

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>MURRAY STEPHEN</u>  (Last) (First) (Middle) <u>C/O CCMP CAPITAL ADVISORS, LLC</u> <u>245 PARK AVENUE</u>  (Street) <u>NEW YORK NY 10167</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>GENERAC HOLDINGS INC. [ GNRC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/20/2013</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	02/20/2013		S		10,000,000	D	\$34.6	23,512,998	I	See Footnote <sup>(1)</sup>
Common Stock, par value \$0.01 per share								5,905	D <sup>(2)</sup>	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

**Explanation of Responses:**

- See Exhibit 99.1
- Under the terms of the contractual arrangements among the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital (collectively, the "CCMP Fund Entities"), Mr. Murray is deemed to hold these shares for the benefit of the CCMP Fund Entities and must vote or dispose of such shares upon the direction of CCMP Capital. CCMP Capital is, therefore, deemed to indirectly beneficially own such shares. Mr. Murray disclaims beneficial ownership of the securities to the extent it exceeds his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.

**Remarks:**

Exhibit 99.1

/s/ Stephen Murray 02/22/2013

\*\* Signature of Reporting Person Date

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

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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

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

The amount shown represents the beneficial ownership of the Issuer's common stock by (i) CCMP Capital Investors II, L.P. ("CCMP Capital Investors"), (ii) CCMP Capital Investors (Cayman) II, L.P. ("CCMP Cayman" and together with CCMP Capital Investors, the "CCMP Capital Funds") and (iii) CCMP Generac Co-Invest, L.P. ("Generac Co-Invest"). CCMP Capital Associates L.P. ("CCMP Capital Associates") is the general partner of the CCMP Capital Funds. CCMP Capital, LLC ("CCMP Capital") wholly-owns (x) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP"), the general partner of CCMP Capital Associates, and (y) Generac Co-Invest GP, LLC ("Generac Co-Invest GP"), the general partner of Generac Co-Invest. Mr. Murray is a member of a CCMP Capital investment committee that makes voting and disposition decisions with respect to the Issuer's common stock beneficially owned by CCMP Capital. As a consequence of his being a member of such CCMP Capital investment committee, Mr. Murray may be deemed to beneficially own the listed shares. The actual pro rata portion of beneficial ownership of any shares held by the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital that may be deemed attributable to Mr. Murray is not readily determinable because it is subject to several variables, including the internal rate of return and vesting of interests within CCMP Capital Associates and the CCMP Capital Funds. Except for a de minimus pecuniary interest attributable to Generac Co-Invest GP, Mr. Murray has no pecuniary interest in the shares held by Generac Co-Invest. Mr. Murray disclaims beneficial ownership of all of the listed securities to the extent it exceeds his pecuniary interest therein and the inclusion of the shares in this report shall not be deemed to be an admission of beneficial ownership of the reported shares for the purposes of Section 16 or otherwise.