

GENERAC HOLDINGS INC.  
Form 8-K  
June 18, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): **June 13, 2013**

**Generac Holdings Inc.**

(Exact name of registrant as specified in charter)

**Delaware**

(State or other jurisdiction of  
incorporation)

**001-34627**

(Commission File Number)

**20-5654756**

(I.R.S. Employer

Identification No.)

**S45 W29290 Hwy. 59**

**Waukesha, Wisconsin**

(Address of principal  
executive offices)

**53189**

(Zip Code)

**(262) 544-4811**

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(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01. Entry into a Material Definitive Agreement.**

On June 13, 2013, Generac Holdings Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Morgan Stanley & Co. LLC (the Underwriter ) and the selling stockholders named therein (the Selling Stockholders ), pursuant to which the Selling Stockholders agreed to sell 6,500,000 shares of common stock, par value \$0.01 per share, of the Company (the Shares ) to the Underwriter (the Offering ). The Offering closed on June 18, 2013. The Company did not sell any shares in the Offering and did not receive any proceeds from the Offering. The Underwriter of the Offering has an option to purchase up to 975,000 additional shares.

The Offering was made made pursuant to a prospectus supplement, dated June 13, 2013, to the prospectus, dated November 26, 2012, included in the Company s registration statement on Form S-3 (File No. 333-185136), which was filed with the Securities and Exchange Commission on November 26, 2012.

The Underwriting Agreement contains customary representations, warranties and covenants and includes the terms and conditions for the sale of the Shares by the Selling Stockholders to the Underwriter, indemnification and contribution obligations and other terms and conditions customary in agreements of this type.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 hereto. The above description is qualified in its entirety by reference to such exhibit.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
1.1	Underwriting Agreement, dated as of June 13, 2013.
5.1	Opinion of Weil, Gotshal and Manges LLP.
23.1	Consent of Weil, Gotshal & Manges LLP (included in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

GENERAC HOLDINGS INC.

Date: June 18, 2013

By: */s/ York Ragen*  
Name: York Ragen  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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