

GENERAC HOLDINGS INC.

Form 8-K

June 10, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 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 10, 2015**

Generac Holdings Inc.

(Exact name of registrant as specified in its charter)

| | | |
|---|-----------------------------|--------------------------------------|
| Delaware | 001-34627 | 20-5654756 |
| (State or other jurisdiction of incorporation) | (Commission File Number) | (IRS Employer Identification No.) |

| | |
|--|--------------|
| S45 W29290 Hwy. 59 | |
| Waukesha, Wisconsin | 53189 |
| (Address of principal executive offices) | (Zip Code) |

(262) 544-4811

(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:

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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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 10, 2015, Generac Holdings Inc. (“the Company”) held an annual meeting of its stockholders in Waukesha, Wisconsin. At the meeting, the Company’s stockholders (1) elected each of the Company’s director nominees; (2) ratified the selection of Ernst & Young LLP as the Company’s independent registered public accounting firm to audit the consolidated financial statements of the Company and its subsidiaries for the year ended December 31, 2015; and (3) approved an advisory, non-binding resolution to approve the compensation of the Company’s named executive officers:

Proposal No.1 — Election of Directors

| Name | Votes For | Withhold | Broker Non-Votes |
|-----------------|------------------|-----------------|-----------------------------|
| Robert D. Dixon | 60,206,649 | 415,520 | 5,811,267 |
| David A. Ramon | 60,355,790 | 266,379 | 5,811,267 |

Proposal No. 2 — Ratification of the Appointment of Ernst & Young LLP

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 65,872,120 | 537,762 | 23,554 | 0 |

Proposal No. 3 — Advisory Vote on 2015 Executive Compensation

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|------------------|----------------------|--------------------|-------------------------|
| 59,564,148 | 969,324 | 88,697 | 5,811,267 |

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.

June 10, 2015 GENERAC HOLDINGS INC.

By: /s/ York A. Ragen
York A. Ragen
Chief Financial Officer