

GENERAC HOLDINGS INC.  
 Form 5/A  
 February 02, 2016

# FORM 5

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL 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

1. Name and Address of Reporting Person \*  
**WALSH TIMOTHY J.**

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)

**C/O CCMP CAPITAL ADVISORS, LLC, 245 PARK AVE., 16TH FLOOR**

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 01/08/2016

6. Individual or Joint/Group Reporting

(check applicable line)

**NEW YORK, NY 10167**

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	10/30/2015		A4	471 A	\$ 31.88	34,840 (1) D	

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

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**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. Price of Derivative Security (Instr. 5)	9. Price of Underlying Security (Instr. 5)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WALSH TIMOTHY J. C/O CCMP CAPITAL ADVISORS, LLC 245 PARK AVE., 16TH FLOOR NEW YORK, NY 10167	Â X	Â	Â	Â

## Signatures

/s/ York A. Ragen, 02/02/2016  
Attorney-in-Fact

\*\*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).
- Of the 34,840 shares reported, Mr. Walsh directly beneficially owns 25,000 shares. Under the terms of the contractual arrangements among CCMP Capital Investors II, L.P., CCMP Capital Investors (Cayman) II, L.P., CCMP Capital Associates and CCMP Capital, LLC (collectively, the "CCMP Fund Entities"), Mr. Walsh is deemed to hold 9,840 shares for the benefit of the CCMP Fund Entities and must
- (1) vote or dispose of such shares upon the direction of CCMP Capital. CCMP Capital is, therefore, deemed to indirectly beneficially own such 9,840 shares. Mr. Walsh disclaims beneficial ownership of these 9,840 shares 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.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.