

Pascavis Roger
Form 4
November 22, 2017

FORM 4 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).

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 *
Pascavis Roger

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. Date of Earliest Transaction (Month/Day/Year)
11/20/2017

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

S45 W29290 HWY.59, C/O
GENERAC HOLDINGS INC.

(Street)

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

WAUKESHA, WI 53189

(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 Price | | | |
| Common Stock | 11/20/2017 | | S | 8,660 | D | \$ 48.5214 23,047 | D | |
| | | | | | | (1) | | |
| Common Stock | 11/20/2017 | | S | 9,340 | D | \$ 49.2878 13,707 | D | |
| | | | | | | (2) | | |
| Common Stock | 11/20/2017 | | A | 86,830 | A | \$ 2 100,537 | D | |
| Common Stock | 11/20/2017 | | S | 85,230 | D | \$ 48.6511 15,307 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|---------------------------------|--------|---|
| Common Stock | 11/20/2017 | S | 1,600 | D | ⁽³⁾ \$ 49.2775 | 13,707 | D |
| Common Stock | 11/20/2017 | A | 8,072 | A | ⁽⁴⁾ \$ 15.94 | 21,779 | D |
| Common Stock | 11/20/2017 | S | 7,972 | D | \$ 48.6423 | 13,807 | D |
| Common Stock | 11/20/2017 | S | 100 | D | ⁽⁵⁾ \$ 49.36 | 13,707 | D |
| Common Stock | 11/20/2017 | A | 7,703 | A | \$ 29.81 | 21,410 | D |
| Common Stock | 11/20/2017 | S | 7,603 | D | \$ 48.6387 | 13,807 | D |
| Common Stock | 11/20/2017 | S | 100 | D | ⁽⁶⁾ \$ 49.36 | 13,707 | D |

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) | \$ 2 | 11/20/2017 | | M | 86,830 | ⁽⁷⁾ 06/10/2023 | Common Stock | 86,830 |
| Stock Option (Right to Buy) | \$ 15.94 | 11/20/2017 | | M | 8,072 | ⁽⁷⁾ 06/10/2023 | Common Stock | 8,072 |

Buy)

Stock

| | | | | | | | | |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|
| Option (Right to Buy) | \$ 29.81 | 11/20/2017 | M | 7,703 | (7) | 06/10/2023 | Common Stock | 7,703 |
|-----------------------------|----------|------------|---|-------|-----|------------|-----------------|-------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Pascavis Roger S45 W29290 HWY.59 C/O GENERAC HOLDINGS INC. WAUKESHA, WI 53189 | | | EVP-Strategic Global Sourcing | |

Signatures

/s/ Raj Kanuru, as Attorney
in Fact

11/22/2017

**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 \$47.90 to 48.90, 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 \$48.91 to 49.65, 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 \$47.99 to 48.96, 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 price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.03 to 49.36, 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.

(5) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.99 to 48.94, 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.

(6) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.99 to 48.93, 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.

(7) The option provides for vesting in four equal annual installments beginning on June 10, 2014, subject in each case to Mr. Pascavis'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.