

MURRAY STEPHEN
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 *

Â MURRAY STEPHEN

(Last) (First) (Middle)

C/O CCMP CAPITAL
ADVISORS, LLC,Â 245 PARK
AVENUE

(Street)

NEW YORK,Â NYÂ 10167

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

02/10/2010

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

4. Relationship of Reporting
Person(s) to Issuer

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

(Check all applicable)

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

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

39,904,313

I

See Footnote ⁽¹⁾

Common Stock, par value \$0.01 per share

3,125

D ⁽²⁾

Â

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

SEC 1473 (7-02)

**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.**

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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

4. Conversion
or Exercise

5. Ownership
Form of

6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MURRAY STEPHEN
C/O CCMP CAPITAL ADVISORS, LLC
245 PARK AVENUE
NEW YORK, NY 10167

^ X ^ X ^ ^

Signatures

/s/ Stephen P.
Murray

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

Under the terms of the contractual arrangements among the CCMP Capital Funds, CCMP Capital Associates and CCMP Capital (collectively, the "CCMP Fund Entities"), Mr. Murray is deemed to hold these shares for the benefit of the CCMP Fund Entities and must vote or dispose of such shares upon the direction of CCMP Capital. CCMP Capital is, therefore, deemed to indirectly beneficially own such shares. Mr. Murray disclaims beneficial ownership of the securities 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.

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Remarks:

Exhibit List Exhibit 24 - Power of Attorney Exhibit 99

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.