

HEICO CORP
Form 5
December 12, 2016

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
MENDELSON ERIC A

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE,
SUITE 1644

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
HEICO CORP [HEI, HEI.A]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
10/31/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Co-President

6. Individual or Joint/Group Reporting

(check applicable line)

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock | Â | Â | Â | Â | Â | Â | 294,759 | D | Â |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 175,109 | D | Â |
| Common Stock | Â | Â | Â | Â | Â | Â | 7,797 | I | By Keogh Account |
| Class A | Â | Â | Â | Â | Â | Â | 5,161 | I | By Keogh |

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| Common Stock | | | | | | | | | Account |
|----------------------|------------|---|---|-------|---|------|---------|---|-------------------------------------|
| Common Stock | Â | Â | Â | Â | Â | Â | 146,332 | I | By Trusts ⁽¹⁾ |
| Class A Common Stock | 12/22/2015 | Â | G | 7,600 | D | \$ 0 | 135,515 | I | Owned by Corporation ⁽²⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 201,072 | I | Owned by Partnership ⁽³⁾ |
| Common Stock | Â | Â | Â | Â | Â | Â | 2,316 | I | As custodian for minor children |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 2,667 | I | As custodian for minor children |
| Common Stock | Â | Â | Â | Â | Â | Â | 56,502 | I | By 401(k) ⁽⁴⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 53,690 | I | By 401(k) ⁽⁴⁾ |
| Class A Common Stock | Â | Â | Â | Â | Â | Â | 3,594 | I | By 409A Plan ⁽⁵⁾ |

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

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.

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(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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Option (Right to | \$ 16.1751 | Â | Â | Â | Â (A) (D) | Â ⁽⁶⁾ 09/14/2019 | Common Stock | 244,141 |

| | | | | | | | | | | | | |
|--|------------|---|---|---|---|---|---|---------------|------------|----------------------------|---------|--|
| purchase Common Stock) | | | | | | | | | | | | |
| Option (Right to purchase Common Stock) | \$ 21.4426 | Â | Â | Â | Â | Â | Â | Â <u>(7)</u> | 09/13/2020 | Common Stock | 195,313 | |
| Option (Right to purchase Common Stock) | \$ 31.1232 | Â | Â | Â | Â | Â | Â | Â <u>(8)</u> | 09/12/2021 | Common Stock | 156,250 | |
| Option (Right to purchase Common Stock) | \$ 41.816 | Â | Â | Â | Â | Â | Â | Â <u>(9)</u> | 06/10/2023 | Common Stock | 62,500 | |
| Option (Right to purchase Common Stock) | \$ 57.95 | Â | Â | Â | Â | Â | Â | Â <u>(10)</u> | 06/08/2025 | Common Stock | 50,000 | |
| Option (Right to purchase Common Stock) | \$ 48.73 | Â | Â | Â | Â | Â | Â | Â <u>(10)</u> | 12/14/2025 | Common Stock | 50,000 | |
| Option (Right to purchase Class A Common Stock) | \$ 30.176 | Â | Â | Â | Â | Â | Â | Â <u>(11)</u> | 06/10/2023 | Class A Common Stock | 62,500 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| MENDELSON ERIC A 825 BRICKELL BAY DRIVE, SUITE 1644 MIAMI, FL 33131 | Â X | Â | Â Co-President | Â |

Signatures

/s/ Eric A.
Mendelson

12/12/2016

**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) Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
 - (2) Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Victor Mendelson, the brother of the Reporting Person.
 - (3) Represents shares owned by EAM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
 - (4) Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated October 31, 2016
 - (5) Represents shares held for the Reporting Person by the HEICO Leadership Compensation Plan (409A Plan).
The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 244,141 shares of Common Stock at an exercise price of \$16.1751 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 14, 2019.
 - (6) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 195,313 shares of Common Stock at an exercise price of \$21.4426 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 13, 2020.
 - (7) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 156,250 shares of Common Stock at an exercise price of \$31.1232 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on September 12, 2021.
 - (8) The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Common Stock at an exercise price of \$41.8160 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.
 - (9) These Options become exercisable 20% per year over five years from the date of Grant.
The Reporting Person owns directly Options entitling the Reporting Person to purchase an aggregate of 62,500 shares of Class A
 - (10) Common Stock at an exercise price of \$30.1760 per share, as adjusted for stock splits and stock dividends. These Options become exercisable on various dates and expire on June 10, 2023.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.