

Forsythe Patrick John
 Form 4
 September 14, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN 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 *
 Forsythe Patrick John

2. Issuer Name and Ticker or Trading Symbol
 GENERAC HOLDINGS INC.
 [GNRC]

5. Relationship of Reporting Person(s) to Issuer
 (Check all applicable)

(Last) (First) (Middle)
 S45 W29290 HWY.59, C/O
 GENERAC HOLDINGS INC.
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 09/14/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP - Global Engineering

WAUKESHA, WI 53189

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--------|---|--|-----------------------------------|------------|-------|
| | | | | Code | V | Amount | | | | (A) or (D) | Price |
| Common Stock | 09/14/2018 | | M | | | 4,077 | A | \$ 40.12 | 25,835 | D | |
| Common Stock | 09/14/2018 | | S | | | 4,077 | D | \$ 57.0432 (1) | 21,758 | D | |
| Common Stock | 09/14/2018 | | M | | | 9,733 | A | \$ 33.23 | 31,491 | D | |
| Common Stock | 09/14/2018 | | S | | | 9,733 | D | \$ 57.05 (2) | 21,758 | D | |
| | 09/14/2018 | | M | | | 31,340 | A | \$ 28.36 | 53,098 | D | |

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Common
Stock

Common Stock 09/14/2018 S 31,340 D \$ 57.0475 21,758 D
(3)

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

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 control number.

SEC 1474
(9-02)

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 Underlying Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 40.12 | 09/14/2018 | | M | 4,077 | <u>(4)</u> 03/01/2027 | Common Stock | 4,077 |
| Stock Option (Right to Buy) | \$ 33.23 | 09/14/2018 | | M | 9,733 | <u>(5)</u> 02/18/2026 | Common Stock | 9,733 |
| Stock Option (Right to Buy) | \$ 28.36 | 09/14/2018 | | M | 31,340 | <u>(6)</u> 08/10/2025 | Common Stock | 31,340 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Forsythe Patrick John
S45 W29290 HWY.59
C/O GENERAC HOLDINGS INC.
WAUKESHA, WI 53189

EVP - Global Engineering

Signatures

/s/ Raj Kanuru, as Attorney
in Fact

09/14/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
 - (1) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.74 to 57.64, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.76 to 57.64, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
 - (2) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.76 to 57.64, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
 - (3) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$56.77 to 57.64, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.
 - (4) The option provides for vesting in four equal annual installments beginning on March 1, 2018, subject in each case to Mr. Forsythe's continued employment with Generac Holdings Inc. through the vesting date.
 - (5) The option provides for vesting in four equal annual installments beginning on February 18, 2017, subject in each case to Mr. Forsythe's continued employment with Generac Holdings Inc. through the vesting date.
 - (6) The option provides for vesting in four equal annual installments beginning on August 10, 2016, subject in each case to Mr. Forsythe's continued employment with Generac Holdings Inc. through the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.