

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 1, 2018

HEICO CORPORATION

(Exact name of registrant as specified in its charter)

Florida
(State or Other Jurisdiction of Incorporation)

001-04604
(Commission File Number)

65-0341002
(I.R.S. Employer Identification Number)

3000 Taft Street, Hollywood, Florida 33021
(Address of Principal Executive Offices) (Zip Code)

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

(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

HEICO Corporation (the "Company") regrets to report the death of one of its directors, Wolfgang Mayrhuber, who passed away on December 1, 2018. Mr. Mayrhuber served on the Company's Board of Directors since March 2001 and as an Advisor to the Company's Board of Directors since 1997, where he served on the Company's Executive Committee and the Environmental, Safety, and Health Committee.

A copy of the Company's press release reporting the passing of Mr. Mayrhuber 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>
<u>Exhibit 99.1.</u>	<u>Press release dated December 3, 2018</u>

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: December 3, 2018

By: /s/ CARLOS L. MACAU, JR.

Carlos L. Macau, Jr.

Executive Vice President - Chief Financial Officer and Treasurer

December 3, 2018

HEICO MOURNS PASSING OF DIRECTOR WOLFGANG MAYRHUBER

Miami, FL - HEICO Corporation (NYSE: HEI.A and HEI) today reported that Wolfgang Mayrhuber, a member of the Company's Board of Directors, passed away on December 1, 2018, at the age of 71, after a long illness.

Wolfgang Mayrhuber served on HEICO's Board since March 2001 and as an Advisor to the Board of Directors since 1997, where he served on the Executive Committee and the Environmental, Safety, and Health Committees.

Laurans A. Mendelson, HEICO's Chairman and Chief Executive Officer, along with Eric A. Mendelson and Victor H. Mendelson, HEICO's Co-Presidents, commented, "Wolfgang was a great friend to us, HEICO and so many others. With his trademark combination of humility, open-mindedness, hard work, determination, compassion, and humor, he possessed legendary insight into business, aviation technology, world affairs, culture, and people. We counted on his wise counsel over the course of several decades and will deeply miss his advice and participation at HEICO. As a matter of fact, after first meeting and speaking with Wolfgang, many people, including the three of us, commented that he was among the most unique and impressive people they ever had the pleasure to meet. We can pay no higher tribute to such a great human being, role model, and friend."

Wolfgang Mayrhuber served as Chairman of the Supervisory Board of Deutsche Lufthansa AG ("Lufthansa") from May 2013 to September 2017 and previously served as Lufthansa's Chairman of the Executive Board and Chief Executive Officer from June 2003 until December 2010. He joined Lufthansa in 1970 in the Engineering Department, and was successively promoted to many positions, including leading Lufthansa's restructuring efforts in the early 1990s, Chairman of the Executive Board and Chief Executive Officer of Lufthansa Technik AG, and President of Passenger Airlines of Lufthansa. He also served as Chairman of the Supervisory Board of Infineon Technologies, a major global semiconductor manufacturer from 2011 until 2018. Additionally, Mr. Mayrhuber was a former member of the supervisory boards of Munich RE Group, UBS, and BMW AG.

Laurans, Eric, and Victor Mendelson added, "Wolfgang was devoted to his family, including the devoted and supportive love of his life, Beate, his wife of over 43 years. Wolfgang was a wonderful father to his three children and five grandchildren.

Following Mr. Mayrhuber's passing, the Company's Board consists of 9 members, 6 of whom are considered "independent" or "outside" directors under applicable New York Stock Exchange rules.

HEICO Corporation is engaged primarily in the design, production, servicing and distribution of products and services to certain niche segments of the aviation, defense, space and electronics industries through its Hollywood, FL-based Flight Support Group and its Miami, FL-based HEICO Electronic Technologies Corp. Group. 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 electronic equipment manufacturers. For more information about HEICO, please visit our website at <http://www.heico.com>.

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