

**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): **May 17, 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))
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Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

HEICO Corporation (the "Company") has elected to change the recordkeeper for the HEICO Corporation Savings and Investment Plan (the "Plan"). As a result of this change, there will be a period in which Plan participants and beneficiaries temporarily will be unable to (i) direct or diversify investments in their individual accounts or (2) obtain a distribution from the Plan. The period will begin as of the close of business on Friday, June 17, 2011 and end no later than Sunday, July 24, 2011 (the "Blackout Period").

On May 17, 2011, the Company sent a notice of the Blackout Period (the "Blackout Period Notice") to the members of its Board of Directors and executive officers pursuant to Section 306 of the Sarbanes-Oxley Act of 2002 and Section 104 of Regulation BTR of the Securities Exchange Act of 1934, informing them that they would be prohibited during the Blackout Period from purchasing and selling shares of the Company's common stock that they acquire or have previously acquired in connection with their service or employment as a director or executive officer of the Company.

A copy of the Blackout Period Notice is attached hereto as Exhibit 99 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

- 99 Notice Dated May 17, 2011 to the Members of the Board of Directors and the Executive Officers of HEICO Corporation Concerning a Temporary Suspension of Trading in Securities of HEICO Corporation (filed herewith).
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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: May 17, 2011

By: /s/ THOMAS S. IRWIN

Thomas S. Irwin
Executive Vice President and
Chief Financial Officer
(Principal Financial and
Accounting Officer)

May 17, 2011

TO THE MEMBERS OF THE BOARD OF DIRECTORS OF HEICO CORPORATION AND THE EXECUTIVE OFFICERS OF HEICO CORPORATION

RE: Temporary Suspension of Trading in Securities of HEICO Corporation

This notice is to inform you that the HEICO Savings and Investment Plan (“Plan”) will be changing recordkeepers and investment options. As a result of these changes, participants in the Plan will temporarily be unable to direct or diversify their investments in the Plan, obtain a loan from the Plan, or obtain a distribution from the Plan. This period, during which participants will be unable to exercise these rights otherwise available under the Plan, is called a “blackout period” under US Department of Labor rules. The blackout period for the Plan is expected to begin on June 17, 2011 and end on July 24, 2011.

Under SEC regulations, any director or executive officer of an issuer of any equity security is prohibited from, directly or indirectly, purchasing, selling or otherwise acquiring or transferring any equity security of the issuer during a pension fund blackout period that temporarily prevents plan participants or beneficiaries from engaging in equity securities transactions through their plan accounts, if the director or executive officer acquired the equity security in connection with his or her service or employment as a director or executive officer. Accordingly, during the blackout period for the Plan, you may not exercise any stock options, purchase or sell any shares of HEICO Common Stock or HEICO Class A Common Stock that you acquired in connection with your service or employment as a director or executive officer of HEICO Corporation.

If you have any questions on this matter, please contact me at 954-744-7560.

Kindest regards,

/s/Thomas S. Irwin
Executive Vice President and
Chief Financial Officer

TSI/jm
