

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

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

Generac Holdings Inc.

(Exact name of registrant as specified in its charter)

Delaware

20-5654756

(State or other jurisdiction of incorporation or organization)

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

S45 W29290 Hwy 59

Waukesha, Wisconsin 53189

(Address of Principal Executive Offices) (Zip Code)

**GENERAC HOLDINGS INC.
AMENDED AND RESTATED 2019 EQUITY INCENTIVE PLAN**

(Full title of the plan)

Raj Kanuru

Executive Vice President, General Counsel, and Secretary

Generac Holdings Inc. S45 W29290 Hwy 59

Waukesha, Wisconsin 53189 (262) 544-4811

(Name, address and telephone number, including area code, of agent for service)

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

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

The stockholders of Generac Holdings Inc. (the “Company”) approved the Generac Holdings Inc. Amended and Restated 2019 Equity Incentive Plan (the “Amended and Restated Plan”) on June 13, 2024. The purpose of this Registration Statement is to register 3,900,000 additional shares of Common Stock, \$0.01 par value, of the Company in connection with the Amended and Restated Plan.

Pursuant to General Instruction E of Form S-8, the contents of the Company’s prior Registration Statement on Form S-8 ([Reg. No. 333-233050](#)) is incorporated by reference into this Registration Statement, except to the extent amended or superseded by the information set forth in this Registration Statement.

PART II-INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference into this Registration Statement the following documents filed with the Securities and Exchange Commission (the “Commission”):

- (1) The Company’s Annual Report on Form 10-K for the year ended [December 31, 2023](#) (the “2023 Annual Report”), including information specifically incorporated by reference into the 2023 Annual Report from the Company’s definitive proxy statement on Schedule 14A for the Company’s 2024 Annual Meeting of Stockholders filed with the Commission on [April 29, 2024](#).
- (2) The Company’s Quarterly Reports on Form 10-Q for the quarters ended [March 31, 2024](#), [June 30, 2024](#), and [September 30, 2024](#).
- (3) The Company’s Current Reports on Form 8-K filed with the Commission on [June 17, 2024](#), [July 5, 2024](#), [July 31, 2024](#), and [October 31, 2024](#).
- (4) The description of the Company’s Common Stock contained in [Exhibit 4.2](#) to the Company’s Annual Report on Form 10-K for the year ended December 31, 2019, and any amendment or report filed for the purpose of further updating such description.

Item 5. Interests of Named Experts and Counsel.

Mr. Kanuru, Executive Vice President, General Counsel and Secretary of the Company, has given his opinion about certain legal matters affecting the shares of the Company’s Common Stock registered under this Registration Statement. Mr. Kanuru is eligible to participate in the Company’s equity compensation plans, including the Amended and Restated Plan and, as of November 5, 2024, he was the beneficial owner of 13,925 shares of the Company’s Common Stock. Mr. Kanuru does not have any options or units to acquire shares of the Company’s Common Stock that will vest within sixty days of November 5, 2024.

Item 8. Exhibits.

The exhibits filed herewith or incorporated herein by reference are set forth in the attached Exhibit Index.

EXHIBIT INDEX

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|------|---|
| 4.1 | Third Amended and Restated Certificate of Incorporation of Generac Holdings Inc. (incorporated by reference to Exhibit 3.1 of the Company’s Annual Report on Form 10-K for the fiscal year ended December 31, 2009). |
| 4.2 | Amended and Restated Bylaws of Generac Holdings, Inc. (incorporated by reference to Exhibit 3.2 of the Company’s Current Report on Form 8-K filed with the SEC on March 10, 2023). |
| 5 | Opinion of Raj Kanuru, EVP, General Counsel, and Secretary (filed herewith). |
| 10.1 | Generac Holdings Inc. Amended and Restated 2019 Equity Incentive Plan (incorporated by reference to Appendix A to the Definitive Proxy Statement on Schedule 14A of the Company filed with the Commission on April 29, 2024). |
| 23.1 | Consent of Independent Registered Public Accounting Firm (filed herewith). |
| 23.2 | Consent of Raj Kanuru, EVP, General Counsel, and Secretary (included in Exhibit 5). |
| 24 | Power of Attorney (included on the signature page hereto). |
| 107 | Filing Fee Table (filed herewith). |
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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waukesha, State of Wisconsin, on November 5, 2024.

GENERAC HOLDINGS INC.

By: /s/ Aaron P. Jagdfeld
Aaron Jagdfeld
Chairman, President, and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on November 5, 2024. Each person whose signature appears below hereby constitutes and appoints each of Joe Kavalary and Raj Kanuru, with full power to each to act without the other, his or her true and lawful attorney-in-fact and agent with full power of substitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign one or more Registration Statements on Form S-8, and any and all amendments (including post-effective amendments) thereto, relating to the offering of common stock of Generac Holdings Inc. pursuant to the Generac Holdings Inc. Amended and Restated 2019 Equity Incentive Plan, and to file the same with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, and to file the same with such other authorities as necessary, granting unto each such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each such attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

<u>Name</u>	<u>Title</u>
<u>/s/ AARON P. JAGDFELD</u> Aaron P. Jagdfeld	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>
<u>/s/ YORK A. RAGEN</u> York A. Ragen	Chief Financial Officer and Chief Accounting Officer <i>(Principal Financial and Accounting Officer)</i>
<u>/s/ BENNETT J. MORGAN</u> Bennett J. Morgan	Lead Director
<u>/s/ MARCIA J. AVEDON</u> Marcia J. Avedon	Director
<u>/s/ JOHN D. BOWLIN</u> John D. Bowlin	Director
<u>/s/ ROBERT D. DIXON</u> Robert D. Dixon	Director
<u>/s/ WILLIAM D. JENKINS, JR.</u> William D. Jenkins, Jr.	Director
<u>/s/ ANDREW G. LAMPEREUR</u> Andrew G. Lampereur	Director
<u>/s/ NAM T. NGUYEN</u> Nam T. Nguyen	Director
<u>/s/ DAVID A. RAMON</u> David A. Ramon	Director
<u>/s/ KATHRYN V. ROEDEL</u> Kathryn V. Roedel	Director
<u>/s/ DOMINICK P. ZARCONE</u> Dominick P. Zarcone	Director

November 5, 2024

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

Ladies and Gentlemen:

I am the General Counsel of Generac Holdings Inc., a Delaware corporation (the “Company”). I refer to the Registration Statement on Form S-8 (the “Registration Statement”) being filed by the Company with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Act”), relating to the registration of the offer, issuance and sale by the Company of up to an additional 3,900,000 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”), which may be issued pursuant to the General Holdings Inc. Amended and Restated 2019 Equity Incentive Plan (the “Amended and Restated Plan”).

For purposes of this opinion letter, I have examined the Amended and Restated Plan, the Registration Statement, the Third Amended and Restated Certificate of Incorporation, as currently in effect, and the Amended and Restated Bylaws, as currently in effect, of the Company, the resolutions of the Company’s board of directors authorizing the issuance of the Shares and such corporate and other records, agreements, instruments, certificates of public officials and documents as I have deemed necessary as a basis for the opinions hereinafter expressed and have made such examination of statutes as I have deemed relevant and necessary in connection with the opinions hereinafter expressed. As to facts material to this opinion letter, I have relied upon certificates, statements, or representations of public officials, of officers and representatives of the Company and of others, without any independent verification thereof.

In my examination, I have assumed: (i) the legal capacity of all natural persons; (ii) the genuineness of all signatures; (iii) the authenticity of all documents submitted to me as originals; (iv) the conformity to original documents of all documents submitted to me as certified, conformed, photostatic or facsimile copies; (v) the authenticity of the originals of such latter documents; (vi) the truth, accuracy and completeness of the information, representations and warranties contained in the records, documents, instruments, certificates and records I have reviewed; and (vii) the absence of any undisclosed modifications to the agreements and instruments I have reviewed.

Based upon the foregoing, I am of the opinion that:

1. The Company is a corporation duly organized and validly existing under the laws of the State of Delaware.
2. The shares of Common Stock covered by the Registration Statement have been duly authorized and, when issued by the Company pursuant to the terms and conditions of the Amended and Restated Plan, and as contemplated by the Registration Statement, will be validly issued, fully paid and nonassessable.

I hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, I do not thereby admit that I am an expert within the meaning of Section 11 of the Act or within the category of persons whose consent is required under Section 7 of said Act.

Respectfully submitted,

/s/ Raj Kanuru

Raj Kanuru
Executive Vice President, General Counsel, and Secretary

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 21, 2024, relating to the consolidated financial statements of Generac Holdings Inc., and the effectiveness of Generac Holdings, Inc.'s internal control over financial reporting, appearing in the Annual Report on Form 10-K of Generac Holdings Inc. for the year ended December 31, 2023.

/s/ Deloitte & Touche LLP
Milwaukee, Wisconsin
November 5, 2024

CALCULATION OF FILING FEE TABLE

Form S-8

(Form Type)

Generac Holdings Inc.

(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered(1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	457(c) and 457(h)	3,900,000(2)	\$ 163.38(3)	\$ 637,182,000	0.00015310	\$ 97,552.56
Total Offering Amounts					\$ 637,182,000		\$ 97,552.56
Total Fee Offsets							\$ 0
Net Fee Due							\$ 97,552.56

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional shares of Common Stock that become issuable under the Generac Holdings Inc. Amended and Restated 2019 Equity Incentive Plan (the "Amended and Restated Plan") by reason of any stock split, stock dividend or other similar transaction effected without the receipt of consideration which results in an increase in the number of shares of outstanding Common Stock.

(2) Represents shares of Common Stock registered pursuant to the Amended and Restated Plan.

(3) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h) of the Securities Act. The proposed maximum offering price per share is calculated on the basis of \$163.38, the average of the high and low price of the Company's Common Stock on October 31, 2024, as reported on the New York Stock Exchange, which is within five business days prior to filing this Registration Statement.