

Brenneman Greg Dean  
 Form 3  
 February 10, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

|   |         |                                      |   |  |
|---|---------|--------------------------------------|---|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                              |  |
| Â CCMP Capital, LLC                       |         | (Month/Day/Year)                     | GENERAC HOLDINGS INC. [GNRC]  |  |
| (Last)                                    | (First) | (Middle)                             | 02/10/2010  |  |
| 245 PARK AVENUE                           |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                                | 5. If Amendment, Date Original Filed(Month/Day/Year)                             |
| (Street)                                  |         |                                      | (Check all applicable)  |  |
| NEW YORK, Â NY Â 10167                    |         |                                      | <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line)                       |
| (City)                                    | (State) | (Zip)                                | <input type="checkbox"/> Officer <input type="checkbox"/> Other                 | <input type="checkbox"/> Form filed by One Reporting Person                      |
|   |         |                                      | (give title below) (specify below)  | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4)          | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|---|--|---|
| Common Stock, par value \$0.01 per share | 39,907,438  | D <u>(1)</u>   | Â   |
| Common Stock, par value \$0.01 per share | 24,195,367  | D <u>(2)</u>   | Â   |
| Common Stock, par value \$0.01 per share | 3,225,209   | D <u>(3)</u>   | Â   |
| Common Stock, par value \$0.01 per share | 12,477,487  | D <u>(4)</u>   | Â   |
| Common Stock, par value \$0.01 per share | 9,375   | I  | See footnote <u>(5)</u>                               |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|--|--|--|--|---|
|   | Date<br>Exercisable  | Expiration<br>Date   | Title  | Amount or<br>Number of<br>Shares   |   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| CCMP Capital, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167                        | ^             | ^ X       | ^       | ^     |
| CCMP Capital Investors II, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167          | ^             | ^ X       | ^       | ^     |
| CCMP Capital Investors (Cayman) II, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167 | ^             | ^ X       | ^       | ^     |
| CCMP Capital Associates, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167            | ^             | ^ X       | ^       | ^     |
| CCMP Capital Associates GP, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167          | ^             | ^ X       | ^       | ^     |
| CCMP Generac Co-Invest, L.P.<br>245 PARK AVENUE<br>NEW YORK, NY 10167             | ^             | ^ X       | ^       | ^     |
| CCMP Generac Co-Invest GP, LLC<br>245 PARK AVENUE<br>NEW YORK, NY 10167           | ^             | ^ X       | ^       | ^     |
| Brenneman Greg Dean<br>245 PARK AVENUE<br>NEW YORK, NY 10167                      | ^             | ^ X       | ^       | ^     |

## Signatures

|  |            |
|--|------------|
| CCMP Capital, LLC /s/ Timothy Walsh, Managing Director   | 02/10/2010 |
| **Signature of Reporting Person  | Date       |
| CCMP Capital Investors II, L.P. By: CCMP Capital Associates, L.P., its general partner By:<br>CCMP Capital Associates GP, LLC /s/ Timothy Walsh, Managing Director | 02/10/2010 |
| **Signature of Reporting Person  | Date       |
|  | 02/10/2010 |

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CCMP Capital Investors (Cayman) II, L.P. By: CCMP Capital Associates, L.P., its general partner By: CCMP Capital Associates GP, LLC, its general partner /s/ Timothy Walsh, Managing Director

\_\_Signature of Reporting Person

Date

CCMP Capital Associates, L.P., By: CCMP Capital Associates GP, LLC, its general partner /s/ Timothy Walsh, Managing Director

02/10/2010

\_\_Signature of Reporting Person

Date

CCMP Capital Associates GP, LLC /s/ Timothy Walsh, Managing Director

02/10/2010

\_\_Signature of Reporting Person

Date

CCMP Generac Co-Invest, L.P. By: CCMP Generac Co-Invest GP, LLC, its general partner /s/ Timothy Walsh, Managing Director

02/10/2010

\_\_Signature of Reporting Person

Date

CCMP Generac Co-Invest GP, LLC /s/ Timothy Walsh, Managing Director

02/10/2010

\_\_Signature of Reporting Person

Date

/s/ Greg D. Brenneman

02/10/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

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

- (1) See Exhibit 99.
- (2) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Capital Investors.
- (3) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by CCMP Cayman.
- (4) The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by Generac Co-Invest.

The amount shown represents the beneficial ownership of shares of the Issuer's common stock owned by Stephen Murray, Timothy Walsh and Stephen McKenna, which were issued to each of them in their capacity as directors of the Issuer, because CCMP Capital may be deemed to have voting and dispositive power over such shares as a result of the contractual arrangements among the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital, which provide that these 9,375 shares are to be held for the benefit of the CCMP Funds and these shares are to be voted or disposed of at the direction of CCMP Capital.

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### Remarks:

ExhibitÂ ListÂ ExhibitÂ 99

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

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