

Pascavis Roger
Form 4
November 22, 2017

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Pascavis Roger

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)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2017

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
EVP-Strategic Global Sourcing

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/20/2017		S		8,660	D	\$ 48.5214 (1)
Common Stock	11/20/2017		S		9,340	D	\$ 49.2878 (2)
Common Stock	11/20/2017		A		86,830	A	\$ 2 100,537
Common Stock	11/20/2017		S		85,230	D	\$ 15,307 48.6511

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Common Stock	11/20/2017	S	1,600	D	(3) \$	49.2775	13,707	D
					(4)			
Common Stock	11/20/2017	A	8,072	A	\$ 15.94	21,779		D
Common Stock	11/20/2017	S	7,972	D	\$	48.6423	13,807	D
					(5)			
Common Stock	11/20/2017	S	100	D	\$ 49.36	13,707		D
Common Stock	11/20/2017	A	7,703	A	\$ 29.81	21,410		D
Common Stock	11/20/2017	S	7,603	D	\$	48.6387	13,807	D
					(6)			
Common Stock	11/20/2017	S	100	D	\$ 49.36	13,707		D

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2	11/20/2017		M	86,830	(7) 06/10/2023	Common Stock	86,830
Stock Option (Right to	\$ 15.94	11/20/2017		M	8,072	(7) 06/10/2023	Common Stock	8,072

Buy)

Stock

Option (Right to Buy)	\$ 29.81	11/20/2017	M	7,703	(7)	06/10/2023	Common Stock	7,703
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pascavis Roger S45 W29290 HWY.59 C/O GENERAC HOLDINGS INC. WAUKESHA, WI 53189			EVP-Strategic Global Sourcing	

Signatures

/s/ Raj Kanuru, as Attorney
in Fact

11/22/2017

__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 in multiple transactions at prices ranging from \$47.90 to 48.90, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(2) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$48.91 to 49.65, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(3) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.99 to 48.96, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(4) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$49.03 to 49.36, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(5) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.99 to 48.94, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(6) The price reported is the weighted average price. The shares were sold in multiple transactions at prices ranging from \$47.99 to 48.93, inclusive. The reporting person undertakes to provide the SEC, the issuer and any security holder full information regarding the number of shares and the prices at which the shares were sold.

(7) The option provides for vesting in four equal annual installments beginning on June 10, 2014, subject in each case to Mr. Pascavis'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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