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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 15, 2008

HEICO Corporation
(Exact name of registrant as specified in its charter)

Florida	1-4604	65-0341002
(State or other jurisdiction of incorporation)	(Commission File Number)	(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 (see General Instruction A.2. below):

- ☐ 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.

(a)
Effective September 15, 2008, Mr. Joseph W. Pallot resigned as a director of
HEICO Corporation (the "Company"). Mr. Pallot served as a member of the
Finance/Audit Committee. The decision of Mr. Pallot to resign from his service
on the Board of the Directors of the Company did not involve any disagreement
with the Company concerning its operations, policies or practices.

(d)
Effective September 15, 2008, the Board of Directors of the Company appointed
Mark H. Hildebrandt to serve as a director of the Company. In addition, Mr.
Hildebrandt was appointed a member of the Finance/Audit Committee. There were no
arrangements or understandings pursuant to which Mr. Hildebrandt was appointed
as a director, and there are no related party transactions between the Company
and Mr. Hildebrandt reportable under Item 404(a) of Regulation S-K.

Mr. Hildebrandt, 52, is a partner in Waldman Hildebrandt Trigoboff Marx &
Calnan, P.A, a full service boutique law firm based in Miami, FL. Mr.
Hildebrandt has practiced law continuously for more than 25 years and
specializes in corporation & business law and in litigation. Mr. Hildebrandt
began his legal career as an Assistant State Attorney at the Miami-Dade County
State Attorney's Office under the Honorable Janet Reno. He is currently
President of the Mount Sinai Medical Center Foundation in Miami Beach, FL, a
member of the Executive Committee of the Board of Trustees of Mount Sinai, a

former Chairman of the Finance Committee and a former member of the Audit Committee, and a member of the Finance and Investment Committee. Additionally, Mr. Hildebrandt is a member of the Board of Directors of Easter Seals of Miami-Dade County and has served in numerous other local civic posts.

A copy of the Company's press release announcing Mr. Pallot's resignation from the Board of Directors and the appointment of Mr. Hildebrandt to the Board of Directors 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 16, 2008.

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: September 17, 2008

By: /s/ THOMAS S. IRWIN

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

EXHIBIT INDEX

Exhibit No.	Description
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99.1	Press Release of the Company, dated September 16, 2008.
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FOR IMMEDIATE RELEASE

September 16, 2008
Thomas S. Irwin (954) 987-4000 ext. 7560
Victor H. Mendelson (305) 374-1745 ext. 7590

HEICO CORPORATION ELECTS MARK H. HILDEBRANDT TO ITS BOARD OF DIRECTORS

Miami, FL and Hollywood, FL - HEICO Corporation (NYSE HEI.A and HEI) today announced that its Board of Directors has elected Mark H. Hildebrandt to its Board of Directors effective immediately.

Mr. Hildebrandt, who is not affiliated with HEICO, is considered an "independent" member of the Company's Board and he replaces Joseph W. Pallot, who resigned yesterday to become HEICO's full-time General Counsel. Accordingly, approximately two-thirds of HEICO's Board remains "independent."

Mr. Hildebrandt, 52 years old, is a partner in Waldman Hildebrandt Trigoboff Marx & Calnan, P.A, a full service boutique law firm based in Miami, FL. Mr. Hildebrandt has practiced law continuously for more than 25 years and specializes in corporation & business law and in litigation.

Mr. Hildebrandt began his legal career as an Assistant State Attorney at the Miami-Dade County State Attorney's Office under the Honorable Janet Reno. He is currently President of the Mount Sinai Medical Center Foundation in Miami Beach, FL, a member of the Executive Committee of the Board of Trustees of Mount Sinai, a former Chairman of the Finance Committee and a former member of the Audit Committee, and a member of the Finance and Investment Committee. Additionally, Mr. Hildebrandt is a member of the Board of Directors of Easter Seals of Miami-Dade County and has served in numerous other local civic posts.

Laurans A. Mendelson, HEICO's Chairman, President and Chief Executive Officer, commented, "Mark is a successful and talented legal professional who also has a strong business background. The Board unanimously agreed that Mark's experience will serve us well and we are excited that he agreed to join our Board."

Mark Hildebrandt remarked, "I am pleased to join the Board of this growing, successful and respected company. I look forward to working on the shareholders' behalf with my fellow Directors and HEICO's management."

The Company has two classes of common stock traded on the NYSE. Both classes, the Class A Common Stock (HEI.A) and the Common Stock (HEI), are virtually identical in all economic respects. The only difference between the share classes is the voting rights. The Class A Common Stock (HEI.A) receives 1/10 vote per share and the Common Stock (HEI) receives one vote per share. The stock symbols for HEICO's two classes of common stock on most web sites are HEI.A and HEI. However, some web sites change HEICO's Class A Common Stock stock symbol (HEI.A) to HEI/A or HEIa.

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>.