

HEICO CORP  
Form 8-K  
March 31, 2011

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): March 28, 2011

HEICO Corporation  
(Exact name of registrant as specified in its charter)

Florida  
(State or other jurisdiction  
of incorporation)

1-4604  
(Commission File Number)

65-0341002  
(IRS Employer  
Identification No.)

3000 Taft Street, Hollywood, Florida 33021  
(Address of principal executive offices and zip code)

Registrant's telephone number, including area code: (954) 987-4000

(Former Name or Former Address, if Changed Since Last Report)

---

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))



Item 5.07

Submission of Matters to a Vote of Security Holders

HEICO Corporation (the “Company”) held its Annual Meeting of Shareholders on Monday, March 28, 2011 at the JW Marriott, 1109 Brickell Avenue, Miami, FL 33131 at 10:00 a.m. The shareholders voted on four proposals, each of which is described in more detail in the Company’s definitive proxy statement filed February 17, 2011.

Proposal 1

At the Annual Meeting of Shareholders held on March 28, 2011, the Company’s shareholders elected nine directors. The number of votes cast for and withheld for each nominee for director was as follows:

| Director               | For        | Withheld  |
|------------------------|------------|-----------|
| Adolfo Henriques       | 13,392,206 | 188,256   |
| Samuel L. Higginbottom | 11,967,720 | 1,612,742 |
| Mark H. Hildebrandt    | 13,224,654 | 355,808   |
| Wolfgang Mayrhuber     | 12,028,761 | 1,551,701 |
| Eric A. Mendelson      | 13,155,220 | 425,242   |
| Laurans A. Mendelson   | 13,137,086 | 443,376   |
| Victor H. Mendelson    | 13,155,220 | 425,242   |
| Dr. Alan Schriesheim   | 13,184,482 | 395,980   |
| Frank J. Schwitter     | 13,291,069 | 289,393   |

Broker Non-Votes: 1,099,167 shares for each director

Proposal 2

The Company’s shareholders held a non-binding, advisory vote on executive compensation. The result of the vote was as follows:

| For        | Against   | Abstain |
|------------|-----------|---------|
| 12,060,985 | 1,331,540 | 187,937 |

Broker Non-Votes: 1,099,167

Proposal 3

The Company's shareholders held a non-binding, advisory vote on the frequency of holding future advisory votes on executive compensation. The result of the vote was as follows:

| Three Years | Two Years | One Year  | Abstain |
|-------------|-----------|-----------|---------|
| 6,735,107   | 81,249    | 6,535,551 | 228,555 |

Broker Non-Votes: 1,099,167

Proposal 4

The Company's shareholders ratified the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the fiscal year ending October 31, 2011. The result of the vote was as follows:

| For        | Against | Abstain |
|------------|---------|---------|
| 14,540,739 | 60,551  | 78,339  |

Broker Non-Votes: 0

SIGNATURE

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.

HEICO CORPORATION

Date: March 31, 2011

By: /s/ THOMAS S. IRWIN  
Thomas S. Irwin  
Executive Vice President and  
Chief Financial Officer  
(Principal Financial and  
Accounting Officer)