

Jagdfeld Aaron  
Form 4  
March 05, 2019

**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 \*  
Jagdfeld Aaron

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)  
03/01/2019

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

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 Indirect Ownership (Instr. 4) |         |   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|---------|---|
|                                 |                                      |  |                                | Code  | V   | Amount   | Price                                      |         |   |
| Common Stock                    | 03/01/2019                           |  | S                              |   | 20,000  | D  | \$ 51.7529<br>(1)                          | 721,281 | D |
| Common Stock                    | 03/01/2019                           |  | F                              |   | 4,202<br>(2)  | D  | \$ 52.065                                  | 717,079 | D |
| Common Stock                    | 03/01/2019                           |  | A                              |   | 16,806<br>(3)   | A  | \$ 52.065                                  | 733,885 | D |
| Common Stock                    | 03/01/2019                           |  | F                              |   | 8,010<br>(4)  | D  | \$ 52.065                                  | 725,875 | D |
|                                 | 03/01/2019                           |  | A                              |   | 13,368  | A  | \$ 0                                       | 739,243 | D |

Common  
Stock

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)                | \$ 52.065  | 03/01/2019                           |  | A                              | 90,533  | <sup>(5)</sup> 03/01/2029                                | Common Stock  | 90,533                        |

## Reporting Owners

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

## Signatures

/s/ Raj Kanuru, as Attorney  
in Fact 03/05/2019  
\*\*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 pursuant to the terms of a trading plan under Rule 10b5-1 previously entered into on November 6, 2017 for long-term financial planning purposes. The shares were sold in multiple transactions at prices ranging from \$51.595 to 52.01, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder

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full information regarding the number of shares and the prices at which the shares were sold.

- (2) Shares withheld to fund the tax liability associated with vesting of restricted shares.
- (3) Subject to continued service through the vesting date, the Restricted Shares shall all vest in equal installments on each of the first three (3) anniversaries of the Date of Grant.
- (4) Shares withheld to fund the tax liability associated with vesting of performance shares.
- (5) Subject to continued service through the vesting date, the Options shall all vest in equal installments on each of the first four (4) anniversaries of the Date of Grant.

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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