowings and capital lease obligations	12,180	82,250
<b>Total current liabilities</b>	<b>240,896</b>	<b>294,859</b>
Long-term borrowings and capital lease obligations	1,177,671	799,018
Other long-term liabilities	57,148	46,342
<b>Total liabilities</b>	<b>1,475,715</b>	<b>1,140,219</b>
Stockholders' equity:		
Common stock, par value \$0.01, 500,000,000 shares authorized, 68,683,126 and 68,295,960 shares issued at September 30, 2013 and December 31, 2012, respectively	687	683
Additional paid-in capital	419,255	743,349
Treasury stock, at cost	(6,552)	—
Excess purchase price over predecessor basis	(202,116)	(202,116)
Retained earnings (accumulated deficit)	57,295	(63,792)
Accumulated other comprehensive loss	(11,229)	(14,496)
<b>Total stockholders' equity</b>	<b>257,340</b>	<b>463,628</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 1,733,055</b>	<b>\$ 1,603,847</b>

See notes to condensed consolidated financial statements.

Generac Holdings Inc.  
Condensed Consolidated Statements of Comprehensive Income  
(Dollars in Thousands, Except Share and Per Share Data)  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Net sales	\$ 363,269	\$ 300,586	\$ 1,109,529	\$ 834,284
Costs of goods sold	223,806	184,773	685,651	520,037
Gross profit	<u>139,463</u>	<u>115,813</u>	<u>423,878</u>	<u>314,247</u>
Operating expenses:				
Selling and service	24,295	26,409	83,048	73,657
Research and development	7,183	6,456	20,892	17,214
General and administrative	13,693	11,435	40,158	30,699
Amortization of intangibles	7,003	12,389	19,533	36,902
Total operating expenses	<u>52,174</u>	<u>56,689</u>	<u>163,631</u>	<u>158,472</u>
Income from operations	<u>87,289</u>	<u>59,124</u>	<u>260,247</u>	<u>155,775</u>
Other (expense) income:				
Interest expense	(12,494)	(16,933)	(42,432)	(32,501)
Investment income	23	6	65	54
Loss on extinguishment of debt	-	-	(15,336)	(14,308)
Costs related to acquisition	(656)	-	(1,059)	-
Other, net	(117)	(330)	(1,227)	(2,350)
Total other expense, net	<u>(13,244)</u>	<u>(17,257)</u>	<u>(59,989)</u>	<u>(49,105)</u>
Income before provision for income taxes	74,045	41,867	200,258	106,670
Provision for income taxes	26,952	16,326	74,237	41,734
Net income	<u>\$ 47,093</u>	<u>\$ 25,541</u>	<u>\$ 126,021</u>	<u>\$ 64,936</u>
Net income per common share - basic:	\$ 0.69	\$ 0.38	\$ 1.85	\$ 0.96
Weighted average common shares outstanding - basic:	68,198,006	67,415,363	68,026,705	67,308,758
Net income per common share - diluted:	\$ 0.67	\$ 0.37	\$ 1.81	\$ 0.94
Weighted average common shares outstanding - diluted:	69,887,025	69,166,501	69,627,215	68,980,970
Dividends declared per share	\$ -	\$ -	\$ 5.00	\$ 6.00
Comprehensive income	\$ 48,336	\$ 26,350	\$ 129,288	\$ 66,380

See notes to condensed consolidated financial statements.

Generac Holdings Inc.  
Condensed Consolidated Statements of Cash Flows  
(Dollars in Thousands)  
(Unaudited)

	Nine Months Ended September 30,	
	2013	2012
<b>Operating activities</b>		
Net income	\$ 126,021	\$ 64,936
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation	7,969	6,116
Amortization of intangible assets	19,533	36,902
Amortization of original issue discount	1,615	945
Amortization of deferred finance costs	1,932	1,570
Amortization of unrealized loss on interest rate swaps	2,381	1,079
Loss on extinguishment of debt	15,336	14,308
Provision for losses on accounts receivable	880	16
Deferred income taxes	57,363	39,526
Loss on disposal of property and equipment	369	106
Share-based compensation expense	9,471	8,021
Net changes in operating assets and liabilities:		
Accounts receivable	(16,268)	(18,284)
Inventories	(61,310)	(24,685)
Other assets	(5)	(2,059)
Accounts payable	(6,605)	(23,438)
Accrued wages and employee benefits	5,527	1,682
Other accrued liabilities	495	24,343
Excess tax benefits from equity awards	(9,491)	(1,860)
Net cash provided by operating activities	<u>155,213</u>	<u>129,224</u>
<b>Investing activities</b>		
Proceeds from sale of property and equipment	75	19
Expenditures for property and equipment	(14,257)	(13,425)
Proceeds from sale of business, net	2,254	-
Acquisition of business, net of cash acquired	(73,961)	(2,275)
Net cash used in investing activities	<u>(85,889)</u>	<u>(15,681)</u>
<b>Financing activities</b>		
Proceeds from short-term borrowings	16,007	23,000
Proceeds from long-term borrowings	1,200,000	1,455,614
Repayments of short-term borrowings	(10,544)	(23,000)
Repayments of long-term borrowings and capital lease obligations	(897,932)	(1,172,874)
Payment of debt issuance costs	(21,935)	(25,691)
Cash dividends paid	(343,424)	(404,332)
Taxes paid related to the net share settlement of equity awards	(12,468)	(3,280)
Excess tax benefits from equity awards	9,491	1,860
Proceeds from exercise of stock options	32	-
Net cash used in financing activities	<u>(60,773)</u>	<u>(148,703)</u>
Effect of exchange rate changes on cash and cash equivalents	(53)	-
Net increase (decrease) in cash and cash equivalents	8,498	(35,160)
Cash and cash equivalents at beginning of period	108,023	93,126
Cash and cash equivalents at end of period	<u>\$ 116,521</u>	<u>\$ 57,966</u>

See notes to condensed consolidated financial statements.

**Generac Holdings Inc.**  
**Notes to Condensed Consolidated Financial Statements**  
*(Dollars in Thousands, Except Share and Per Share Data)*  
**(Unaudited)**

## 1. Basis of Presentation

### Description of Business

Generac Holdings Inc. (the Company) owns all of the common stock of Generac Acquisition Corp. (GAC), which in turn, owns all of the common stock of Generac Power Systems, Inc. (the Subsidiary and the Borrower). The Company is a leading designer and manufacturer of a wide range of generators and other engine powered products for the residential, light commercial, industrial and construction markets.

The condensed consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries. All intercompany amounts and transactions have been eliminated in consolidation.

The condensed consolidated balance sheet as of September 30, 2013, the condensed consolidated statements of comprehensive income for the three and nine months ended September 30, 2013 and 2012, and the condensed consolidated statements of cash flows for the nine months ended September 30, 2013 and 2012 have been prepared by the Company and have not been audited. In the opinion of management, all adjustments, consisting of only normal recurring adjustments necessary for the fair presentation of the financial position, results of operation and cash flows, have been made. The results of operations for any interim period are not necessarily indicative of the results to be expected for the full year.

Expenses are charged to operations in the year incurred. However, for interim reporting purposes certain expenses are charged to operations based on a proportionate share of annual amounts rather than as they are actually incurred.

The preparation of the consolidated financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Certain information and footnote disclosure normally included in consolidated financial statements prepared in accordance with U.S. generally accepted accounting principles have been condensed or omitted. These condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2012.

### Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss, net of tax, at September 30, 2013 and December 31, 2012 are as follows:

	September 30, 2013	December 31, 2012
Foreign currency translation adjustments	\$ 852	\$ (34)
Pension liability, net of tax of \$(4,174)	(12,081)	(12,081)
Unrealized losses on cash flow hedges, net of tax of \$0 and \$(109)	-	(2,381)
Accumulated other comprehensive loss	<u>\$ (11,229)</u>	<u>\$ (14,496)</u>

The following presents a tabular disclosure about reclassification adjustments out of accumulated other comprehensive loss during the three and nine months ended September 30, 2013:

	Amounts reclassified from other accumulated comprehensive loss for the three months ended September 30,		Affected line item in the statement where net income is presented
	2013	2012	
<b>Amortization of unrealized loss on interest rate swaps</b>			
Gross	(393)	(845)	Interest expense
Tax benefit	17	37	
Net of tax	<u>(376)</u>	<u>(808)</u>	

	Amounts reclassified from other accumulated comprehensive loss for the nine months ended September 30,		Affected line item in the statement where net income is presented
	2013	2012	
<b>Amortization of unrealized loss on interest rate swaps</b>			
Gross	(2,490)	(1,128)	Interest expense
Tax benefit	109	49	
Net of tax	(2,381)	(1,079)	

## 2. Derivative Instruments and Hedging Activities

The Company records all derivatives in accordance with ASC 815, *Derivatives and Hedging* (ASC 815), which requires all derivative instruments be reported on the consolidated balance sheets at fair value and establishes criteria for designation and effectiveness of hedging relationships. The Company is exposed to market risk such as changes in commodity prices, foreign currencies, and interest rates. The Company does not hold or issue derivative financial instruments for trading purposes.

### Commodities

The primary objectives of the commodity risk management activities are to understand and mitigate the impact of potential price fluctuations on the Company's financial results and its economic well-being. While the Company's risk management objectives and strategies will be driven from an economic perspective, it attempts, where possible and practical, to ensure that the hedging strategies it engages in can be treated as "hedges" from an accounting perspective or otherwise result in accounting treatment where the earnings effect of the hedging instrument provides substantial offset (in the same period) to the earnings effect of the hedged item. Generally, these risk management transactions will involve the use of commodity derivatives to protect against exposure resulting from significant price fluctuations.

The Company primarily utilizes commodity contracts with maturities of less than 12 months. The impact of such contracts is intended to offset the effect of price fluctuations on actual inventory purchases. Outstanding commodity forward contracts in place to hedge the Company's projected commodity purchases were as follows.

As of September 30, 2013:

Commodity	Trade Date	Effective Date	Notional Amount	Termination Date
Copper	2/26/2013	3/1/2013	\$2,677	12/31/2013
Copper	3/1/2013	3/1/2013	2,636	12/31/2013
Copper	4/15/2013	5/1/2013	4,033	12/31/2013
Copper	6/21/2013	10/1/2013	2,169	6/30/2014

As of December 31, 2012:

Commodity	Trade Date	Effective Date	Notional Amount	Termination Date
Copper	10/29/2012	1/1/2013	\$3,472	9/30/2013

As of September 30, 2012:

Commodity	Trade Date	Effective Date	Notional Amount	Termination Date
Copper	5/18/2012	7/1/2012	\$1,898	12/31/2012

Because these contracts do not qualify for hedge accounting, gains and losses are recorded in cost of goods sold in the Company's consolidated statements of comprehensive income. Total gains (losses) recognized for the three and nine months ended September 30, 2013 were \$578 and \$(540), respectively. Total gains recognized for the three and nine months ended September 30, 2012 were \$68 and \$322, respectively.

### Foreign Currencies

The Company is exposed to foreign currency exchange risk as a result of transactions denominated in other currencies. The Company periodically utilizes foreign currency forward purchase and sales contracts to manage the volatility associated with foreign currency purchases in the normal course of business. Contracts typically have maturities of 12 months or less. There were no foreign currency hedge contracts outstanding as of September 30, 2013, December 31, 2012 or September 30, 2012.

## Interest Rate Swaps

The Company has one interest rate swap agreement outstanding as of September 30, 2013. The interest rate swap agreement was entered into on April 1, 2011. The effective date of the swap was October 1, 2012 with a notional amount of \$100,000, a fixed LIBOR rate of 2.22% and an expiration date of October 1, 2013.

The Company had formally documented all relationships between interest rate hedging instruments and hedged items, as well as its risk-management objectives and strategies for undertaking various hedge transactions. As discussed in Note 8 – Credit Agreements, on February 9, 2012, a subsidiary of the Company entered into a new credit agreement with certain commercial banks and other lenders. From inception through February 9, 2012, the Company’s interest rate swap agreements qualified as cash flow hedges. For derivatives that are designated and qualify as a cash flow hedge, the effective portion of the gain or loss on the derivative’s change in fair value is reported as a component of accumulated other comprehensive income (loss). The cash flows of the swaps are recognized as adjustments to interest expense each period. The ineffective portion of the derivatives’ change in fair value, if any, is immediately recognized in earnings. The Company assessed on an ongoing basis whether derivatives used in hedging transactions are highly effective in offsetting changes in cash flows of hedged items. The impact of hedge ineffectiveness on earnings was not material for the periods prior to February 9, 2012.

As noted above and in Note 8 – Credit Agreements, on February 9, 2012, a subsidiary of the Company entered into a new credit agreement (“Credit Agreement”) with certain commercial banks and other lenders. The future cash flows associated with the Credit Agreement were materially consistent with that of the former credit agreement, resulting in the continued designation of the interest rate swap agreements as cash flow hedges. However, as a result of a change in certain critical terms between the Credit Agreement and former credit agreement, the interest rate swap agreements in place on the date of refinancing were required to be measured for hedge effectiveness. The ineffective portion of the change in fair value of the cash flow hedges was not material for the period from February 9, 2012 to May 30, 2012.

Also as discussed in Note 8 – Credit Agreements, on May 30, 2012, a subsidiary of the Company amended and restated its existing Credit Agreement by entering into a new credit agreement (“Term Loan Credit Agreement”) with certain commercial banks and other lenders. Due to the incorporation of a new interest rate floor provision in the Term Loan Credit Agreement, which constitutes a change in critical terms, the Company concluded that as of May 30, 2012, the outstanding swaps would no longer be highly effective in achieving offsetting changes in cash flows during the periods the hedges are designated. As a result, the Company was required to de-designate the hedges as of May 30, 2012. For the period between May 31, 2012 and September 30, 2013, the effective portion of the swaps prior to the change (i.e. amounts previously recorded in Accumulated Other Comprehensive Loss) were amortized into interest expense over the period of the hedged interest payments which had various dates through October 1, 2013.

The following table presents the fair value of the Company’s derivatives not designated as hedging instruments:

	September 30, 2013	December 31, 2012
Commodity contracts	\$ (28)	\$ 111
Interest rate swaps	-	(2,973)
Net derivatives liability	<u>\$ (28)</u>	<u>\$ (2,862)</u>

The fair value of the interest rate swaps is included in other current liabilities in the condensed consolidated balance sheets as of December 31, 2012. The fair value of the commodity contracts is included in other current liabilities and other assets in the condensed consolidated balance sheets as of September 30, 2013 and December 31, 2012, respectively. The fair value of the derivative contracts considers the Company’s credit risk. Excluding the impact of credit risk, the fair value of the derivative contracts as of September 30, 2013 and December 31, 2012 is a liability of \$(28) and \$(2,936), respectively, which represents the amount the Company would need to pay to exit the agreements on those dates.



The following presents the impact of interest rate swaps and commodity contracts on the condensed consolidated statements of comprehensive income for the three and nine months ended September 30, 2013 and 2012:

	Amount of gain recognized in Accumulated Other Comprehensive Loss for the three months ended September 30,		Location of gain (loss) recognized in net income on ineffective portion of hedges	Amount of loss reclassified from Accumulated Other Comprehensive Loss into net income for the three months ended September 30,		Amount of gain (loss) recognized in net income on hedges (ineffective portion) for the three months ended September 30,	
	2013	2012		2013	2012	2013	2012
<b>Derivatives not designated as hedging instruments</b>							
Interest rate swaps (2)	\$ —	\$ —	Interest expense	\$ (376)	\$ (809)	\$ 501	\$ 462
Commodity contracts	\$ —	\$ —	Cost of goods sold	\$ —	\$ —	\$ 578	\$ 68
<b>Derivatives designated as hedging instruments</b>							
	Amount of gain recognized in Accumulated Other Comprehensive Loss for the nine months ended September 30,		Location of gain (loss) recognized in net income on ineffective portion of hedges	Amount of loss reclassified from Accumulated Other Comprehensive Loss into net income for the nine months ended September 30,		Amount of gain (loss) recognized in net income on hedges (ineffective portion) for the nine months ended September 30,	
	2013	2012		2013	2012	2013	2012
Interest rate swaps (1)	\$ —	\$ 365	Interest expense	\$ —	\$ —	\$ —	\$ —
<b>Derivatives not designated as hedging instruments</b>							
Interest rate swaps (2)	\$ —	\$ —	Interest expense	\$ (2,381)	\$ (1,079)	\$ 2,973	\$ 489
Commodity contracts	\$ —	\$ —	Cost of goods sold	\$ —	\$ —	\$ (540)	\$ 322

(1) Periods prior to May 30, 2012, the date the hedging relationships were terminated

(2) Periods after May 30, 2012, the date the hedging relationships were terminated

### 3. Fair Value Measurements

ASC 820-10, *Fair Value Measurements and Disclosures*, among other things, defines fair value, establishes a consistent framework for measuring fair value, and expands disclosure for each major asset and liability category measured at fair value on either a recurring basis or nonrecurring basis. ASC 820-10 clarifies that fair value is an exit price, representing the amount that would be received in the sale of an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. As a basis for considering such assumptions, the pronouncement establishes a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value as follows: (Level 1) observable inputs such as quoted prices in active markets; (Level 2) inputs, other than the quoted prices in active markets, that are observable either directly or indirectly; and (Level 3) unobservable inputs in which there is little or no market data, which require the reporting entity to develop its own assumptions.

Assets and liabilities measured at fair value are based on the market approach, which uses prices and other relevant information generated by market transactions involving identical or comparable assets or liabilities.

The Company believes the carrying amount of its financial instruments (cash and cash equivalents, restricted cash, accounts receivable, accounts payable, accrued liabilities and short-term borrowings), excluding long-term borrowings, approximates the fair value of these instruments based upon their short-term nature. The fair value of long-term borrowings, including amounts classified as current, which have an aggregate carrying value of \$1,200,000, was approximately \$1,191,000 (Level 2) at September 30, 2013, as calculated based on independent valuations whose inputs and significant value drivers are observable.

Assets (liabilities) measured at fair value on a recurring basis are as follows:

	Total September 30, 2013	Fair Value Measurement Using	
		Quoted Prices in Active Markets for Identical Contracts (Level 1)	Significant Other Observable Inputs (Level 2)
Commodity contracts	\$ (28)	\$ –	\$ (28)

	Total December 31, 2012	Fair Value Measurement Using	
		Quoted Prices in Active Markets for Identical Contracts (Level 1)	Significant Other Observable Inputs (Level 2)
Interest rate swaps	\$ (2,973)	\$ –	\$ (2,973)
Commodity contracts	\$ 111	\$ –	\$ 111

The valuation techniques used to measure the fair value of derivative contracts classified as level 2, all of which have counterparties with high credit ratings, were valued based on quoted market prices or model driven valuations using significant inputs derived from or corroborated by observable market data. The fair value of derivative contracts above considers the Company's credit risk in accordance with ASC 820-10.

#### 4. Acquisitions

##### *Acquisition of Ottomotores*

On December 8, 2012, a subsidiary of the Company acquired all of the shares of Ottomotores UK Limited and its affiliates, including the operations of Ottomotores Mexico and Ottomotores Brazil (collectively, "Ottomotores"). Ottomotores was founded in 1950 and is located in Mexico City, Mexico and Curitiba, Brazil. Ottomotores is a leading manufacturer in the Mexican market for industrial diesel gensets ranging in size from 15kW to 2,500kW and is a significant market participant throughout all of Latin America.

The cash paid at closing of \$44,769, net of cash acquired, included an estimate of acquired working capital. This estimate was finalized during the second quarter of 2013 to reflect actual working capital acquired as well as cash acquired and debt assumed, resulting in a \$6,278 decrease to the purchase price.

The Company recorded a preliminary purchase price allocation during the fourth quarter of 2012 based upon a fair value appraisal by a third party valuation firm. As a result, the Company recorded approximately \$16,100 of intangible assets, including approximately \$5,050 of goodwill, as of the acquisition date. The purchase price allocation was finalized during the second quarter of 2013, resulting in an additional \$2,590 of intangible assets and a \$439 decrease to goodwill.

##### *Acquisition of Tower Light*

On August 1, 2013, a subsidiary of the Company acquired all of the shares of Tower Light SRL and its wholly-owned subsidiaries (collectively, "Tower Light") for a purchase price, net of cash acquired and inclusive of estimated earn-out payments, of \$76,484. Headquartered outside Milan, Italy, Tower Light is a leading developer and supplier of mobile light towers throughout Europe, the Middle East and Africa. Tower Light has built a leading market position in the equipment rental markets by leveraging its broad product offering and strong global distribution network in over 50 countries worldwide.

The net cash paid at closing of \$80,239 included a cash deposit of \$6,645 into an escrow account to fund future earn-out payments required by the purchase agreement, which is recorded as restricted cash on the condensed consolidated balance sheet. The difference between the total escrow deposit and the Company's estimated future earn-out payments is reflected as a reduction in the purchase price. Additionally, the cash paid at closing included an estimate of acquired working capital. This estimate was finalized during third quarter of 2013, resulting in an additional \$300 decrease to the purchase price. This acquisition was funded solely by existing cash.

The Company recorded a preliminary purchase price allocation during the third quarter of 2013 based upon a fair value appraisal by a third party valuation firm. As a result, the Company recorded approximately \$67,900 of intangible assets, including approximately \$38,400 of goodwill, as of the acquisition date. The accompanying condensed consolidated financial statements include the results of Tower Light from August 1, 2013 through September 30, 2013.

## 5. Segment Reporting

The Company operates in and reports as a single operating segment, which is the design and manufacture of a wide range of engine powered products. Net sales are predominantly generated through the sale of generators and other engine powered products through various distribution channels. The Company manages and evaluates its operations as one segment primarily due to similarities in the nature of the products, production processes and methods of distribution. The Company's sales in the United States represent approximately 87% and 89%, respectively, of total sales for the three and nine months ended September 30, 2013. Approximately 90% and 98% of the company's identifiable long-lived assets are located in the United States as of September 30, 2013 and December 31, 2012, respectively.

The Company's product offerings consist primarily of power products with a range of power output geared for varying end customer uses. Residential power products and commercial & industrial power products are each a similar class of products based on similar power output and end customer usage. The breakout of net sales between residential, commercial & industrial, and other products is as follows:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2013	2012	2013	2012
Residential power products	\$ 192,728	\$ 190,974	\$ 644,588	\$ 489,454
Commercial & industrial power products	151,488	93,607	411,995	299,718
Other	19,053	16,005	52,946	45,112
Total	<u>\$ 363,269</u>	<u>\$ 300,586</u>	<u>\$ 1,109,529</u>	<u>\$ 834,284</u>

## 6. Balance Sheet Details

Inventories consist of the following:

	September 30, 2013	December 31, 2012
Raw materials	\$ 182,789	\$ 168,459
Work-in-process	10,064	8,580
Finished goods	109,818	55,777
Reserves for excess and obsolescence	(6,623)	(6,999)
Total	<u>\$ 296,048</u>	<u>\$ 225,817</u>

Property and equipment consists of the following:

	September 30, 2013	December 31, 2012
Land and improvements	\$ 6,831	\$ 6,511
Buildings and improvements	82,914	68,934
Machinery and equipment	49,956	42,581
Dies and tools	16,865	15,406
Vehicles	1,916	1,872
Office equipment	15,003	12,993
Leasehold improvements	2,150	1,393
Construction in progress	2,654	3,439
Gross property and equipment	178,289	153,129
Accumulated depreciation	(57,477)	(48,411)
Total	<u>\$ 120,812</u>	<u>\$ 104,718</u>

Other accrued liabilities consist of the following:

	September 30, 2013	December 31, 2012
Accrued commissions	\$ 10,628	\$ 7,467
Accrued interest	11,434	15,809
Product warranty obligations – short term	36,709	28,752
Accrued dividends for unvested restricted stock	2,477	3,957
Accrued volume rebates	6,890	7,991
Accrued customer prepayments	3,144	6,569
Other accrued selling expenses	9,430	7,753
Other accrued liabilities	2,458	7,783
Total	<u>\$ 83,170</u>	<u>\$ 86,081</u>

Other long-term liabilities consist of the following:

	September 30, 2013	December 31, 2012
Accrued pension costs	\$ 23,171	\$ 23,174
Product warranty obligations – long term	21,150	20,833
Other long-term liabilities	12,827	2,335
Total	<u>\$ 57,148</u>	<u>\$ 46,342</u>

## 7. Product Warranty Obligations

The Company records a liability for product warranty obligations at the time of sale to a customer based upon historical warranty experience. The Company also records a liability for specific warranty matters when they become known and are reasonably estimable. The Company's product warranty obligations are included in other accrued liabilities and other long-term liabilities in the condensed consolidated balance sheets. The Company recognizes the revenue from sales of extended warranties over the life of the contracts.

Changes in product warranty obligations are as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Balance at beginning of period	\$ 56,885	\$ 41,388	\$ 49,585	\$ 34,380
Payments, net of extended warranty receipts	(433)	(3,285)	(5,624)	(10,603)
Charged to operations	1,407	8,018	13,898	22,344
Balance at end of period	<u>\$ 57,859</u>	<u>\$ 46,121</u>	<u>\$ 57,859</u>	<u>\$ 46,121</u>

In 2013, as a result of improved warranty experience, warranty claims as a percent of sales has improved significantly, resulting in a favorable adjustment to warranty reserve with a corresponding favorable adjustment to warranty expense, in the amount of \$5,600 and \$12,300 for the three and nine month periods ending September 30, 2013, respectively.

The product warranty obligations are included in the condensed consolidated balance sheets as follows:

	September 30, 2013	December 31, 2012
Other accrued liabilities	\$ 36,709	\$ 28,752
Other long-term liabilities	21,150	20,833
Balance at end of period	<u>\$ 57,859</u>	<u>\$ 49,585</u>

## 8. Credit Agreements

Short-term borrowings are included in the balance sheets as follows:

	September 30, 2013	December 31, 2012
ABL facility	\$ -	\$ -
Other lines of credit, as described below	18,013	12,550
Total	<u>\$ 18,013</u>	<u>\$ 12,550</u>

Long-term borrowings are included in the balance sheets as follows:

	September 30, 2013	December 31, 2012
Term loan	\$ 1,200,000	\$ 897,750
Discount on debt	(13,193)	(16,482)
Capital lease obligation	2,534	-
Other	510	-
Total	<u>1,189,851</u>	<u>881,268</u>
Less current portion of debt	12,000	82,250
Less current portion of capital lease obligation	180	-
Total	<u>\$ 1,177,671</u>	<u>\$ 799,018</u>

On February 9, 2012, a subsidiary of the Company (“Borrower”) entered into a credit agreement (“Credit Agreement”) with certain commercial banks and other lenders. The Credit Agreement provided for borrowings under a \$150,000 revolving credit facility, a \$325,000 tranche A term loan facility and a \$250,000 tranche B term loan facility. The revolving credit facility and tranche A term loan facility were scheduled to mature in February 2017 and the tranche B term loan facility was scheduled to mature in February 2019. Proceeds received by the Company from loans made under the Credit Agreement were used to repay in full all outstanding borrowings under the former credit agreement, dated as of November 10, 2006, as amended from time to time, and for general corporate purposes. The Company’s former credit agreement was comprised of a revolving credit facility and a first-lien term loan which were scheduled to mature in November 2012 and November 2013, respectively.

On May 30, 2012, the Borrower amended and restated its then existing Credit Agreement by entering into a new credit agreement (“Term Loan Credit Agreement”) and a new revolving credit agreement (“ABL Credit Agreement”) with certain commercial banks and other lenders. The Term Loan Credit Agreement provided for a \$900,000 term loan B credit facility and a \$125,000 uncommitted incremental term loan facility (“Term Loan”). The ABL Credit Agreement provided for borrowings under a \$150,000 senior secured ABL revolving credit facility. The size of the ABL revolving credit facility could have increased by \$50,000 pursuant to an uncommitted incremental credit facility. The Term Loan Credit Agreement was scheduled to mature in May 2018 and the ABL Credit Agreement was scheduled to mature in May 2017. Proceeds received by the Company from loans made under the Term Loan Credit Agreement, together with cash on hand, were used to repay amounts outstanding under the Company’s previous Credit Agreement and pay a special cash dividend of \$6.00 per share on the Company’s common stock.

The Term Loan Credit Agreement amortized in equal installments of 0.25% of the original principal amount on the first day of April, July, October and January commencing on October 1, 2012 until the maturity date of the Term Loan. The interest rate on the Term Loan was based upon either a base rate plus an applicable margin of 4.00% or adjusted LIBOR rate plus an applicable margin of 5.00%, subject to a LIBOR floor of 1.25%.

On May 31, 2013, the Borrower amended and restated its then existing “Term Loan Credit Agreement” by entering into a new term loan credit agreement (“New Term Loan Credit Agreement”) with certain commercial banks and other lenders. The New Term Loan Credit Agreement provides for a \$1,200,000 term loan B credit facility (the “New Term Loan”) and includes a \$300,000 uncommitted incremental term loan facility. The New Term Loan Credit Agreement matures on May 31, 2020. Proceeds from the New Term Loan were used to repay amounts outstanding under the Company’s previous Term Loan Credit Agreement and to fund a special cash dividend of \$5.00 per share on the Company’s common stock (refer to Note 14 – Special Cash Dividend for additional details). Remaining funds from the New Term Loans were used for general corporate purposes and to pay related financing fees and expenses.

The New Term Loan is guaranteed by all of the Borrower’s wholly-owned domestic restricted subsidiaries, GAC and the Company, and is secured by associated collateral agreements which pledge a first priority lien on virtually all of the Borrower’s assets, including fixed assets and intangibles, and the assets of the guarantors (other than the Company), other than all cash, trade accounts receivable, inventory, and other current assets and proceeds thereof, which will be secured by a second priority lien.

The New Term Loan amortizes in equal installments of 0.25% of the original principal amount of the New Term Loan payable on the first day of April, July, October and January commencing on October 1, 2013 until the final maturity date of the New Term Loan on May 31, 2020. The New Term Loan initially bears interest at rates based upon either a base rate plus an applicable margin of 1.75% or adjusted LIBOR rate plus an applicable margin of 2.75%, subject to a LIBOR floor of 0.75%. Beginning in the second quarter of 2014, the applicable margin related to base rate loans can be reduced to 1.50% and the applicable margin related to LIBOR rate loans can be reduced to 2.50%, in each case, if the Borrower's net debt leverage ratio falls below 3.00 to 1.00.

The New Term Loan Credit Agreement contains restrictions on the Borrower's ability to pay distributions and dividends (but which permitted the payment of the special cash dividend described in Note 14 – Special Cash Dividend below.). Payments can be made by the Borrower to the Company or other parent companies for certain expenses such as operating expenses in the ordinary course, fees and expenses related to any debt or equity offering and to pay franchise or similar taxes. Dividends can be used to repurchase equity interests, subject to limitations in certain circumstances. Additionally, the New Term Loan Credit Agreement restricts the aggregate amount of dividends and distributions that can be paid and, in certain circumstances, requires pro forma compliance with certain fixed charge coverage ratios or gross leverage ratios, as applicable in order to pay certain dividends and distributions. The New Term Loan Credit Agreement also contains other affirmative and negative covenants that, among other things, limit the incurrence of additional indebtedness, liens on property, sale and leaseback transactions, investments, loans and advances, mergers or consolidations, asset sales, acquisitions, transactions with affiliates, prepayments of certain other indebtedness and modifications of our organizational documents. The New Term Loan Credit Agreement does not contain any financial maintenance covenants.

The New Term Loan Credit Agreement contains customary events of default, including, among others, nonpayment of principal, interest or other amounts, failure to perform covenants, inaccuracy of representations or warranties in any material respect, cross-defaults with other material indebtedness, certain undischarged judgments, the occurrence of certain ERISA or bankruptcy or insolvency events or the occurrence of a change in control (defined in the New Term Loan Credit Agreement). A bankruptcy or insolvency event of default will cause the obligations under the New Term Loan Credit Agreement to automatically become immediately due and payable.

Concurrent with the closing of the New Term Loan Credit Agreement, on May 31, 2013, the Borrower amended its existing ABL Credit Agreement (the "New ABL Credit Agreement"). The amendment provides for a one year extension of the maturity date in respect of the \$150,000 senior secured ABL revolving credit facility provided under the ABL Credit Agreement (the "ABL Facility"). The extended maturity date of the ABL Facility is May 31, 2018.

Borrowings under the ABL Facility are guaranteed by all of the Borrower's wholly-owned domestic restricted subsidiaries and GAC, and are secured by associated collateral agreements which pledge a first priority lien on all cash, trade accounts receivable, inventory, and other current assets and proceeds thereof, and a second priority lien on all other assets, including fixed assets and intangibles of the Borrower, certain domestic subsidiaries of the Borrower and the guarantors (other than the Company).

Borrowings under the ABL Facility continue to bear interest at rates based upon either a base rate plus an applicable margin of 1.00% or adjusted LIBOR rate plus an applicable margin of 2.00%, in each case, subject to adjustments based upon average availability under the ABL Facility. The New ABL Credit Agreement requires the Borrower to maintain a minimum consolidated fixed charge coverage ratio of 1.0x, tested on a quarterly basis, when Availability plus the amount of Qualified Cash (up to \$5,000) (as defined in the New ABL Credit Agreement) under the ABL Facility is less than the greater of (i) 10.0% of the Line Cap (as defined in the New ABL Credit Agreement) and (ii) \$10,000. The New ABL Credit Agreement also contains covenants and events of default substantially similar to those in the New Term Loan Credit Agreement, as described above. As of September 30, 2013, no amounts were outstanding under the ABL Facility. As of September 30, 2013, the Company had \$116,521 of unrestricted cash and cash equivalents and \$147,138 of availability under the ABL Facility, net of outstanding letters of credit.

On February 11, 2013, the Company made an \$80,000 voluntary prepayment of debt with available cash on hand that was applied to future principal amortizations on the Term Loan Credit Agreement. As a result, the Company wrote off \$1,839 of original issue discount and capitalized debt issuance costs during the first quarter of 2013. On May 2, 2013, the Company made an additional \$30,000 voluntary prepayment of existing debt with available cash on hand. As a result, the Company wrote off \$924 of original issue discount and capitalized debt issuance costs during the second quarter of 2013.

In connection with the May 31, 2013 refinancing and in accordance with ASC 470-50, *Debt Modifications and Extinguishments*, the Company capitalized \$21,824 of new debt issuance costs, recorded \$13,797 of fees paid to creditors as a debt discount, and expensed \$7,100 of transaction fees. The Company evaluated on a lender by lender basis if the debt related to returning lenders was significantly modified or not, resulting in the write-off of \$5,473 in unamortized debt issuance costs and original issue discount relating to the previous Term Loan Credit Agreement and ABL Credit Agreement. Amounts expensed are recorded as a loss on extinguishment of debt in the condensed consolidated statement of comprehensive income for the nine months ended September 30, 2013. The Company amortizes both the capitalized debt issuance costs and the original issue discount on its loans under the effective interest method.

As of September 30, 2013 and December 31, 2012, short-term borrowings consisted primarily of borrowings by our foreign subsidiaries on local lines of credit, which totaled \$18,013 and \$12,550, respectively.

## 9. Earnings Per Share

Basic earnings per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Except where the result would be anti-dilutive, dilutive earnings per share is calculated by assuming the vesting of unvested restricted stock and the exercise of stock options, as well as their related income tax benefits. The following table reconciles the numerator and the denominator used to calculate basic and diluted earnings per share:

	Three months ended September 30,		Six months ended September 30,	
	2013	2012	2013	2012
Numerator- net income	\$ 47,093	\$ 25,541	\$ 126,021	\$ 64,936
Denominator- weighted average shares				
Basic	68,198,006	67,415,363	68,026,705	67,308,758
Dilutive effect of stock compensation awards (1)	1,689,019	1,751,138	1,600,510	1,672,212
Diluted	69,887,025	69,166,501	69,627,215	68,980,970
Net income per share				
Basic	\$ 0.69	\$ 0.38	\$ 1.85	\$ 0.96
Diluted	\$ 0.67	\$ 0.37	\$ 1.81	\$ 0.94

(1) Excludes approximately 8,000 and 18,000 stock options for the three and nine month periods ended September 30, 2013, respectively, as the impact of such awards was anti-dilutive. Excludes approximately 2,000 and 259,000 stock options for the three and nine month periods ended September 30, 2012, respectively, as the impact of such awards was anti-dilutive.

## 10. Income Taxes

The effective income tax rates for the nine months ended September 30, 2013 and 2012 were 37.1% and 39.1%, respectively. The decrease in the effective income tax rate year-over-year is primarily due to the lower tax rate of a foreign subsidiary acquired during the fourth quarter of 2012 and the reinstatement of the federal research and development tax credit in 2013.

## 11. Benefit Plans

The Company has noncontributory salaried and hourly pension plans (collectively, "Pension Plans") covering certain of its employees. These plans were frozen to new participants effective December 31, 2008. Information related to the Pension Plans is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Components of net periodic pension expense:				
Interest cost	\$ 606	\$ 614	\$ 1,817	\$ 1,841
Expected return on plan assets	(630)	(600)	(1,890)	(1,799)
Amortization of net loss	277	228	831	683
Net periodic pension expense	\$ 253	\$ 242	\$ 758	\$ 725

## 12. Share Plans

During the nine months ended September 30, 2013, approximately 442,000 restricted stock awards vested. As permitted by the Company's equity incentive plan, these restricted stock awards were net-share settled such that the Company withheld shares with a value equivalent to the employees' minimum statutory obligation for the applicable income and other employment taxes. In effect, the Company repurchased, and classified as treasury stock, 163,099 of the issued shares at fair value (total cost of \$6,552), and used the cash on behalf of the employees to satisfy the tax withholding requirements. This tax amount, together with an additional \$5,916 of taxes paid related to the net share settlement of stock option exercises during the nine months ended September 30, 2013, is reflected as a cash outflow in the financing section of the condensed consolidated statement of cash flows.

Excess tax benefits of \$9,491 were recorded during the first three quarters of 2013 as a result of the stock activity discussed above. This amount is reflected as a cash inflow in the financing section of the condensed consolidated statement of cash flows.

### **13. Commitments and Contingencies**

The Company has an arrangement with a finance company to provide floor plan financing for selected dealers. The Company receives payment from the finance company after shipment of product to the dealer. The Company participates in the cost of dealer financing up to certain limits and has agreed to repurchase products repossessed by the finance company, but does not indemnify the finance company for any credit losses they incur. The amount financed by dealers which remained outstanding under this arrangement at September 30, 2013 and December 31, 2012 was approximately \$25,132 and \$16,600 respectively.

In the normal course of business, the Company is named as a defendant in various lawsuits in which claims are asserted against the Company. In the opinion of management, the liabilities, if any, which may result from such lawsuits are not expected to have a material adverse effect on the financial position, results of operations, or cash flows of the Company.

### **14. Special Cash Dividend**

On June 21, 2013, the Company used a portion of the proceeds from the May 31, 2013 debt refinancing (see Note 8 – Credit Agreements) to pay a special cash dividend of \$5.00 per share on its common stock, resulting in payments totaling \$340,772 to shareholders. The Company also recorded a liability of \$1,322, included in other accrued liabilities in the condensed consolidated balance sheet, for dividends declared on unvested restricted stock awards. Payment of these dividends will be made when the underlying restricted stock awards vest.

In connection with the special dividend, and pursuant to the terms of the Company's stock option plan, certain adjustments are required to be made to stock options outstanding under the plan in order to avoid dilution of the intended benefits which would otherwise result as a consequence of the special dividend. As such, the strike price for all outstanding stock option awards outstanding prior to the special dividend date was adjusted by the \$5.00 special dividend amount. There was no change to compensation expense as a result of this adjustment.

The balance of retained earnings as of the dividend declaration date was \$4,934. The dividends paid were first charged to retained earnings and dividends in excess of retained earnings were recorded as a reduction to additional paid-in capital.

### **15. Subsequent Events**

#### *Acquisition of Baldor*

On October 7, 2013, a subsidiary of the Company announced the signing of a purchase agreement with Baldor Electric Company ("Baldor"), a wholly-owned subsidiary of ABB Group, to acquire substantially all of the assets of Baldor's generator products division ("Baldor Generators"). Located in Oshkosh, Wisconsin, Baldor Generators offers a complete line of portable, mobile, standby and prime power generators ranging from 3kW to 2.5MW throughout North America. The transaction closed on November 1, 2013.

Since the acquisition did not close prior to September 30, 2013, the accompanying condensed consolidated financial statements do not reflect any adjustments related to the acquisition, although certain transactions costs relating to the acquisition are included in other expense in the condensed consolidated statement of operations for the three and nine months ended September 30, 2013.

#### *New Interest Rate Swaps*

The Company entered into two new interest rate swap agreements on October 23, 2013. The effective date of the first swap is July 1, 2014 with a notional amount of \$100,000, a fixed LIBOR rate of 1.7370% and an expiration date of July 1, 2018. The effective date of the second swap is July 1, 2014 with a notional amount of \$100,000, a fixed LIBOR rate of 1.7419% and an expiration date of July 1, 2018. Both swaps agreements require the counterparty to pay interest based upon a three month LIBOR rate subject to a LIBOR floor of 0.75%.



This quarterly report contains forward-looking statements that are subject to risks and uncertainties. Forward-looking statements give our current expectations and projections relating to our financial condition, results of operations, plans, objectives, future performance and business. You can identify forward-looking statements by the fact that they do not relate strictly to historical or current facts. These statements may include words such as "anticipate," "estimate," "expect," "forecast," "project," "plan," "intend," "believe," "confident," "may," "should," "can have," "likely," "future" and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events.

The forward-looking statements contained in this quarterly report are based on assumptions that we have made in light of our industry experience and on our perceptions of historical trends, current conditions, expected future developments and other factors we believe are appropriate under the circumstances. As you read and consider this report, you should understand that these statements are not guarantees of performance or results. They involve risks, uncertainties (some of which are beyond our control) and assumptions. Although we believe that these forward-looking statements are based on reasonable assumptions, you should be aware that many factors could affect our actual financial results and cause them to differ materially from those anticipated in the forward-looking statements. The forward-looking statements contained in this quarterly report include estimates regarding:

- our business, financial and operating results and future economic performance;
- proposed new product and service offerings; and
- management's goals, expectations and objectives and other similar expressions concerning matters that are not historical facts.

Factors that could affect our actual financial results and cause them to differ materially from those anticipated in the forward-looking statements include:

- demand for our products;
- frequency and duration of major power outages;
- availability, cost and quality of raw materials and key components used in producing our products;
- the impact on our results of the substantial increases in our outstanding indebtedness and related interest expense due to the dividend recapitalization transactions completed in May 2012 and 2013;
- the possibility that the expected synergies, efficiencies and cost savings of our acquisitions will not be realized, or will not be realized within the expected time period;
- the risk that our acquisitions will not be integrated successfully;
- difficulties we may encounter as our business expands globally;
- competitive factors in the industry in which we operate;
- our dependence on our distribution network;
- our ability to invest in, develop or adapt to changing technologies and manufacturing techniques;
- loss of our key management and employees;
- increase in product and other liability claims; and
- changes in environmental, health and safety laws and regulations.

Should one or more of these risks or uncertainties materialize, or should any of these assumptions prove incorrect, our actual results may vary in material respects from those projected in any forward-looking statements. A detailed discussion of these and other factors that may affect future results is contained in our filings with the Securities and Exchange Commission, including in Item 1A of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

Any forward-looking statement made by us in this report speaks only as of the date on which we make it. Factors or events that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to update any forward-looking statement, whether as a result of new information, future developments or otherwise, except as may be required by law.

We are a leading designer and manufacturer of a wide range of generators and other engine powered products for the residential, light commercial, industrial and construction markets. As the only significant market participant focused predominantly on these products, we have one of the leading market positions in the power equipment market in North America. We design, manufacture, source and modify engines, alternators, transfer switches and other components necessary for our products. Our products are fueled by natural gas, liquid propane, gasoline, diesel and Bi-Fuel™ and are available through a broad network of independent dealers, retailers, wholesalers, and equipment rental companies.

### **Business drivers and measures**

In operating our business and monitoring its performance, we pay attention to a number of industry trends, performance measures and operational factors. The statements in this section are based on our current expectations.

#### *Industry trends*

Our performance is affected by the demand for reliable power solutions by our customer base. This demand is influenced by several important trends affecting our industry, including the following:

*Increasing penetration opportunity.* Many potential customers are not aware of the costs and benefits of automatic backup power solutions. We estimate that penetration rates for residential products are approximately 3% of U.S. single-family detached, owner-occupied households with a home value of over \$100,000, as defined by the U.S. Census Bureau's 2011 American Housing Survey for the United States, and penetration rates of many light-commercial outlets such as restaurants, drug stores, and gas stations are significantly lower than penetration of hospitals and industrial locations. We believe that by expanding our distribution network, continuing to develop our product line, and targeting our marketing efforts, we can continue to build awareness and increase penetration for our standby generators.

*Impact of residential investment cycle.* The market for residential generators is affected by the residential investment cycle and overall consumer sentiment. When homeowners are confident of their household income or net worth, they are more likely to invest in their home. These trends can have a material impact on demand for residential generators. Trends in the new housing market can also impact demand for our residential products.

*Effect of large scale power disruptions.* Power disruptions are an important driver of consumer awareness and have historically influenced demand for generators. Increased frequency and duration of major power outage events caused by the aging U.S. power grid increases product awareness and may drive consumers to accelerate their purchase of a standby or portable generator during the immediate and subsequent period, which we believe may last for six to twelve months for standby generators. For example, multiple major outage events that occurred during 2012 drove strong demand for portable and home standby generators and the increased awareness of these products contributed to substantial revenue growth for us in the first half of 2013. While there are frequent power outages every year across all regions of the country, major outage activity is unpredictable by nature and, as a result, our sales levels and profitability may fluctuate from period to period.

*Impact of business capital investment cycle.* The market for commercial and industrial stationary and mobile generators and other power equipment is affected by the capital investment cycle and overall non-residential construction and durable goods spending, as businesses either add new locations or make investments to upgrade existing locations or equipment. These trends can have a material impact on demand for these products. The capital investment cycle may differ for the various industrial and commercial end markets that we serve (industrial, telecommunications, distribution, retail, health care facilities, construction, energy and municipal infrastructure, among others). The market for these products is also affected by general economic conditions and credit availability in the geographic regions that we serve.

#### *Operational factors*

We are subject to various factors that can affect our results of operations, which we attempt to mitigate through factors we can control, including continued product development, expanded distribution, pricing and cost control. Certain operational factors that affect our business include the following:

*New product start-up costs.* When we launch new products, we generally experience an increase in start-up costs, including engineering expenses, expediting costs, testing expenses, marketing expenses and warranty costs, resulting in lower gross margins after the initial launch of a new product. Margins on new product introductions generally increase over the life of the product as these start-up costs decline and we focus our engineering efforts on product cost reduction.

*Effect of commodity, currency and component price fluctuations.* Industry-wide price fluctuations of key commodities, such as steel, copper and aluminum and other components we use in our products, together with foreign currency fluctuations, can have a material impact on our results of operations. We have historically attempted to mitigate the impact of rising commodity, currency and component prices through improved product design and sourcing, manufacturing efficiencies, price increases and select economic hedging transactions. Our results are also influenced by changes in fuel prices in the form of freight rates, which in some cases are borne by our customers and in other cases are paid by us.

*Other factors*

Other factors that affect our results of operations include the following:

*Factors influencing interest expense.* Interest expense can be impacted by a variety of factors, including market fluctuations in LIBOR, interest rate election periods, interest rate swap agreements and repayments of indebtedness. Interest expense increased during the first nine months of 2013 compared to the first nine months of 2012, primarily due to an increase in outstanding debt and the weighted-average cost of debt associated with the Term Loan Credit Agreement. We refer you to Note 8, "Credit Agreements" of our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional details.

*Factors influencing provision for income taxes and cash taxes paid.* We had \$1.1 billion of tax-deductible goodwill and intangible asset amortization remaining as of December 31, 2012 related to our acquisition by CCMP in 2006 that we expect to generate cash tax savings of \$422 million through 2021, assuming continued profitability and a 39% tax rate. The recognition of the tax benefit associated with these assets for tax purposes is expected to be \$122 million annually through 2020 and \$102 million in 2021, which generates annual cash tax savings of \$48 million through 2020 and \$40 million in 2021, assuming profitability and a 39% tax rate. As a result of the asset acquisition of the Magnum Products business in the fourth quarter of 2011, we had approximately \$52.1 million of incremental tax deductible goodwill and intangible assets remaining as of December 31, 2012. We expect these assets to generate cash tax savings of \$20.3 million through 2026 assuming continued profitability and a 39% tax rate. The amortization of these assets for tax purposes is expected to be \$3.8 million annually through 2025 and \$2.8 million in 2026, which generates an additional annual cash tax savings of \$1.5 million through 2025 and \$1.1 million in 2026, assuming profitability and a 39% tax rate. Based on current business plans, we believe that our cash tax obligations through 2026 will be significantly reduced by these tax attributes.

Additionally, we had federal net operating loss, or NOL, carry-forwards of approximately \$52.7 million as of December 31, 2012, which we expect to generate an additional \$18.5 million of federal cash tax savings at a 35% federal rate when utilized. The Company believes based on current business plans that it will utilize available NOLs during the current year and will have federal and state cash tax obligations for 2013 and forward.

However, any subsequent accumulations of common stock ownership leading to a change of control under Section 382 of the U.S. Internal Revenue Code of 1986, including through sales of stock by large stockholders, all of which are outside of our control, could limit and defer our ability to utilize our net operating loss carry-forwards, increasing cash tax obligations for 2013 while reducing obligations in subsequent years.

In the second quarter of 2013, the dividend recapitalization discussed under "Liquidity and financial condition" was completed. After considering the increased debt and related interest expense, the Company believes it will still generate sufficient taxable income to fully utilize the tax attributes discussed above.

*Seasonality.* Although there is demand for our products throughout the year, in each of the past three years approximately 16% to 25% of our net sales occurred in the first quarter, 20% to 24% in the second quarter, 26% to 30% in the third quarter and 27% to 34% in the fourth quarter, with different seasonality depending on the timing of major power outage activity in each year, such as the outage activity experienced in the third and fourth quarters of both 2011 and 2012. Due to the significant demand and awareness created by the outage events in the second half of 2012, our historical seasonality patterns may not apply in 2013.

We maintain a flexible production and supply chain schedule in order to respond to outage-driven peak demand, but typically increase production levels in the second and third quarters of each year.

**Results of operations****Three and nine months ended September 30, 2013 compared to three and nine months ended September 30, 2012**

The following table sets forth our consolidated statement of operations data for the periods indicated:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net sales	\$ 363,269	\$ 300,586	\$ 1,109,529	\$ 834,284
Cost of goods sold	223,806	184,773	685,651	520,037
Gross profit	139,463	115,813	423,878	314,247
Operating expenses:				
Selling and service	24,295	26,409	83,048	73,657
Research and development	7,183	6,456	20,892	17,214
General and administrative	13,693	11,435	40,158	30,699
Amortization of intangibles	7,003	12,389	19,533	36,902
Total operating expenses	52,174	56,689	163,631	158,472
Income from operations	87,289	59,124	260,247	155,775
Total other expense, net	(13,244)	(17,257)	(59,989)	(49,105)
Income before provision for income taxes	74,045	41,867	200,258	106,670
Provision for income taxes	26,952	16,326	74,237	41,734
Net income	\$ 47,093	\$ 25,541	\$ 126,021	\$ 64,936
Residential power products	\$ 192,728	\$ 190,974	\$ 644,588	\$ 489,454
Commercial & industrial power products	151,488	93,607	411,995	299,718
Other	19,053	16,005	52,946	45,112
Net sales	\$ 363,269	\$ 300,586	\$ 1,109,529	\$ 834,284

*Net sales.* Net sales increased \$62.7 million, or 20.9%, to \$363.3 million for the three months ended September 30, 2013 from \$300.6 million for the three months ended September 30, 2012. Residential product sales for the third quarter of 2013 increased to \$192.7 million from \$191.0 million for the comparable period in 2012. Shipments of home standby generators increased during the quarter due to a combination of factors including the additional awareness and adoption created by major power outages in recent years, the Company's expanded distribution, increased sales and marketing initiatives, overall strong operational execution and a more favorable environment for residential investment. The strength in home standby generators was partially offset by a decline in shipments of portable generators due to less severe power outage events relative to prior year. In addition, increased revenue from power washer products contributed to the year-over-year sales growth in residential products. Commercial & industrial ("C&I") product sales for the third quarter of 2013 increased 61.8% to \$151.5 million from \$93.6 million for the comparable period in 2012. Organic net sales increased at a strong double-digit rate during the current year quarter primarily driven by strong shipments to national account customers and increased sales of natural gas generators used in light commercial/retail applications. In addition, the Ottomotores acquisition, which closed in December 2012, and the Tower Light acquisition, which closed in August 2013, contributed to the year-over-year growth in C&I products.

Net sales increased \$275.2 million, or 33.0%, to \$1,109.5 million for the nine months ended September 30, 2013 from \$834.3 million for the nine months ended September 30, 2012. Residential product sales increased 31.7% to \$644.6 million from \$489.5 million for the comparable period in 2012. The increase in sales was primarily driven by increases in shipments for both home standby and portable generators, due to a combination of factors including the additional awareness and adoption created by major power outages in recent years, the Company's expanded distribution, increased sales and marketing initiatives, overall strong operational execution and an improving environment for residential investment. Commercial & industrial product sales increased 37.5% to \$412.0 million from \$299.7 million for the comparable period in 2012. The growth was primarily due to the factors affecting commercial & industrial product sales described above.

**Gross profit.** Gross profit increased \$23.7 million, or 20.4%, to \$139.5 million for the three months ended September 30, 2013 from \$115.8 million for the three months ended September 30, 2012. Gross profit margin for the third quarter of 2013 was 38.4% compared to 38.5% in the third quarter of 2012. Gross margin was impacted by the mix impact from the addition of Ottomotores sales along with a higher mix of organic C&I product sales, which was mostly offset by the positive impact from a moderation in commodity costs and continued execution of cost-reduction initiatives.

Gross profit increased \$109.6 million, or 34.9%, to \$423.9 million for the nine months ended September 30, 2013 from \$314.2 million for the nine months ended September 30, 2012. Gross profit margin for the first three quarters of 2013 was 38.2% compared to 37.7% in the first three quarters of 2012. Gross margin improved over the prior year due to the combination of improved product mix, improved pricing and a moderation in product costs due to lower commodities and execution of cost-reduction initiatives. These margin improvements were partially offset by the mix impact from the addition of Ottomotores sales.

**Operating expenses.** Operating expenses decreased \$4.5 million, or 8.0%, to \$52.2 million for the three months ended September 30, 2013 from \$56.7 million for the three months ended September 30, 2012. The expense reduction was driven primarily by warranty rate improvements resulting in a favorable adjustment to warranty reserves in the amount of \$5.6 million, which impacted selling and service expense, as well as a decline in the amortization of intangibles. These reductions were partially offset by the addition of operating expenses associated with the Ottomotores and Tower Light businesses, and increased sales, engineering and administrative infrastructure to support the strategic growth initiatives and higher baseline sales levels of the Company.

Operating expenses increased \$5.2 million, or 3.3%, to \$163.6 million for the nine months ended September 30, 2013 from \$158.5 million for the nine months ended September 30, 2012. These additional expenses were driven primarily by operating expenses associated with the Ottomotores and Tower Light businesses, and increased sales, engineering and administrative infrastructure to support the strategic growth initiatives and higher baseline sales levels of the Company. These operating expense increases were partially offset by warranty rate improvements resulting in a favorable adjustment to warranty reserves in the amount of \$12.3 million, which impacted selling and service expense, and reduced amortization of intangibles.

**Other expense.** Other expenses decreased \$4.0 million, or 23.3%, to \$13.2 million for the three months ended September 30, 2013 from \$17.3 million for the three months ended September 30, 2012, primarily due to a decline in interest expense. Interest expense in the third quarter of 2013 declined to \$12.5 million compared to \$16.9 million in the same period last year. The decline was primarily the result of a reduction in interest rate from the current-year refinancing completed in May 2013.

Other expenses increased \$10.9 million, or 22.2% to \$60.0 million for the nine months ended September 30, 2013 from \$49.1 million for the nine months ended September 30, 2012. The increase was a result of higher debt levels and interest rates compared to the prior year period.

**Provision for income taxes.** Income tax expense was \$27.0 million for the three months ended September 30, 2013 compared to \$16.3 million for the three months ended September 30, 2012. Income tax expense was \$74.2 million for the nine months ended September 30, 2013 compared to \$41.7 million for the nine months ended September 30, 2012. The increase in income tax expense was primarily driven by the increase in income during the first three quarters of 2013 compared to the first three quarters of 2012, partially offset by a lower effective tax rate. The decrease in the effective income tax rate year-over-year is primarily due to the lower tax rate of a foreign subsidiary acquired during the fourth quarter of 2012 and the reinstatement of the federal research and development tax credit in 2013.

**Net income.** As a result of the factors identified above, we generated net income of \$47.1 million for the three months ended September 30, 2013 compared to \$25.5 million for the three months ended September 30, 2012.

As a result of the factors identified above, we generated net income of \$126.0 million for the nine months ended September 30, 2013 compared to \$64.9 million for the nine months ended September 30, 2012.

**Adjusted EBITDA.** Adjusted EBITDA, as defined in the accompanying reconciliation schedules, increased \$24.2 million, or 31.7%, to \$100.5 million for the three months ended September 30, 2013 from \$76.3 million for the three months ended September 30, 2012. Adjusted EBITDA increased \$92.3 million, or 44.7%, to \$299.0 million for the nine months ended September 30, 2013 from \$206.7 million for the nine months ended September 30, 2012.

**Adjusted Net Income.** Adjusted Net Income, as defined in the accompanying reconciliation schedules, of \$76.0 million for the three months ended September 30, 2013 increased 40.4% from \$54.1 million for the three months ended September 30, 2012. Adjusted Net Income increased \$66.3 million, or 41.4%, to \$226.4 million for the nine months ended September 30, 2013 from \$160.1 million for the nine months ended September 30, 2012.

See “Non-GAAP measures” for a discussion of how we calculate these non-GAAP measures and limitations on their usefulness.

## Liquidity and financial condition

Our primary cash requirements include payment for our raw material and component supplies, salaries & benefits, operating expenses, interest and principal payments on our debt, and capital expenditures. We finance our operations primarily through cash flow generated from operations and, if necessary, borrowings under our revolving credit facilities.

On May 31, 2013, Generac Power Systems amended and restated its then existing Term Loan Credit Agreement by entering into the New Term Loan Credit Agreement. The New Term Loan Credit Agreement provides for a \$1.2 billion New Term Loan and includes a \$300.0 million uncommitted incremental term loan facility. The New Term Loan Credit Agreement matures on May 31, 2020. Proceeds from the New Term Loan were used to repay the Company's previous Term Loan Credit Agreement and to fund a special cash dividend of \$5.00 per share on the Company's common stock ("dividend recapitalization"). Remaining funds from the New Term Loans were used for general corporate purposes and to pay related financing fees and expenses. The New Term Loan initially bears interest at rates based upon either a base rate plus an applicable margin of 1.75% or adjusted LIBOR rate plus an applicable margin of 2.75%, subject to a LIBOR floor of 0.75%. Beginning in the second quarter of 2014, the applicable margin related to base rate loans can be reduced to 1.50% and the applicable margin related to LIBOR rate loans can be reduced to 2.50%, in each case, if the Borrower's net debt leverage ratio falls below 3.00 to 1.00.

For more information regarding our credit agreements and their potential impact, we refer you to Note 8, "Credit Agreements" of our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q.

At September 30, 2013, we had cash and cash equivalents of \$116.5 million, and \$147.1 million of availability under our revolving credit facility, net of outstanding letters of credit and outstanding borrowings. On August 1, 2013, we used a substantial portion of our cash on hand to acquire the equity of Tower Light SRL and its wholly-owned subsidiaries (collectively, "Tower Light"). We refer you to Note 4, "Acquisitions" of our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional details. In the fourth quarter of 2013, we used a substantial portion of our cash on hand to acquire substantially all of the assets of the Baldor generator products division of Baldor Electric Company, a wholly owned subsidiary of ABB Group.

### Long-term liquidity

We believe that our cash flow from operations and our availability under our revolving credit facility, combined with our relatively low ongoing capital expenditure requirements and favorable tax attributes, provides us with sufficient capital to continue to grow our business in the future. We will use a significant portion of our cash flow to pay interest and principal on our outstanding debt, impacting the amount available for working capital, capital expenditures and other general corporate purposes. As we continue to expand our business, we may in the future require additional capital to fund working capital, capital expenditures or acquisitions.

### Nine months ended September 30, 2013 compared to nine months ended September 30, 2012

The following table summarizes our cash flows by category for the periods presented:

(Dollars in thousands)	Nine months ended September 30,		\$ Change	% Change
	2013	2012		
Net cash provided by operating activities	\$ 155,213	\$ 129,224	\$ 25,989	20.1%
Net cash used in investing activities	\$ (85,889)	\$ (15,681)	\$ (70,208)	(447.7)%
Net cash used in financing activities	\$ (60,773)	\$ (148,703)	\$ 87,930	59.1%

Net cash provided by operating activities was \$155.2 million for the nine months ended September 30, 2013 compared to \$129.2 million for the nine months ended September 30, 2012. This year-over-year increase was primarily driven by strong operating earnings partially offset by increased working capital investments, such as increases in inventory levels to support higher production rates, seasonal build requirements, and rapid response to increased demand.

Net cash used in investing activities was \$85.9 million for the nine months ended September 30, 2013 compared to \$15.7 million for the nine months ended September 30, 2012. This included cash payments of \$14.3 million used for the purchase of property and equipment and \$80.3 million for the acquisition of the Tower Light businesses, partially offset by cash proceeds of \$2.3 million from the sale of a business and \$6.3 million relating to the finalization of the Ottomores purchase price. Net cash used in investing activities during the nine months ended September 30, 2012 primarily related to the purchase of property and equipment and acquisition activity.

Net cash used in financing activities was \$60.8 million for the nine months ended September 30, 2013, primarily representing the net cash impact of debt prepayments and the dividend recapitalization transaction that occurred during the first half of 2013, including cash proceeds from long-term borrowings of \$1,200.0 million offset by \$897.9 million of long-term borrowing repayments. The Company paid \$21.9 million for transaction fees incurred in connection with the dividend recapitalization transaction. Following the refinancing, the Company paid a special cash dividend of \$5.00 per share (\$340.8 million) on the Company's common stock (incremental to the \$2.6 million cash dividends paid during the first quarter of 2013). In addition, the Company paid \$12.5 million in taxes related to the net share settlement of equity awards which was partially offset by approximately \$9.5 million of excess tax benefits of equity awards. Finally, the Company received net cash proceeds of \$16.0 million from short-term borrowings, which were offset by approximately \$10.5 million of short-term borrowing repayments.

Net cash used in financing activities was \$148.7 million for the nine months ended September 30, 2012, primarily representing the net cash impact of our refinancing activities and dividend recapitalization transaction during the first half of 2012, including gross proceeds from long-term borrowings of \$1,455.6 million offset by \$1,172.9 million of long-term borrowing repayments. The Company made \$25.7 million of cash payments for transaction fees incurred in connection with these refinancing transactions. Following the refinancing, the Company paid a special cash dividend of \$6.00 per share (\$404.3 million) on the Company's common stock during the second quarter of 2012.

### **Contractual Obligations**

There have been no material changes to our contractual obligations since the March 13, 2013 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, except as set forth in the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013.

### **Off-balance sheet arrangements**

There have been no material changes with regards to off-balance sheet arrangements since the March 13, 2013 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

### **Critical accounting policies**

There have been no material changes in our critical accounting policies since the March 13, 2013 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

As discussed in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, in preparing the financial statements in accordance with accounting principles generally accepted in the U.S., we are required to make estimates and assumptions that have an impact on the asset, liability, revenue and expense amounts reported. These estimates can also affect our supplemental information disclosures, including information about contingencies, risk and financial condition. We believe, given current facts and circumstances, that our estimates and assumptions are reasonable, adhere to accounting principles generally accepted in the U.S., and are consistently applied. Inherent in the nature of an estimate or assumption is the fact that actual results may differ from estimates and estimates may vary as new facts and circumstances arise. We make routine estimates and judgments in determining net realizable value of accounts receivable, inventories, property, plant and equipment, and prepaid expenses. We believe that our most critical accounting estimates and assumptions are in the following areas: goodwill and other indefinite-lived intangible asset impairment assessment, defined benefit pension obligations, estimates of allowance for doubtful accounts, excess and obsolete inventory reserves, product warranty, other contingencies, derivative accounting, income taxes, and share based compensation.

### **Non-GAAP measures**

#### *Adjusted EBITDA*

Adjusted EBITDA represents net income before interest expense, taxes, depreciation and amortization, as further adjusted for the other items reflected in the reconciliation table set forth below. The computation of adjusted EBITDA is based on the definition of EBITDA contained in Generac's New Term Loan Credit Agreement and New ABL Credit Agreement, dated as of May 31, 2013, which is substantially the same definition that was contained in the Company's previous credit agreements.

We view Adjusted EBITDA as a key measure of our performance. We present Adjusted EBITDA not only due to its importance for purposes of our New Term Loan Credit Agreement and New ABL Credit Agreement but also because it assists us in comparing our performance across reporting periods on a consistent basis because it excludes items that we do not believe are indicative of our core operating performance. Our management uses Adjusted EBITDA:

- for planning purposes, including the preparation of our annual operating budget and developing and refining our internal projections for future periods;
- to allocate resources to enhance the financial performance of our business;
- as a benchmark for the determination of the bonus component of compensation for our senior executives under our management incentive plan, as described further in our 2013 Proxy Statement;
- to evaluate the effectiveness of our business strategies and as a supplemental tool in evaluating our performance against our budget for each period; and
- in communications with our board of directors and investors concerning our financial performance.

We believe Adjusted EBITDA is used by securities analysts, investors and other interested parties in the evaluation of our company. Management believes the disclosure of Adjusted EBITDA offers an additional financial metric that, when coupled with U.S. GAAP results and the reconciliation to U.S. GAAP results, provides a more complete understanding of our results of operations and the factors and trends affecting our business. We believe Adjusted EBITDA is useful to investors for the following reasons:

- Adjusted EBITDA and similar non-GAAP measures are widely used by investors to measure a company's operating performance without regard to items that can vary substantially from company to company depending upon financing and accounting methods, book values of assets, tax jurisdictions, capital structures and the methods by which assets were acquired;
- investors can use Adjusted EBITDA as a supplemental measure to evaluate the overall operating performance of our company, including our ability to service our debt and other cash needs; and
- by comparing our Adjusted EBITDA in different historical periods, our investors can evaluate our operating performance excluding the impact of items described below.

The adjustments included in the reconciliation table listed below are provided for under our New Term Loan Credit Agreement and New ABL Credit Agreement and also are presented to illustrate the operating performance of our business in a manner consistent with the presentation used by our management and board of directors. These adjustments eliminate the impact of a number of items that:

- we do not consider indicative of our ongoing operating performance, such as non-cash write-down and other charges, non-cash gains and write-offs relating to the retirement of debt, severance costs and other restructuring-related business optimization expenses;
- we believe to be akin to, or associated with, interest expense, such as administrative agent fees, revolving credit facility commitment fees and letter of credit fees;
- are non-cash in nature, such as share-based compensation; or
- were eliminated following the consummation of our initial public offering.

We explain in more detail in footnotes (a) through (c) below why we believe these adjustments are useful in calculating Adjusted EBITDA as a measure of our operating performance.

Adjusted EBITDA does not represent, and should not be a substitute for, net income or cash flows from operations as determined in accordance with U.S. GAAP. Adjusted EBITDA has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Some of the limitations are:

- Adjusted EBITDA does not reflect our cash expenditures, or future requirements for capital expenditures or contractual commitments;
- Adjusted EBITDA does not reflect changes in, or cash requirements for, our working capital needs;
- Adjusted EBITDA does not reflect the significant interest expense, or the cash requirements necessary to service interest or principal payments, on our debt;
- although depreciation and amortization are non-cash charges, the assets being depreciated and amortized will often have to be replaced in the future, and Adjusted EBITDA does not reflect any cash requirements for such replacements;
- several of the adjustments that we use in calculating Adjusted EBITDA, such as non-cash write-down and other charges, while not involving cash expense, do have a negative impact on the value of our assets as reflected in our consolidated balance sheet prepared in accordance with U.S. GAAP; and
- other companies may calculate Adjusted EBITDA differently than we do, limiting its usefulness as a comparative measure.



Furthermore, as noted above, one of our uses of Adjusted EBITDA is as a benchmark for determining elements of compensation for our senior executives. At the same time, some or all of these senior executives have responsibility for monitoring our financial results generally, including the items that are included as adjustments in calculating Adjusted EBITDA (subject ultimately to review by our board of directors in the context of the board's review of our quarterly financial statements). While many of the adjustments (for example, transaction costs and credit facility fees), involve mathematical application of items reflected in our financial statements, others involve a degree of judgment and discretion. While we believe all of these adjustments are appropriate, and while the quarterly calculations are subject to review by our board of directors in the context of the board's review of our quarterly financial statements and certification by our chief financial officer in a compliance certificate provided to the lenders under our New Term Loan Credit Agreement and New ABL Credit Agreement, this discretion may be viewed as an additional limitation on the use of Adjusted EBITDA as an analytical tool.

Because of these limitations, Adjusted EBITDA should not be considered as a measure of discretionary cash available to us to invest in the growth of our business. We compensate for these limitations by relying primarily on our U.S. GAAP results and using Adjusted EBITDA only supplementally.

The following table presents a reconciliation of net income to Adjusted EBITDA:

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income	\$ 47,093	\$ 25,541	\$ 126,021	\$ 64,936
Interest expense	12,494	16,933	42,432	32,501
Depreciation and amortization	9,846	14,510	27,502	43,018
Income taxes provision	26,952	16,326	74,237	41,734
Non-cash write-down and other charges (a)	(782)	(391)	35	(141)
Non-cash share-based compensation expense (b)	3,279	2,764	9,471	8,021
Loss on extinguishment of debt	-	-	15,336	14,308
Transaction costs and credit facility fees (c)	1,125	391	3,028	1,810
Other	61	214	904	494
Adjusted EBITDA	<u>\$ 100,068</u>	<u>\$ 76,288</u>	<u>\$ 298,966</u>	<u>\$ 206,681</u>

(a) Represents the following non-cash charges:

- for the three and nine months ended September 30, 2013 and 2012, unrealized mark-to-market adjustments on commodity contracts, losses on disposals of assets and an adjustment to an earn-out obligation in connection with a permitted business acquisition, as defined in our credit agreement;

We believe that adjusting net income for these non-cash charges is useful for the following reasons:

- The loss on disposals of assets described above result from the sale of assets that are no longer useful in our business and therefore represent losses that are not from our core operations;
- The adjustments for unrealized mark-to-market gains and losses on commodity contracts represent non-cash items to reflect changes in the fair value of forward contracts that have not been settled or terminated. We believe it is useful to adjust net income for these items because the charges do not represent a cash outlay in the period in which the charge is incurred, although Adjusted EBITDA must always be used together with our U.S. GAAP statements of income and cash flows to capture the full effect of these contracts on our operating performance;

(b) Represents share-based compensation expense to account for stock options, restricted stock and other stock awards over their vesting period;

(c) Represents transaction costs incurred directly in connection with any investment, as defined in our credit agreement, equity issuance or debt issuance or refinancing, together with certain fees relating to our senior secured credit facilities, such as:

- administrative agent fees and revolving credit facility commitment fees under our senior secured credit facilities, which we believe to be akin to, or associated with, interest expense and whose inclusion in Adjusted EBITDA is therefore similar to the inclusion of interest expense in that calculation;
- transaction costs relating to the acquisition of a business;
- other financing costs incurred related to the dividend recapitalization transaction;

Adjusted Net Income is defined as net income before provision for income taxes adjusted for the following items: cash income tax expense, amortization of intangible assets, amortization of deferred financing costs and original issue discount related to the Company's debt, losses on extinguishment of the Company's debt, intangible asset impairment charges (as applicable), transaction costs and other purchase accounting adjustments, and certain non-cash gains and losses as reflected in the reconciliation table set forth below (as applicable).

We believe Adjusted Net Income is used by securities analysts, investors and other interested parties in the evaluation of our company operations. Management believes the disclosure of Adjusted Net Income offers an additional financial metric that, when used in conjunction with U.S. GAAP results and the reconciliation to U.S. GAAP results, provides a more complete understanding of our results of operations, our cash flows, and the factors and trends affecting our business.

The adjustments included in the reconciliation table listed below are presented to illustrate the operating performance of our business in a manner consistent with the presentation used by investors and securities analysts. Similar to the Adjusted EBITDA reconciliation, these adjustments eliminate the impact of a number of items we do not consider indicative of our ongoing operating performance or cash flows, such as amortization costs, transaction costs and write-offs relating to the retirement of debt. We also make adjustments to present cash taxes paid as a result of our favorable tax attributes.

Similar to Adjusted EBITDA, Adjusted Net Income does not represent, and should not be a substitute for, net income or cash flows from operations as determined in accordance with U.S. GAAP. Adjusted Net Income has limitations as an analytical tool, and you should not consider it in isolation, or as a substitute for analysis of our results as reported under U.S. GAAP. Some of the limitations are:

- Adjusted Net Income does not reflect changes in, or cash requirements for, our working capital needs;
- although amortization is a non-cash charge, the assets being amortized may have to be replaced in the future, and Adjusted Net Income does not reflect any cash requirements for such replacements;
- other companies may calculate Adjusted Net Income differently than we do, limiting its usefulness as a comparative measure.

(Dollars in thousands)	Three months ended September 30,		Nine months ended September 30,	
	2013	2012	2013	2012
Net income	\$ 47,093	\$ 25,541	\$ 126,021	\$ 64,936
Provision for income taxes	26,952	16,326	74,237	41,734
Income before provision for income taxes	74,045	41,867	200,258	106,670
Amortization of intangible assets	7,003	12,389	19,533	36,902
Amortization of deferred financing costs and original issue discount	1,220	1,156	3,547	2,515
Loss on extinguishment of debt	-	-	15,336	14,308
Transaction costs and other purchase accounting adjustments (a)	977	(111)	2,154	1,181
Adjusted net income before provision for income taxes	83,245	55,301	240,828	161,576
Cash income tax expense (b)	(9,510)	(1,156)	(16,680)	(1,483)
Adjusted net income	\$ 73,735	\$ 54,145	\$ 224,148	\$ 160,093
Adjusted net income per common share - diluted:	\$ 1.06	\$ 0.78	\$ 3.22	\$ 2.32
Weighted average common shares outstanding - diluted:	69,887,025	69,166,501	69,627,215	68,980,970

(a) Represents transaction costs incurred directly in connection with any investment, as defined in our credit agreement, equity issuance or debt issuance or refinancing. Also includes certain purchase accounting adjustments.

(b) Amount for the three and nine months ended September 30, 2013 is based on an anticipated cash income tax rate of approximately 9% for the full year-ended 2013.

## **New Accounting Standards**

In February 2013, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) No. 2013-02, *Comprehensive Income (Topic 220): Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (“ASU 2013-02”). This guidance is the culmination of the FASB’s deliberation on reporting reclassification adjustments from accumulated other comprehensive income (AOCI). The amendments in ASU 2013-02 do not change the current requirements for reporting net income or other comprehensive income. However, the amendments require disclosure of amounts reclassified out of AOCI in its entirety, by component, on the face of the statement of operations or in the notes thereto. Amounts that are not required to be reclassified in their entirety to net income must be cross-referenced to other disclosures that provide additional detail. This standard is effective prospectively for annual and interim reporting periods beginning after December 15, 2012. The Company’s adoption of this standard did not have a material impact on the Company’s financial condition or results of operations.

In July 2013, the FASB issued ASU No. 2013-10, *Inclusion of the Fed Funds Effective Swap Rate (or Overnight Index Swap Rate) as a Benchmark Interest Rate for Hedge Accounting Purposes* (“ASU 2013-10”). ASU 2013-10 permits the Fed Funds Effective Swap Rate to be used as a U.S. benchmark interest rate for hedge accounting purposes, in addition to the United States Treasury rate and London Interbank Offered Rate (“LIBOR”). In addition, the restriction on using different benchmark rates for similar hedges is removed. The provisions of ASU 2013-10 are effective prospectively for qualifying new or redesignated hedging relationships entered into on or after July 17, 2013. The adoption of ASU 2013-10 did not have a material impact on the Company’s financial condition or results of operations.

Except as noted, there have been no material changes since the March 13, 2013 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

### **Item 3. Quantitative and Qualitative Disclosures about Market Risk**

We refer you to Note 2, “Derivative Instruments and Hedging Activities,” of our condensed consolidated financial statements included in Part I, Item 1 of this Quarterly Report on Form 10-Q for a discussion of changes in commodity, currency and interest rate related risks and hedging activities. In other respects, there have been no material change in market risk from the information provided in Item 7A (Quantitative and Qualitative Disclosures About Market Risk) of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012.

### **Item 4. Controls and Procedures**

#### **Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of our disclosure controls and procedures, as such term is defined under Rule 13a-15(e) or 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended, or the Exchange Act. Based on this evaluation, our principal executive officer and our principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

#### **Changes in Internal Control Over Financial Reporting**

There have been no changes during the three months ended September 30, 2013 in our internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **Item 1. Legal Proceedings**

From time to time, we are involved in legal proceedings primarily involving product liability and employment matters and general commercial disputes arising in the ordinary course of our business. As of September 30, 2013, we believe that there is no litigation pending that would have a material effect on our results of operations or financial condition.

### **Item 1A. Risk Factors**

There have been no material changes in our risk factors since the March 13, 2013 filing of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, except as set forth in the Company’s Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013.

### **Item 6. Exhibits**

See “Exhibit Index” for documents filed herewith and incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

GENERAC HOLDINGS INC.

/s/ YORK A. RAGEN

By:

\_\_\_\_\_  
YORK A. RAGEN  
*Chief Financial Officer*  
*(Duly Authorized Officer and Principal Financial and Accounting Officer)*

Dated: November 5, 2013

<b>Exhibits Number</b>	<b>Description</b>
31.1*	Certification of Chief Executive Officer pursuant to Rule 13a-14 Securities Exchange Act Rules 13a-14(a) and 15d-14(a), pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of Chief Financial Officer pursuant to Rule 13a-14 Securities Exchange Act Rules 13a-14(a) and 15d-14(a), pursuant to section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
32.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002.
101*	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013 formatted in Extensible Business Reporting Language (XBRL): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Comprehensive Income, (iii) the Condensed Consolidated Statements of Cash Flows, and (iv) related Notes to Condensed Consolidated Financial Statements

\* Filed herewith.

\*\* Furnished herewith.

+ Indicates management contract or compensatory plan or arrangement.

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a), AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, Aaron Jagdfeld, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Generac Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2013

/s/ Aaron Jagdfeld

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Name: Aaron Jagdfeld  
Title: Chief Executive Officer

**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
SECURITIES EXCHANGE ACT RULES 13a-14(a) AND 15d-14(a), AS ADOPTED  
PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, York A. Ragen, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Generac Holdings Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 5, 2013

/s/ York A. Ragen

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Name: York A. Ragen  
Title: Chief Financial Officer

**CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of Generac Holdings Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2013

/s/ Aaron Jagdfeld

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Name: Aaron Jagdfeld  
Title: Chief Executive Officer



**CERTIFICATION OF THE CHIEF FINANCIAL OFFICER  
PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED  
BY SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of Generac Holdings Inc. (the "Company"), does hereby certify that to my knowledge:

1. the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2013 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and
2. the information contained in the Company's quarterly report on Form 10-Q for the fiscal quarter ended September 30, 2013 fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 5, 2013

/s/ York A. Ragen

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Name: York A. Ragen

Title: *Chief Financial Officer*