

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

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FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

HEICO CORPORATION

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(Exact name of registrant as specified in its charter)

FLORIDA

65-0341002

-----  
(State of Incorporation  
or Organization)

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(I.R.S. Employer  
Identification No.)

3000 TAFT STREET, HOLLYWOOD, FLORIDA

33021

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(Address of principal executive offices)

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(Zip Code)

If this form relates to the registration of a class of securities pursuant to  
Section 12(b) of the Exchange Act and is effective pursuant to General  
Instruction A.(c), please check the following box. [X]

If this form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), please check the following box. [ ]

Securities Act registration statement file number to which this form relates:\_\_\_

Securities to be registered pursuant to Section 12(b) of the Act:

Title of Each Class  
to be so Registered

Name of Each Exchange on Which  
Each Class is to be Registered

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PREFERRED STOCK PURCHASE RIGHTS

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NEW YORK STOCK EXCHANGE

Securities to be registered pursuant to Section 12(g) of the Act:

NONE

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(Title of Class)

## ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Incorporated by reference to Item 1 of the Registrant's Registration Statement on Form 8-A/A dated April 13, 1995.

## ITEM 2. EXHIBITS.

1. Articles of Incorporation of the Registrant are incorporated by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-4 (Registration No. 33-57624) Amendment No. 1 filed on March 19, 1993.\*
2. Article of Amendment of the Articles of Incorporation of the Registrant, dated April 27, 1993, are incorporated by reference to Exhibit 3.2 to the Registrant's Registration Statement on Form 8-B dated April 29, 1993.\*
3. Articles of Amendment of the Articles of Incorporation of the Registrant, dated November 3, 1993, are incorporated by reference to Exhibit 3.3 to the Form 10-K for the year ended October 31, 1993.\*
4. Articles of Amendment of the Articles of Incorporation of the Registrant, dated March 19, 1998, are incorporated by reference to Exhibit 3.4 to the Registrant's Registration Statement on Form S-3 (Registration No. 333-48439) filed on March 23, 1993.\*
5. Bylaws of the Registrant are incorporated by reference to Exhibit 3.4 to the Form 10-K for the year ended October 31, 1996.\*
6. The description and terms of Preferred Stock Purchase Rights are set forth in a Rights Agreement between the Registrant and SunBank, N.A., as Rights Agent, dated as of November 2, 1993, and are incorporated by reference to Exhibit 1 to the Form 8-K dated November 2, 1993.\*

\* Previously Filed

## SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, Registrant has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

HEICO CORPORATION

By: /s/ THOMAS S. IRWIN

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Thomas S. Irwin  
Executive Vice President and Chief  
Financial Officer

Dated: January 27, 1999