

Brenneman Greg Dean
 Form 3
 February 10, 2010

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

OMB APPROVAL

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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 and Ticker or Trading Symbol | |
| Â CCMP Capital, LLC | | | (Month/Day/Year) | | GENERAC HOLDINGS INC. [GNRC] | |
| (Last) | (First) | (Middle) | 02/10/2010 | | 4. Relationship of Reporting Person(s) to Issuer | |
| 245 PARK AVENUE | | | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | |
| (Street) | | | | | (Check all applicable) | |
| NEW YORK,Â NYÂ 10167 | | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | | | ___ Form filed by One Reporting Person | |
| | | | | | _X_ 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 (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

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

Â

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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