SEC Form 4

# FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

| OMB APPROVAL | |
|---|---|
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person*
MENDELSON VICTOR H

(Last) (First) (Middle)
825 BRICKELL BAY DRIVE, SUITE 1644

(Street)
MIAMI FL 33131

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
HEICO CORP [ HEI, HEI.A ]

3. Date of Earliest Transaction (Month/Day/Year)
06/29/2026

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
☑ Director
☐ 10% Owner
☑ Officer (give title below)
☑ Other (specify below)
Co-COB and Co-CEO / Member of 10% owner group

6. Individual or Joint/Group Filing (Check Applicable Line)
☑ Form filed by One Reporting Person
☐ Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | | | | | | | | 1,274,308 | D | |
| Class A Common Stock | 06/29/2026 | | G | | 3,285 | D | $0 | 212,626 | D | |
| Class A Common Stock | | | | | | | | 189,030 | I | Owned by Corporation[(1)] |
| Common Stock | | | | | | | | 172,515 | I | Owned by Partnership[(2)] |
| Common Stock | | | | | | | | 4,762 | I | As custodian for children |
| Class A Common Stock | | | | | | | | 19,136 | I | As custodian for children |
| Common Stock | | | | | | | | 93,198 | I | By 401(k)[(3)] |
| Class A Common Stock | | | | | | | | 88,439 | I | By 401(k)[(3)] |
| Common Stock | | | | | | | | 921 | I | By Keogh Account |
| Class A Common Stock | | | | | | | | 16,133 | I | By Keogh Account |
| Common Stock | | | | | | | | 570,852 | I | By Trusts[(4)] |
| Class A Common Stock | | | | | | | | 137,199 | I | By Trusts[(4)] |
| Common Stock | | | | | | | | 28,819 | I | By Trusts[(5)] |
| Class A Common Stock | | | | | | | | 8,465 | I | By Trusts[(5)] |
| Common Stock | | | | | | | | 4,072 | I | By 409A Plan[(6)] |

### Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
## (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |

**Explanation of Responses:**

1. Represents shares owned by Mendelson International Corporation whose stock is owned solely by the Reporting Person and Eric Mendelson, the brother of the Reporting Person.
2. Represents shares owned by VHM Management Limited Partners, a partnership whose sole general partner is a corporation controlled by the Reporting Person.
3. Represents shares held for the benefit of the Reporting Person by the HEICO Corporation 401(k), based on a plan statement dated June 29, 2026.
4. Represents shares gifted by the Reporting Person to trusts for the benefit of the Reporting Person's immediate family members and whose Trustee is the Reporting Person.
5. Represents shares owned by the Victor H. Mendelson Revocable Investment Trust which is owned solely by the Reporting Person.
6. Represents shares held for the reporting person by the HEICO Corporation Leadership Compensation Plan (409A Plan).

**Remarks:**

/s/ Victor H. Mendelson    07/01/2026

** Signature of Reporting Person    Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**