

GENERAC HOLDINGS INC.

Form 4

January 08, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Jagdfeld Aaron

(Last) (First) (Middle)

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

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/06/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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	(A) or (D)	Price
Common Stock, par value \$0.01 per share	01/06/2016		M		703,791 (1)	A	\$ 2
					1,388,805	D	
Common Stock, par value \$0.01 per share	01/06/2016		F		369,037	D	\$ 28.51
					1,019,768	D	

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

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2	01/06/2016		M	703,791	(2) 02/10/2020	Common Stock 703,791

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Jagdfeld Aaron S45 W29290 HWY.59 C/O GENERAC HOLDINGS INC. WAUKESHA, WI 53189	X Chief Executive Officer

Signatures

/s/ York Ragen, Attorney-in-Fact for Aaron Jagdfeld
01/08/2016
 **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).

The transactions reflected on this Form 4 are the result of a long-term tax plan in which Mr. Jagdfeld has elected to exercise and hold an ownership position in previously granted share options. None of the shares acquired through the exercising of options are being sold

(1) through open market transactions. The disposition of 369,037 shares in Table 1 is solely the result of shares withheld by the Company to satisfy Mr. Jagdfeld's cost of exercise and tax withholding obligations as permitted pursuant to the terms of the Generac Holdings, Inc. Amended and Restated 2010 Equity Incentive Plan.

(2) The option provides for vesting in five equal annual installments beginning on February 10, 2011, subject in each case to Mr. Jagdfeld'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.

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