

GENERAC HOLDINGS INC.
Form 8-K
February 25, 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): **February 20, 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

(Registrant's telephone number, including area code)

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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 February 20, 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 10,000,000 shares of common stock, par value \$0.01 per share, of the Company (the Shares) to the Underwriter (the Offering). The Offering is expected to close on February 26, 2013, subject to the satisfaction of customary closing conditions. The Company is not selling any shares in the Offering and will not receive any proceeds from the Offering.

The Offering is being made pursuant to a prospectus supplement, dated February 20, 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

Exhibit No.	Description
1.1	Underwriting Agreement, dated as of February 20, 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: February 22, 2013

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

EXHIBIT INDEX

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