
**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): December 18, 2015

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
(Address of Principal Executive Offices)

33021
(Zip Code)

(954) 987-4000
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 (see General Instruction A.2. below):

- ☐ 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))
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Item 1.01. Entry into a Material Definitive Agreement.

On December 18, 2015, HEICO Electronic Technologies Corp. (“**HEICO Electronic Technologies Group**”), a wholly-owned subsidiary of HEICO Corporation (the “**Company**”), entered into an Interest Purchase Agreement (the “**Purchase Agreement**”) with ASP-Robertson LLC (“**ASP**”) and Robertson Fuel Systems, L.L.C. (“**Robertson**”), a wholly-owned subsidiary of ASP.

Pursuant to the Purchase Agreement, HEICO Electronic Technologies Group has agreed to purchase from ASP all rights, title and interest in and to all of the issued and outstanding limited liability company interests of Robertson (the “**Interests**”) in exchange for \$255 million in cash to be paid to ASP at closing, subject to typical post-closing adjustments in accordance with the Purchase Agreement. The closing of the acquisition of the Interests presently is expected to occur within 60 days. Sources of funds for the acquisition primarily will consist of proceeds from borrowings under the Company’s revolving credit facility. The Purchase Agreement includes customary representations, warranties, covenants and closing conditions, including, among other conditions, clearance with the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended, and the rules and regulations thereunder. The Company intends to file the Purchase Agreement as an exhibit to its next periodic report on Form 10-Q.

Robertson is the world leader in the design and production of mission-extending, crashworthy and ballistically self-sealing auxiliary fuel systems for military rotorcraft. Robertson’s products include approximately 65 different fuel systems serving over 50 different platforms across military and civil aircraft and ground vehicles.

On December 21, 2015, the Company issued a press release announcing HEICO Electronic Technologies Group’s entry into the Purchase Agreement. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated December 21, 2015.

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.

HEICO Corporation

Date: December 21, 2015

By: /s/ Carlos L. Macau, Jr.

Carlos L. Macau, Jr.
Executive Vice President—Chief Financial
Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
99.1	Press Release dated December 21, 2015.

HEICO News

For Immediate Release

Date: December 21, 2015

Contact: Victor H. Mendelson (305) 374-1745 ext. 7590
Carlos L. Macau, Jr. (954) 987-4000 ext. 7570

HEICO ANNOUNCES MAJOR ACQUISITION

SIGNS AGREEMENT TO BUY ROBERTSON FUEL SYSTEMS

Hollywood, FL, Tempe, AZ — HEICO Corporation (NYSE: HEI.A and HEI) today announced that its Electronic Technologies Group has entered into an agreement to acquire Robertson Fuel Systems, LLC (“Robertson”) from affiliates of American Securities LLC for \$255 million in cash to be paid at closing, subject to typical post-closing adjustments. The transaction is subject to clearance under the Hart-Scott-Rodino Antitrust Improvements Act and other customary closing conditions. The parties anticipate the acquisition will be completed within 60 days.

HEICO expects the acquisition to be accretive to its earnings per share within the year following acquisition. HEICO noted that the purchase price falls within the upper end of the EBITA multiple range that the company targets for its acquisitions. The Company did not release further financial details, but intends to provide an update to its sales and earnings forecasts when it announces its first quarter Fiscal 2016 earnings at the end of February 2016 after it finalizes transaction costs and other first year expenses.

Tempe, AZ-based Robertson is the world leader in the design and production of mission-extending, crashworthy and ballistically self-sealing auxiliary fuel systems for military rotorcraft. Robertson’s products include approximately 65 different fuel systems serving over 50 different platforms across military and civil aircraft and ground vehicles.

Founded in 1977 by Harry Robertson, Robertson has an installed base of over 11,000 fuel tank assemblies delivered since then and has made significant investments in developing its products over a long period of time.

Robertson employs approximately 125 people at its facilities in Tempe, AZ and Bluffdale, UT. HEICO stated that Robertson would continue to operate in its current

locations with its current management team in place and that it does not expect any material staff turnover to result from the acquisition.

Among the numerous platforms on which Robertson products can be found are the AH-64 Apache, CH-47 Chinook, UH-60 Black Hawk, MH-60 Sea Hawk and the V-22 Osprey aircraft.

Laurans A. Mendelson, Chairman and Chief Executive Officer of HEICO Corporation, along with Victor H. Mendelson, HEICO's Co-President and Chief Executive Officer of the Electronics Technologies Group, jointly commented, "Robertson is another excellent fit with HEICO. Their products are the internationally-recognized standard for use on U.S. made helicopters and they make a mission critical, life-saving and high reliability product required on thousands of aircraft and ground vehicles. We are also fortunate that Robertson has an outstanding management team lead by Newman Shufflebarger, its Chief Executive Officer, who served in a distinguished career with the U.S. Army for more than 26 years as an aviator and program manager, retiring with the rank of Colonel. We welcome Newman and the entire Robertson team to HEICO."

Newman Shufflebarger, Robertson's Chief Executive Officer, remarked, "We are thrilled to be acquired by HEICO. From our first meeting, we felt a strong connection between our cultures—we both place serving our customers' missions first and value our colleagues for their remarkable skills and hard work. We look forward to being part of the HEICO family."

Moelis & Company, SunTrust Securities and the law firm of Kaye Scholer LLP represented Robertson and American Securities in the transaction. HEICO was represented by UBS Investment Bank, HEICO's internal counsel and the law firm of Akerman LLP.

HEICO Corporation is engaged primarily in the design, production, servicing and distribution of certain niche aviation, defense, space, medical, telecommunications and electronics products. HEICO's customers include a majority of the world's airlines and overhaul shops as well as numerous defense and space contractors and military agencies worldwide in addition to medical, telecommunications and electronics equipment manufacturers. For more information about HEICO, please visit our web site at <http://www.heico.com>.

The Company has two classes of common stock traded on the NYSE. Both classes, the Class A Common Stock (HEI.A) and the Common Stock (HEI), are virtually identical in all economic respects. The only difference between the share classes is the voting rights. The Class A Common Stock (HEI.A) receives 1/10 vote per share and the Common Stock (HEI) receives one vote per share. The stock symbols for HEICO's two classes of common stock on most web sites are HEI.A and HEI. However, some web sites change HEICO's Class A Common Stock symbol (HEI.A) to HEI/A or HEIa.

American Securities is a leading U.S. private equity firm with approximately \$15 billion under management. Based in New York with an office in Shanghai, American Securities invests in market-leading North American companies with annual revenues generally ranging from \$200 million to \$2 billion and/or EBITDA of \$50 million to \$200 million. For more information, please visit <http://www.american-securities.com>.

Certain statements in this press release constitute forward-looking statements, which are subject to risks, uncertainties and contingencies. HEICO's actual results may differ materially from those expressed in or implied by those forward-looking statements as a result of factors including, but not limited to: lower demand for commercial air travel or airline fleet changes or airline purchasing decisions, which could cause lower demand for our goods and services; product specification costs and requirements, which could cause an increase to our costs to complete contracts; governmental and regulatory demands, export policies and restrictions, reductions in defense, space or homeland security spending by U.S. and/or foreign customers or competition from existing and new competitors, which could reduce our sales; our ability to introduce new products and services at profitable pricing levels, which could reduce our sales or sales growth; product development or manufacturing difficulties, which could increase our product development costs and delay sales; our ability to make acquisitions and achieve operating synergies from acquired businesses including Robertson Fuel Systems; customer credit risk; interest, foreign currency exchange and income tax rates; economic conditions within and outside of the aviation, defense, space, medical, telecommunications and electronics industries, which could negatively impact our costs and revenues. Parties receiving this material are encouraged to review all of HEICO's filings with the Securities and Exchange Commission, including, but not limited to filings on Form 10-K, Form 10-Q and Form 8-K. We undertake no obligation to publicly update or revise any forward-looking statement, whether as a result of new information, future events or otherwise, except to the extent required by applicable law.