

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

SCHEDULE 13D/A

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 3)*

HEICO Corporation (formerly HEICO Industries Corp.)

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

422806 10 9

(CUSIP Number)

Victor H. Mendelson, Esq., 825 Brickell Bay Drive, #1643
Miami, Florida 33131

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

January 17, 1997

(Date of Event which Requires Filing
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of the Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box ☐.

Check the following box if a fee is being paid with the statement ☐ (A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

NOTE: Six copies of this statement, including all exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

*The remainder of this cover page shall be filled out for a reporting person's initial on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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SCHEDULE 13D/A

CUSIP NO. 422806 10 9

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Laurans A. Mendelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3

SEC USE ONLY

4

SOURCE OF FUNDS*

PF, 00

5

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) or 2(e)

[]

6

CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFI-
CIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

7

SOLE VOTING POWER
879,587

8

SHARED VOTING POWER
98,860

9

SOLE DISPOSITIVE POWER
879,587

10

SHARED DISPOSITIVE POWER
98,860

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

978,447

12

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*

[]

13

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

17.06%

14

TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Eric A. Mendelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFI- CIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 164,187
	8	SHARED VOTING POWER 98,860
	9	SOLE DISPOSITIVE POWER 164,187
	10	SHARED DISPOSITIVE POWER 98,860

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

263,047

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.86%

14 TYPE OF REPORTING PERSON*

IN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Victor H. Mendelson

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, 00

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFI- CIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 161,423
	8	SHARED VOTING POWER 98,860
	9	SOLE DISPOSITIVE POWER 161,423
	10	SHARED DISPOSITIVE POWER 98,860

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

260,283

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.81%

14 TYPE OF REPORTING PERSON*

IN

SCHEDULE 13D/A

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Mendelson International Corporation

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

--

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFI- CIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 98,860
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 98,860
	10	SHARED DISPOSITIVE POWER None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

98,860

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.88%

14 TYPE OF REPORTING PERSON*

CO

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

LAM Limited Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFI- CIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 391,182
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 391,182
	10	SHARED DISPOSITIVE POWER None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

391,182

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

7.45%

14 TYPE OF REPORTING PERSON*

PN

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1 NAME OF REPORTING PERSON
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Victor H. Mendelson Revocable Investment Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) ☐
(b) ☐

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO
ITEMS 2(d) or 2(e) ☐

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFI- CIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER 104,322
	8	SHARED VOTING POWER None
	9	SOLE DISPOSITIVE POWER 104,322
	10	SHARED DISPOSITIVE POWER None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

104,322

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN
SHARES* ☐

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.95%

14 TYPE OF REPORTING PERSON*

00

Item 1. SECURITY OF THE ISSUER.

This Statement relates to the Common Stock, par value \$.01 per share (the "Common Stock"), of HEICO Corporation (the "Company"). The address of the principal executive office of the Company is 3000 Taft Street, Hollywood, Florida 33021.

Item 2. IDENTITY AND BACKGROUND.

This Statement, which amends a filing on Schedule 13D filed on behalf of Laurans A. Mendelson, Eric A. Mendelson, Victor H. Mendelson and Mendelson International Corporation on January 10, 1995 which relates to a filing on Schedule 13D on behalf of such parties on March 10, 1994 which relates to a filing on Schedule 13D on behalf of such parties on May 6, 1993 is filed on behalf of Laurans A. Mendelson, Eric A. Mendelson, Victor H. Mendelson, Mendelson International Corporation ("MIC"), LAM Limited Partners ("LLP") and the Victor H. Mendelson Revocable Investment Trust ("VHMRIT") (collectively, the "Purchasers").

The following sets forth as to each Purchaser other than MIC, LLP and VHMRIT: a) name; b) residence or business address; c) present principal occupation or employment and the name, principal business and address of any corporation or other organizations in which such employment is conducted; d) whether or not, during the last five years, such Purchaser was convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); e) whether or not, during the last five years, such purchaser was a party to a civil proceeding or a judicial or administrative body of competent jurisdiction as a result of which such Purchaser was, or is, subject to a judgement, decree or final order enjoining future violations of, prohibiting or mandating activities subject to, federal or state securities laws or finding violations with respect to such laws;

and f) citizenship. The following also sets forth for MIC: a) name; b) state or other place of incorporation; c) principal business address of its principal office; and the information in clauses d) and e) above.

1.
 - (a) Laurans A. Mendelson
 - (b) 825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
 - (c) Chairman, President and Chief Executive Officer
HEICO Corporation
3000 Taft Street
Hollywood, Florida 33021;
Chairman and President
Ambassador Square, Inc.
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
 - (d) No.
 - (e) No.
 - (f) United States.
2.
 - (a) Eric A. Mendelson
 - (b) 825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
 - (c) Vice President

HEICO Corporation
3000 Taft Street
Hollywood, Florida 33021;
Managing Director
Mendelson International Corporation.
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131

- (d) No.
- (e) No.
- (f) United States.

- 3. (a) Victor H. Mendelson
- (b) 825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
- (c) Vice President and General Counsel
HEICO Corporation
3000 Taft Street
Hollywood, Florida 33021;
President
Mendelson International Corporation.
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131

- (d) No.
 - (e) No.
 - (f) United States.
- 4.
- (a) Mendelson International Corporation.
 - (b) Florida.
 - (c) MIC is engaged principally in the making of investments. MIC executive offices are located at 825 Brickell Bay Drive, Suite 1643, Miami, Florida 33131.
- 5.
- (a) LLP
 - (b) Nevada.
 - (c) LLP is engaged principally in the making of investments. LLP executive offices are located at 241 Ridge Street, Reno, Nevada 89505.
 - (d) No.
 - (e) No.
The sole General Partner of LLP is LAM Management, Inc. ("LAMI"), a Nevada corporation engaged principally in the making of investments. The address of LAMI is 241 Ridge Street, Reno, Nevada 89505. The following information is furnished with respect to the Officers and Directors of LAMI under Sections (a) - (f) of Item 2 of Schedule 13D:
- (a) Laurans A. Mendelson.
 - (b) 825 Brickell Bay Drive, Suite 1643

Miami, Florida 33131

- (c) President and Director, LAMI
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
- (d) No.
- (e) No.
- (f) United States.
- (a) Arlene H. Mendelson
- (b) 825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
- (c) Vice President and Director, LAMI
825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
- (d) No.
- (e) No.
- (f) United States.
- (a) Judith Vetter
- (b) 825 Brickell Bay Drive, Suite 1643
Miami, Florida 33131
- (c) Secretary of LAMI
825 Brickell Bay Drive, Suite 1643

Miami, Florida 33131
Assistant Secretary, HEICO Corporation
3000 Taft Street
Hollywood, Florida 33021

- (d) No.
 - (e) No.
 - (f) United States.
6. (a) VHMRIIT
- (b) Florida
- (c) VHMRIIT is engaged principally in the making of investments and its executive offices are located at 825 Brickell Bay Drive, Suite 1643, Miami, Florida 33131.
- (d) No.
- (e) No.
- (f) United States.
Victor H. Mendelson is the Grantor, Trustee and presently sole beneficiary of VHMRIIT. Certain relatives of Victor H. Mendelson are presently unvested beneficiaries of VHMRIIT.

Eric Mendelson and Victor Mendelson, both of whom are sons of Laurans A. Mendelson, and Laurans A. Mendelson are the only directors of MIC. Eric Mendelson and Victor Mendelson each own 50% of the outstanding capital stock of MIC. By agreement, all actions taken

by MIC must be authorized by the unanimous vote of Eric Mendelson and Victor Mendelson. Victor Mendelson and Eric Mendelson may each be deemed control persons of MIC.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATIONS.

Certain Shares of Common Stock (including options to purchase Shares), as more particularly set forth in Section C of item 5 hereof, were acquired pursuant to Company employee compensation plans, Stock Options were acquired through employee stock option grants under company management stock option plans. No funds were expended by the Purchasers for acquisition of the stock options, however, each Purchaser's employment and contributions to the Company's success were consideration.

Certain Shares, as more particularly set forth in Section C of item 5 hereof, were acquired at a price of \$6.25 per share as company contributions to each Purchaser's account (except MIC, LLP and VHMRIIT) in the HEICO Savings and Investment Plan ("HSIP"), the Company's 401 (K) plan. Most company contributions to the HSIP resulted from a matching payment by the purchasers from their cash compensation relating to their employment.

Certain Shares, as more particularly set forth in Section C of item 5 hereof, were acquired in open market transactions effected on national stock exchanges through the purchaser's personal funds.

The Shares acquired by LLP and VHMRIIT were acquired exclusively as a result of a transfer of such shares to such entities by Laurans A. Mendelson, in the case of LLP, and Victor H. Mendelson, in the case of VHMRIIT.

Subject to availability of shares at prices deemed favorable by the Purchasers, the

Purchasers may acquire additional shares of Common Stock in the open market, in privately negotiated transactions with third parties, or otherwise.

Depending on prevailing conditions and the Purchaser's evaluation of the factors described above, the Purchasers also may determine to sell, in the open market, in privately negotiated transactions with third parties or otherwise, all or part of their shares of Common Stock depending on the course of action that the Purchasers pursue with regard to their investments generally and in the Company, the price of shares of Common Stock, market conditions and other factors.

Item 4. The Purchasers acquired the shares in order to increase their investment in and equity ownership of the Company.

Except as set forth above, the Purchasers have no present plans or proposals which would result in, or are related to, any of the transactions described in subparagraphs (a) through (j) of Item 4 under Schedule 13D.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

(a) As of the close of business on January 17, 1996, the Purchasers own in the aggregate 1,304,058 shares of Common Stock, or approximately 21.55% of the outstanding shares of Common Stock based upon 5,253,833 shares (inclusive of 796,458 shares which are issuable upon exercise of Company stock options) outstanding as of August 31, 1996, based upon the Company's most recent quarterly report filed with the Securities and Exchange Commissions (adjusted for a 10% stock dividend paid on January 17, 1996). As of the close of business on January 17, 1996, Laurans A. Mendelson had sole direct beneficial ownership of 488,405 shares of Common Stock

(8.52%), Eric A. Mendelson had sole direct beneficial ownership of 164,187 shares of Common Stock (3.03%), Victor H. Mendelson had sole direct beneficial ownership of 57,101 shares of Common Stock (1.08%), MIC had sole direct beneficial ownership of 98,860 shares of Common Stock (1.88%), LLP had sole direct beneficial ownership of 391,182 shares of Common Stock (7.45%) and VHMRIIT had sole direct beneficial ownership of 104,322 shares of Common Stock (1.95%). By virtue of Eric Mendelson's and Victor Mendelson's ownership of all of the capital stock of MIC and their positions as officers of MIC, each may be deemed to beneficially own the 98,860 shares of Common Stock of which MIC possesses beneficial ownership. By virtue of his position as Chairman of the Board of Directors of MIC, Laurans A. Mendelson may also be deemed to beneficially own the 98,860 shares of Common Stock of which MIC possesses beneficial ownership. Laurans A. Mendelson disclaims any beneficial ownership of such shares of Common Stock. By virtue of his position of President and Controlling Shareholder of LAMI, Mr. Mendelson may also be deemed the beneficial owner of the 391,182 shares of Common Stock of which LLP possesses beneficial ownership. If such 98,860 shares owned by MIC and such 391,182 shares owned by LLP were included in the amount of shares directly owned by Laurans A. Mendelson, he may be deemed to beneficially own an aggregate of 978,447 shares (inclusive of 480,069 shares which are issuable upon exercise of employee stock options pursuant to Company stock option plans) of Common Stock (17.06%). By virtue of Victor Mendelson's position as Trustee of VHMRIIT, he may also be deemed to be the beneficial owner of VHMRIIT's shares of Common Stock. If such shares were included in the shares directly owned by Victor Mendelson, he may be deemed to beneficially own 260,083 shares of Common Stock (4.81%), including MIC's ownership.

- (c) See Exhibit "A" attached hereto.
- (d) Not applicable.
- (e) Not applicable.

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

/s/ Laurans A. Mendelson

Laurans A. Mendelson

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

/s/ Eric A. Mendelson

Eric A. Mendelson

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

/s/ Victor H. Mendelson

Victor H. Mendelson

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

/s/ Victor H. Mendelson

Mendelson International Corporation

By: Victor H. Mendelson, President

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

LAM Limited Partners, a Nevada
limited partnership,

BY: LAM Management, Inc., a
Nevada corporation

BY: /s/ Laurans A. Mendelson

Laurans A. Mendelson
President

SIGNATURE

After reasonable inquire and to the best of the undersigned's knowledge and belief, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: January 20, 1997

Victor H. Mendelson Revocable Investment Trust

BY: /s/ Victor H. Mendelson

Victor H. Mendelson, Trustee

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Exhibit "A"

HEICO CORPORATION COMMON STOCK TRANSACTIONS EFFECTED BY MENDELSON REPORTING GROUP.

LAURANS A. MENDELSON

12/30/96	Open Market Purchase	330	\$23.23
Various (1)	401(K) Stock Purchase/Allocation	2,011	\$6.26
12/30/96	Transfer to LPP	391,182	

ERIC A. MENDELSON

12/13/96	Option to Purchase shares of Common Stock**	16,500	\$18.98
12/13/96	Option to Purchase shares of Common Stock**	16,500	\$19.09
12/30/96	Open Market Purchase	330	\$23.23
Various (1)	401(K) Stock Purchase/Allocation	1,777	\$6.26

VICTOR A. MENDELSON

12/13/96	Option to Purchase shares of Common Stock**	16,500	\$18.98
12/13/96	Option to Purchase shares of Common Stock**	16,500	\$19.09
12/30/96	Open Market Purchase	330	\$23.23
Various (1)	401(K) Stock Purchase/Allocation	1,700	\$6.26
1/20/97	Transfer to VHMRT	104,322	

LLP

12/30/96	Transfer from Laurans A. Mendelson	391,182
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VHMRT

1/20/97	Transfer from Victor H. Mendelson	104,322
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NOTES

- * All share amounts and prices are adjusted to reflect all stock dividends & splits paid in 1995, 1996 & January, 1997.
- ** Options to Purchase Common Stock issued pursuant to Company Stock Option Plans.
- (1) Shares allocated to purchaser's account pursuant to HEICO Savings and Investment Plan (401(K)) in accordance with plan policies on 12/31/94, 3/31/95, 6/30/95, 9/30/95, 12/31/95, 3/31/96, 6/30/96 & 9/30/96. Number of shares allocated in December, 1996 unavailable as of 1/20/97, but such amounts are believed less than 1/2 of 1% of Company shares outstanding.