GENERAC HOLDINGS INC.

Form SC 13G February 14, 2011

# SECURITIES AND EXCHANGE COMMISSION WASHINGTON, D.C. 20549

SCHEDULE 13G

(RULE 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. )\*

### GENERAC HOLDINGS INC.

(Name of Issuer)

Common Stock, par value \$0.01 per share (Title of class of securities)

368736 104 (CUSIP number)

December 31, 2010 (Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

0	Rule 13d-1(b)
0	Rule 13d-1(c)
X	Rule 13d-1(d)

<sup>\*</sup>The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on Following Pages
Page 1

CUSIP No	. 36	8736 104	13G		Page 2	
1	NAME OF R	EPORTING PEI	RSON CCMP Capi	ital Investors II, L	P.	
2	CHECK THE (See Instruction		E BOX IF A MEMBER OF	F A GROUP		(a) [ ] (b) [X]
3	SEC USE ON	ILY				(b) [A]
4	CITIZENSHI	P OR PLACE O	OF ORGANIZATION 1	Delaware		
SI BENE OW I REF	EACH REPO	6 S 7 S 8 S I E AMOUNT BE RTING PERSO	REGATE AMOUNT IN RO	YER 0* 24,195,367*  SY 24,195,367*		[ ]
11	PERCENT O	F CLASS REPR	RESENTED BY AMOUNT	IN ROW (9)	35.8%	
12	TYPE OF RE	PORTING PER	SON (See Instructions)	PN		
* SEE ITE	M 4 ON PAGE	13.				
2 of 19						

CUSIP No.	. 30	68736 104	13G		Page 3	
1	NAME OF F	REPORTING PERS	OON CCMP Capita	al Investors (Ca	yman) II, L.P.	
2	CHECK THI (See Instruct		BOX IF A MEMBER OF A	A GROUP		(a) [ ] (b) [X]
3	SEC USE O	NLY				(0) [11]
4	CITIZENSH	IP OR PLACE OF	ORGANIZATION Ca	ayman Islands		
SI BENE OW I REF	EACH REPO	6 SH 7 SO 8 SH PO FE AMOUNT BEN ORTING PERSON	DLE VOTING POWER IARED VOTING POWER DLE DISPOSITIVE POWE IARED DISPOSITIVE DWER IEFICIALLY OWNED BY GATE AMOUNT IN ROW	R 0* 3,225,209* 3,225,209*	ES	[ ]
11	PERCENT C	OF CLASS REPRES	SENTED BY AMOUNT II	N ROW (9)	4.8%	
12	TYPE OF RI	EPORTING PERSO	ON (See Instructions)	FI		
* SEE ITE.	M 4 ON PAGI	E 13.				

CUSIP No.	368	3736 104	13G		Page 4	
1	NAME OF RE	EPORTING PERS	SON CCMP Capital .	Associates, L.I	o.	
2	CHECK THE (See Instruction		BOX IF A MEMBER OF A	GROUP	(a) [ ]	
3	SEC USE ON	LY			(b) [X	J
4	CITIZENSHII	P OR PLACE OF	ORGANIZATION Dela	aware		
SH BENE OW E REP	EACH REPOR	6 SI 7 SC 8 SI PC E AMOUNT BEN RTING PERSON	EGATE AMOUNT IN ROW (	27,420,576* 27,420,576*		
11		ARES (See Instr	·	DOW (0)	[]	
12			ON (See Instructions)	PN	40.6%	
* SEE ITE!	M 4 ON PAGE	13.				
<del></del>						

CUSIP No.	. 368	8736 104	13G	Page 5	
1	NAME OF RE	EPORTING PERS	SON CCMP Capital	Associates GP, LLC	
2	CHECK THE (See Instruction		BOX IF A MEMBER OF A	(a) [ ]	
3	SEC USE ON	LY		(b) [X]	
4	CITIZENSHII	P OR PLACE OF	ORGANIZATION Dela	aware	
SI BENE OW I REF	MBER OF HARES EFICIALLY NED BY EACH PORTING SON WITH AGGREGAT	6 SI 7 SC 8 SI PC	OLE VOTING POWER HARED VOTING POWER OLE DISPOSITIVE POWER HARED DISPOSITIVE OWER	27,420,576*	
10	CHECK BOX	RTING PERSON  IF THE AGGRE IARES (See Instr	EGATE AMOUNT IN ROW (	(9) EXCLUDES	
11	PERCENT OF	F CLASS REPRE	SENTED BY AMOUNT IN	ROW (9) 40.6%	
12	TYPE OF RE	PORTING PERS	ON (See Instructions)	00	
* SEE ITE	M 4 ON PAGE	13.			

CUSIP No.	. 368	736 104		13G		Page 6	
1	NAME OF RE	PORTING P	ERSON	CCMP Genera	c Co-Invest, L	.P.	
2	CHECK THE (See Instruction		TE BOX IF A	MEMBER OF A	GROUP		(a) [ ] (b) [X]
3	SEC USE ONI	LY					(b) [A]
4	CITIZENSHIF	OR PLACE	OF ORGANIZ	ZATION Del	laware		
SH BENE OW E REF	EACH REPOR	RTING PERS IF THE AGO	SOLE DISPO SHARED DI POWER BENEFICIALI ON GREGATE AM	OTING POWER OSITIVE POWER	12,477,487* 12,477,487*		[ ]
11	PERCENT OF	CLASS REI	PRESENTED E	BY AMOUNT IN	ROW (9)	18.5%	
12	TYPE OF REF	PORTING PE	ERSON (See In	structions)	PN		
* SEE ITE	M 4 ON PAGE	13.					
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CUSIP No.	. 36	8736 104		13G		Page 7	
1	NAME OF RI	EPORTING P	ERSON	CCMP Genera	c Co-Invest G	P, LLC	
2	CHECK THE (See Instruction		ATE BOX IF A	MEMBER OF A	GROUP		(a) [ ]
3	SEC USE ON	LY					(b) [X]
4	CITIZENSHI	P OR PLACE	OF ORGANIZ	ZATION Del	aware		
SI BENE OW I REF	EACH REPO	RTING PERS	SOLE DISPO SHARED DIS POWER BENEFICIALL SON GREGATE AM	TING POWER SITIVE POWER	12,477,487* 12,477,487*		[ ]
11	PERCENT O	F CLASS REI	PRESENTED B	SY AMOUNT IN	ROW (9)	18.5%	
12	TYPE OF RE	PORTING PE	ERSON (See Ins	structions)	00		
* SEE ITE	M 4 ON PAGE	13.					
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CUSIP No.	36	68736 104	13G	I	Page 8
1 2		EPORTING PERS	SON CCMP Capital, BOX IF A MEMBER OF A		
	(See Instructi	ions)	BOX II A MEMBER OF A	GROOT	(a) [ ] (b) [X]
3	SEC USE Of	NLY			
4	CITIZENSH	IP OR PLACE OF	ORGANIZATION Dela	aware	
	IBER OF	5 SC	OLE VOTING POWER	0*	
	IARES		HARED VOTING POWER	39,907,438*	
	FICIALLY		OLE DISPOSITIVE POWER		
	NED BY EACH		HARED DISPOSITIVE OWER	39,907,438*	
	ORTING	PC	JWER		
	ON WITH				
1 LKS	OIV WIIII				
9	AGGREGAT	TE AMOUNT BEN	NEFICIALLY OWNED BY	39,907,438*	
	EACH REPO	ORTING PERSON			
10			EGATE AMOUNT IN ROW (	(9) EXCLUDES	
	CERTAIN S.	HARES (See Instr	uctions)		[]
11	PERCENT C	F CLASS REPRE	SENTED BY AMOUNT IN	ROW (9)	59.1%
	12102111			110 11 (5)	23.170
12	TYPE OF RE	EPORTING PERS	ON (See Instructions)	OO	
* CEE ITE!	M 4 ON PAGE	F 13			
SEE HE	WI 4 ON I AGI	2 13.			
8 of 19					

CUSIP No.	. 36	58736 104	13G	I	Page 9
1	NAME OF R	EPORTING PERS	ON Stephen Murray	,	
2	CHECK THE (See Instructi		BOX IF A MEMBER OF A	GROUP	(a) [ ]
3	SEC USE ON	NLY			(b) [X]
4	CITIZENSHI	IP OR PLACE OF	ORGANIZATION New	York	
SH BENE OW E REP	MBER OF HARES FICIALLY NED BY EACH PORTING ON WITH	6 SH 7 SO 8 SH	OLE VOTING POWER LARED VOTING POWER OLE DISPOSITIVE POWER LARED DISPOSITIVE OWER	0* 39,907,438* 0* 39,907,438*	
9		TE AMOUNT BEN PRTING PERSON	EFICIALLY OWNED BY	39,907,438*	
10		X IF THE AGGREO HARES (See Instru	GATE AMOUNT IN ROW (actions)	9) EXCLUDES	[ ]
11	PERCENT O	F CLASS REPRES	SENTED BY AMOUNT IN I	ROW (9)	59.1%
12	TYPE OF RE	EPORTING PERSO	ON (See Instructions)	IN	
* SEE ITE	M 4 ON PAGE	E 13.			
9 of 19					

CUSIP No.	368	3736 104	13G	Paş	ge 10
1	NAME OF RE	EPORTING PERS	SON Timothy Walsh		
2	CHECK THE (See Instruction		BOX IF A MEMBER OF A	GROUP	(a) [ ] (b) [X]
3	SEC USE ON	LY			(b) [A]
4	CITIZENSHIE	OR PLACE OF	ORGANIZATION New	York	
SH BENE OW E REP	EACH REPOR	6 SI 7 SC 8 SI PC E AMOUNT BEN	GATE AMOUNT IN ROW (	39,907,438* 39,907,438*	[ ]
11	PERCENT OF	CLASS REPRE	SENTED BY AMOUNT IN	ROW (9)	59.1%
12	TYPE OF REI	PORTING PERS	ON (See Instructions)	IN	
* SEE ITE!	M 4 ON PAGE	13.			
10 01 19					

CUSIP No.	36873	6 104	13G		Page 11
1	NAME OF REPO	DRTING PERSO	ON Greg D. Bren	nneman	
2	CHECK THE AF		BOX IF A MEMBER OF	A GROUP	(a) [ ] (b) [X]
3	SEC USE ONLY				(0) [A]
4	CITIZENSHIP C	R PLACE OF (	ORGANIZATION N	lew York	
SH BENE OWI E REP	EACH REPORT	6 SH 7 SO 8 SH PO  MOUNT BENI ING PERSON  THE AGGREO	OLE VOTING POWER IARED VOTING POWER DLE DISPOSITIVE POWE IARED DISPOSITIVE OWER IEFICIALLY OWNED BY IGATE AMOUNT IN ROV	ER 0* 39,907,438*  Y 39,907,438*	ES [ ]
11	PERCENT OF C	LASS REPRES	SENTED BY AMOUNT I	N ROW (9)	59.1%
12	TYPE OF REPO	RTING PERSO	ON (See Instructions)	IN	
* SEE ITEN	M 4 ON PAGE 13.				

#### ITEM 1. NAME OF ISSUER; ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

- (a) (b) This statement on Schedule 13G (this "Schedule 13G") is being filed with respect to shares of common stock, par value \$0.01 per share ("Common Stock"), of Generac Holdings Inc., a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is \$45 W29290 Hwy. 59, Waukesha, Wisconsin 53189.
- ITEM 2. NAME OF PERSON FILING; ADDRESS OR PRINCIPAL BUSINESS OFFICE; CITIZENSHIP; TITLE OF CLASS OF SECURITIES; CUSIP NO.
- (a) This Schedule 13G is being filed 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");
- (iii) CCMP Capital Associates, L.P. ("CCMP Capital Associates");
- (iv) CCMP Capital Associates GP, LLC ("CCMP Capital Associates GP");
- (v) CCMP Generac Co-Invest, L.P. ("Generac Co-Invest");
- (vi) CCMP Generac Co-Invest GP, LLC ("Generac Co-Invest GP");
- (vii) CCMP Capital, LLC ("CCMP Capital"); and
- (viii) Stephen Murray, Timothy Walsh and Greg D. Brenneman (Messrs. Murray, Walsh and Brenneman, together with the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP, Generac Co-Invest, Generac Co-Invest GP and CCMP Capital, the "Reporting Persons"), each in his capacity as 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.

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2011, a copy of which is filed with this Schedule 13G as Exhibit A, pursuant to which each have agreed to file this statement jointly in accordance with the provisions of 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(b) The principal business office of each of the Reporting Persons other than CCMP Cayman and Mr. Brenneman is:

c/o CCMP Capital, LLC 245 Park Avenue New York, NY 10167

The principal business office for CCMP Cayman is:

c/o Walkers SPV Limited PO Box 908 GT Walker House, George Town Grand Cayman, Cayman Islands

The principal business office for Mr. Brenneman is:

c/o CCMP Capital, LLC 24 Waterway Avenue Suite 750 The Woodlands, Texas 77380

- (c) Citizenship of the Reporting Persons:
- (i) CCMP Capital Investors, CCMP Capital Associates, CCMP Capital Associates GP, Generac Co-Invest, Generac Co-Invest GP and CCMP Capital: Delaware;

- (ii) CCMP Cayman: Cayman Islands; and
- (iii) Messrs. Murray, Walsh and Brenneman: United States.
  - (d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

368736 104

ITEM IF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK THE 3. APPROPRIATE BOX.

Not applicable.

ITEM 4. OWNERSHIP

(a) Amount beneficially owned:

The Reporting Persons collectively beneficially own 39,907,438 shares of the Issuer's Common Stock, which constitutes 59.1% of the Issuer's total Common Stock outstanding. The percentage ownership of the Reporting Persons is based on 67,522,096 shares of Common Stock outstanding as of November 8, 2010, as reported by the Issuer in its Form 10-Q for the period ended September 30, 2010 filed with the Securities and Exchange Commission on November 12, 2010.

The general partner of each of the CCMP Capital Funds is CCMP Capital Associates. The general partner of CCMP Capital Associates is CCMP Capital Associates GP. CCMP Capital Associates GP is wholly owned by CCMP Capital. The general partner of Generac Co-Invest is Generac Co-Invest GP. Generac Co-Invest GP is wholly owned by CCMP Capital. CCMP Capital ultimately exercises voting and dispositive power of the securities held by the CCMP Capital Funds and Generac Co-Invest. Voting and disposition decisions at CCMP Capital with respect to such securities are made by an investment committee, the members of which are Messrs. Murray, Walsh and Brenneman.

Each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital is deemed to beneficially own 24,195,367 shares of the Issuer's Common Stock held by CCMP Capital Investors and 3,225,209 shares of the Issuer's Common Stock held by CCMP Capital is deemed to beneficially own 12,477,487 shares of the Issuer's Common Stock held by Generac Co-Invest. CCMP Capital is deemed to beneficially own 3,125 shares of the Issuer's Common Stock held by each of Messrs. Murray and Walsh and Stephen McKenna because CCMP Capital has 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 such shares are to be held for the benefit of the CCMP Funds and are to be voted or disposed of at the direction of CCMP Capital. As a consequence of being members of the CCMP Capital investment committee that makes voting and disposition decisions with respect to the reported securities, Messrs. Murray, Walsh and Brenneman may be deemed, pursuant to Rule 13d-3 under the Exchange Act, to beneficially own all 39,907,438 shares of the Issuer's Common Stock collectively held by the CCMP Capital Funds and Generac Co-Invest. Each of Messrs. Murray, Walsh and Brenneman disclaims any beneficial ownership of any securities held by the CCMP Capital Funds or Generac Co-Invest.

(b) Percent of Class:

See Item 11 of each cover page.

(c) Number of Shares as to which such Person has:

(i)	Sole power to vote or to direct the vote: See Item 5 of each cover page.
(ii)	Shared power to vote or to direct the vote: See Item 6 of each cover page and Item 4(a)above.
(iii)	Sole power to dispose or to direct the disposition of: See item 7 of each cover page.
(iv) Item 4(a) ab	Shared power to dispose or to direct the disposition of: See Item 8 of each cover page and pove.
ITEM 5.	OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS
	nent is being filed to report the fact that as of the date hereof the reporting person has ceased to be the wner of more than five percent of the class of securities, check the following: [].
ITEM 6.	OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON
Not applica	ble.
	NTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE FURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON
Not applica	ble.
ITEM 8.	IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP
Not applica	ble.
ITEM 9.	NOTICE OF DISSOLUTION OF GROUP
Not applica	ble.
ITEM 10.	CERTIFICATION
Not applica	able.

#### **SIGNATURE**

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2011

CCMP Capital, LLC

/s/ Timothy Walsh Timothy Walsh Managing Director

CCMP Capital Investors II, L.P.

By: CCMP Capital Associates, L.P., its general partner

By: CCMP Capital Associates GP, LLC

/s/ Timothy Walsh Timothy Walsh Managing Director

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 Timothy Walsh Managing Director

CCMP Capital Associates, L.P.,

By: CCMP Capital Associates GP, LLC, its general partner

/s/ Timothy Walsh Timothy Walsh Managing Director

CCMP Capital Associates GP, LLC

/s/ Timothy Walsh Timothy Walsh Managing Director

CCMP Generac Co-Invest, L.P.

By: CCMP Generac Co-Invest GP, LLC, its general partner

/s/ Timothy Walsh Timothy Walsh Managing Director

CCMP Generac Co-Invest GP, LLC

/s/ Timothy Walsh Timothy Walsh Managing Director

/s/ Stephen Murray Stephen Murray

/s/ Timothy Walsh Timothy Walsh

/s/ Greg D. Brenneman Greg D. Brenneman

### **EXHIBIT INDEX**

Exhibit A Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934,as amended.