

# 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) **September 30, 2009**

### 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)

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

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

On September 30, 2009, HEICO Corporation (the "Company") announced that its Board of Directors elected each of Eric A. Mendelson and Victor H. Mendelson as Co-Presidents of the Company effective October 1, 2009. Eric Mendelson and Victor Mendelson will relinquish their positions as Executive Vice Presidents of the Company effective October 1, 2009. Eric Mendelson remains the President and Chief Executive Officer of HEICO Aerospace Holdings Corp., a subsidiary of the Company, President of HEICO Aerospace Corporation, a subsidiary of the Company, and a director of the Company. Victor Mendelson remains President and Chief Executive Officer of HEICO Electronic Technologies Corp., a subsidiary of the Company, and a director of the Company.

Effective October 1, 2009, Laurans A. Mendelson will relinquish the position of President of the Company. Laurans Mendelson remains the Chairman and Chief Executive Officer of the Company.

Eric Mendelson, 43, has been an employee of the Company since 1990, serving in various capacities. Mr. Mendelson has served as Executive Vice President of the Company since 2001, President and Chief Executive Officer of HEICO Aerospace Holdings Corp., a subsidiary of the Company, since its formation in 1997 and President of HEICO Aerospace Corporation since 1993. Mr. Mendelson is a co-founder, and, since 1987, has been Managing Director of Mendelson International Corporation, a private investment company, which is a shareholder of the Company. In addition, Mr. Mendelson is a member of the Board of Trustees of Mount Sinai Medical Center in Miami Beach, Florida and Ransom Everglades School in Coconut Grove, Florida, as well as a member of the Executive Committee of the Columbia College Alumni Association. Eric Mendelson is the son of Laurans Mendelson and the brother of Victor Mendelson. Eric Mendelson is considered an "inside" Director under New York Stock Exchange rules.

Victor Mendelson, 41, has been associated with the Company since 1990, serving in various capacities. Mr. Mendelson has served as Executive Vice President of the Company since 2001, President and Chief Executive Officer of HEICO Electronic Technologies Corp., a subsidiary of the Company, since September 1996. He served as General Counsel of the Company from 1993 to September 2008 and Vice President of the Company from 1996 to 2001. In addition, Mr. Mendelson was the Chief Operating Officer of the Company's former MediTek Health Corp. subsidiary from 1995 until its profitable sale in 1996. Mr. Mendelson

is a co-founder, and, since 1987, has been President of Mendelson International Corporation, a private investment company which is a shareholder of the Company. He is a member of the Board of Visitors of Columbia College in New York City, a Trustee of St. Thomas University in Miami Gardens, Florida and a Director of the Florida Grand Opera. Victor Mendelson is the son of Laurans M endelson and the brother of Eric Mendelson. Victor Mendelson is considered an "inside" director under New York Stock Exchange rules.

A copy of the Company's press release announcing the election of Eric Mendelson and Victor Mendelson as Co-Presidents of the Company is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

99.1 Press Release of the Company, dated September 30, 2009.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

	<b>HEICO Corporation</b>
	(Registrant)
<b>September 30, 2009</b>	/s/ <b>THOMAS S. IRWIN</b>
(Date)	Thomas S. Irwin <i>Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)</i>

**EXHIBIT INDEX**

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release of the Company, dated September 30, 2009.

## **Photo Release -- HEICO Corporation Names Eric A. Mendelson and Victor H. Mendelson as Co-Presidents**

MIAMI and HOLLYWOOD, Fla., Sept. 30, 2009 (GLOBE NEWSWIRE) -- HEICO Corporation (NYSE:HEI.A) (NYSE:HEI) today announced that its Board of Directors has elected each of Eric A. Mendelson and Victor H. Mendelson as Co-Presidents of the Company effective October 1, 2009. Laurans A. Mendelson remains the Company's Chairman and Chief Executive Officer.

Photos accompanying this release are available at <http://www.globenewswire.com/newsroom/prs/?pkgid=6658> and <http://www.globenewswire.com/newsroom/prs/?pkgid=6657>

Eric Mendelson, 43 years old, has served as President and CEO of the Company's Flight Support Group since its founding and Victor Mendelson, 41 years old, has served as President & CEO of the Company's Electronic Technologies Group since its founding. Victor Mendelson also served as the Company's General Counsel from 1993 until 2008. Both of them have been members of HEICO's Board of Directors since the 1990s. Eric and Victor Mendelson, who are brothers, will continue in their existing roles overseeing the Company's Flight Support and Electronic Technologies Groups, respectively.

Laurans A. Mendelson, HEICO's Chairman, President and Chief Executive Officer remarked, "The change in titles merely reflects the roles that Eric and Victor have effectively occupied at HEICO for many years and the Board felt it was time their titles truly reflected the breadth of their activities."

The brothers have been critical participants in the Company's growth since they and their father, Laurans Mendelson, took management control of HEICO in 1990. Victor Mendelson discovered HEICO as an investment for the family while he was a college student, whereupon the family became the Company's largest shareholders and, eventually, led a reconstitution of HEICO's management and Board.

Following those changes, Eric Mendelson initiated the Company's FAA-approved alternative aircraft parts strategy and is internationally recognized as the pioneer in this critical market segment. He's also overseen the Flight Support Group's production maximization and acquisition strategies, in which the Flight Support Group acquired and absorbed 19 separate companies.

Victor Mendelson has overseen a wide array of various strategic corporate initiatives, including 14 acquisitions, 2 very successful divestitures, and management of HEICO's defense, space and electronics businesses, known as the Company's Electronic Technologies Group.

Eric and Victor Mendelson jointly remarked, "Since 1990 through the end of our most recent fiscal year, HEICO has achieved compound annual growth in sales, earnings and stock price of approximately 20%. We are honored by the confidence that HEICO's Board and all of our outstanding Team Members have placed in us and we fully intend to continue the policies and practices that brought HEICO its successes since our involvement with the Company."

HEICO Corporation is engaged primarily in certain niche segments of the aviation, defense, space and electronics industries through its Hollywood, FL-based HEICO Aerospace Holdings Corp. subsidiary and its Miami, FL-based HEICO Electronic Technologies Corp. subsidiary. HEICO's customers include a majority of the world's airlines and airmotives as well as numerous defense and space contractors and military agencies worldwide in addition to medical, telecommunication and electronic equipment manufacturers. For more information about HEICO, please visit our web site at <http://www.heico.com>.

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