

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): December 16, 2022

**HEICO CORPORATION**

(Exact name of registrant as specified in its charter)

**Florida**  
(State or Other Jurisdiction of Incorporation)

**001-04604**  
(Commission File Number)

**65-0341002**  
(I.R.S. Employer Identification Number)

**3000 Taft Street, Hollywood, Florida 33021**  
(Address of Principal Executive Offices) (Zip Code)

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

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	HEI	New York Stock Exchange
Class A Common Stock, \$.01 par value per share	HEIA	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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

On December 16, 2022, the Board of Directors (the “Board”) of HEICO Corporation (the “Company”) appointed Carol F. Fine to serve as a director of the Company, effective December 23, 2022. There were no arrangements or understandings pursuant to which Mrs. Fine was appointed as a director, and there are no related party transactions between the Company and Mrs. Fine reportable under Item 404(a) of Regulation S-K. As of the date of this Report, Mrs. Fine has not been and is not expected to be named to any committees of the Board.

Mrs. Fine, aged 65 years, is a highly accomplished and experienced banker and aviation consultant. During her 37-year banking career, she served in corporate and private banking positions of increasing responsibility at Southeast Bank, First Union, SunTrust Bank, City National Bank of Florida and Northern Trust. Aviation has been a significant focus of her banking positions in all of the banking institutions in which she served. In addition, she served for a year as an independent aviation consultant involved with aircraft and airline valuations, along with airline and aviation credit assessments. Mrs. Fine also completed courses at Miami-Dade County’s Aviation Program. Among other sectors, her banking experience included private equity financing, including within HEICO’s markets. Further, Mrs. Fine is active in important non-profit service, as a member of the Health Foundation of South Florida Board of Directors and the Carrfour Supportive Housing, Inc. Board of Directors, where she is also a former Board Chair. Mrs. Fine received her BA from the College of William and Mary, and her IMBA from the University of South Carolina.

A copy of the Company’s press release announcing the appointment of Mrs. Fine to the Board is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

(d) Exhibits

<b><u>Exhibit</u></b>	<b><u>Description</u></b>
99.1	<a href="#">Press release dated December 21, 2022</a>
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)

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## **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.

Date: December 21, 2022

HEICO CORPORATION

By: /s/ CARLOS L. MACAU, JR.  
Carlos L. Macau, Jr.  
Executive Vice President - Chief Financial  
Officer and Treasurer

**Date:** December 21, 2022

**Contact:** Victor H. Mendelson (305) 374-1745  
Carlos L. Macau, Jr. (954) 987-4000

### **HEICO Corporation elects Carol F. Fine to Board of Directors**

MIAMI, FL - HEICO Corporation (NYSE: HEI.A and HEI) today announced that its Board of Directors (the "Board") has elected Carol F. Fine to serve on the Company's Board, effective December 23, 2022.

Mrs. Fine is a highly accomplished and experienced banker and aviation consultant. During her 37-year banking career, she served in corporate and private banking positions of increasing responsibility at Southeast Bank, First Union, SunTrust Bank, City National Bank of Florida and Northern Trust. Aviation has been a significant focus of her banking positions in all of the banking institutions in which she served.

In addition, she served for a year as an independent aviation consultant involved with aircraft and airline valuations, along with airline and aviation credit assessments. Mrs. Fine also completed courses at Miami-Dade County's Aviation Program. Among other sectors, her banking experience included private equity financing, including within HEICO's markets.

Further, Mrs. Fine is active in important non-profit service, as a member of the Health Foundation of South Florida Board of Directors and the Carrfour Supportive Housing, Inc. Board of Directors, where she is also a former Board Chair.

Mrs. Fine received her BA from the College of William and Mary, and her IMBA from the University of South Carolina.

Laurans A. Mendelson, HEICO's Chairman and Chief Executive Officer, along with Eric A. Mendelson and Victor H. Mendelson, HEICO's Co-Presidents, and Mark H. Hildebrandt, Chair of the Board's Nominating and Governance Committee, jointly remarked, "We are delighted that Carol is joining our Board. She brings excellent business experience and a very deep understanding of our industry, finance, banking and credit markets. Further, her deep familiarity with health and housing needs in one of HEICO's key operating states will provide meaningful benefits. The entire Board of Directors joins us in welcoming Carol to the Board."

HEICO Corporation is engaged primarily in the design, production, servicing and distribution of products and services to certain niche segments of the aviation, defense, space, medical, telecommunications and electronics industries through its Hollywood, Florida-based Flight Support Group and its Miami, Florida-based Electronic Technologies Group. HEICO's customers include a majority of the world's airlines and overhaul shops, as well as numerous defense and space contractors and military

agencies worldwide, in addition to medical, telecommunications and electronics equipment manufacturers. For more information about HEICO, please visit our website at [www.heico.com](http://www.heico.com).