

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person* Aurora Advisors II LLC  (Last) (First) (Middle) 10877 WILSHIRE BLVD., SUITE 2100  (Street)  LOS ANGELES, CA 90024  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 05/04/2010	3. Issuer Name and Ticker or Trading Symbol DOUGLAS DYNAMICS, INC [PLOW]	
		4. Relationship of Reporting Person(s) to Issuer  (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
			6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,124,199 (1) (2) (3)	D	
Series B Preferred Stock	1 (4)	D	
Common Stock	29,687 (5)	D	
Common Stock	11,875 (6)	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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.**

### Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Aurora Advisors II LLC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
AURORA CAPITAL PARTNERS II L P 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
Aurora Equity Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
Aurora Overseas Advisors II LDC 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		

Aurora Overseas Capital Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
Aurora Overseas Equity Partners II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
Mapes John T C/O AURORA EQUITY PARTNERS II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		
PARSKY GERALD L C/O AURORA EQUITY PARTNERS II LP 10877 WILSHIRE BLVD. SUITE 2100 LOS ANGELES, CA 90024		X		

## Signatures

/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Advisors II LLC, General Partner of Aurora Capital Partners II LP, General Partner of Aurora Equity Partners II LP		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners II, LP		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Vice President, Secretary and General Counsel of Aurora Overseas Advisors II, LDC, General Partner of Aurora Overseas Capital Partners, LP, General Partner of Aurora Overseas Equity Partners II, LP		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Attorney-in-Fact for John T. Mapes		05/04/2010
**Signature of Reporting Person		Date
/s/ Timothy J. Hart as Attorney-in-Fact for Gerald L. Parsky		05/04/2010
**Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

Consists of 7,031,662 shares held by Aurora Equity Partners II LP ("AEPPII") and 93,337 shares held by Aurora Overseas Equity Partners II, LP ("AOEPII"). The number of (1) shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.

Aurora Capital Partners II LP ("ACPII") is the general partner of AEPPII. Aurora Overseas Capital Partners II, LP ("AOCPII") is the general partner of AOEPII. Aurora Advisors II LLC ("AAII") is the general partner of ACPII. Aurora Overseas Advisors II, LDC ("AOAII") is the general partner of AOCPII. AEPPII, AOEPII, ACPII, AOCPII, AAII, and AOAII are collectively referred to as the "Aurora Entities." In their capacities as direct or indirect general partners of AEPPII and/or AOEPII, ACPII, AOCPII, AAII, and AOAII may be deemed to have a pecuniary interest in an indeterminable portion of the shares owned or controlled by AEPPII and AOEPII. ACPII, AOCPII, AAII, and AOAII disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.

Mssrs. Mapes and Parsky are controlling persons of the Aurora Entities. As such, they may be deemed to have a pecuniary interest in an indeterminable portion of the shares (3) owned or controlled by the Aurora Entities. Mssrs. Mapes and Parsky disclaim beneficial ownership of all such shares except to the extent that they may be deemed to have a pecuniary interest therein.

This security is owned solely by AEPII. Mr. Mapes, Mr. Parsky, ACPII, and AAIL, each may be deemed to have a pecuniary interest in an indeterminable portion of the share (4) owned by AEPII, and each hereby disclaims beneficial ownership of such share except to the extent he or it may be deemed to have a pecuniary interest therein.

- (5) These securities are owned solely by Mr. Parsky through a 401(k) account. The number of shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.
- (6) These securities are owned solely by Mr. Mapes through a 401(k) account. The number of shares of Common Stock reported reflects a 23.75 for 1 stock split of the Issuer's Common Stock that will become effective immediately prior to the consummation of the Issuer's initial public offering of its Common Stock.

**Remarks:**

Powers of Attorney on behalf of Mr. Mapes, Mr. Parsky, and the Aurora Entities are attached hereto as Exhibits 24.1, 24.2, and 24.3, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy J. Hart and Michael Marino or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a stockholder and/or beneficial owner of the common stock of Douglas Dynamics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April, 2010.

/s/ John T. Mapes \_\_\_\_\_  
Signature

John T. Mapes \_\_\_\_\_  
Print Name

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Timothy J. Hart and Michael Marino or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;

(2) execute for and on behalf of the undersigned, in the undersigned's capacity as a stockholder and/or beneficial owner of the common stock of Douglas Dynamics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 30th day of April, 2010.

/s/ Gerald L. Parsky\_\_\_\_\_  
Signature

Gerald L. Parsky\_\_\_\_\_  
Print Name

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitute and appoint Michael Marino, with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacities as stockholders of Douglas Dynamics, Inc. (the "Company"), and with respect to securities of the Company beneficially owned by the undersigned, Forms 3, 4, and 5 and any amendments thereto in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such filings, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grant to such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledge that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 or any amendments thereto with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned have caused this Power of Attorney to be executed as of this 30th day of April 2010.

AURORA EQUITY PARTNERS II L.P.

By: Aurora Capital Partners II L.P.,  
its general partner

By: Aurora Advisors II LLC,  
its general partner

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel

AURORA CAPITAL PARTNERS II L.P.

By: Aurora Advisors II LLC,  
its general partner

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel

AURORA ADVISORS II LLC

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel

AURORA OVERSEAS EQUITY PARTNERS II, L.P.

By: Aurora Overseas Capital Partners II, L.P.,  
its general partner

By: Aurora Overseas Advisors II, LDC,  
its general partner

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel

AURORA OVERSEAS CAPITAL PARTNERS II, L.P.

By: Aurora Overseas Advisors II, LDC,  
its general partner

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel

AURORA OVERSEAS ADVISORS II, LDC

By: /s/Timothy J. Hart  
Name: Timothy J. Hart  
Title: Vice President, Secretary and General Counsel