

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): April 18, 2025

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 April 18, 2025, the Board of Directors (the "Board") of HEICO Corporation ("HEICO" or the "Company") approved leadership transitions that were publicly announced by the Company on April 21, 2025. Effective May 1, 2025, Laurans A. Mendelson, the Company's Chairman and Chief Executive Officer (principal executive officer), will assume the role of Executive Chairman of the Board. Mr. Mendelson has served as Chief Executive Officer since 1990. He holds A.B. and M.B.A. degrees from Columbia University and has been widely recognized for his leadership in the aerospace industry.

In connection with this transition, the Company appointed Eric A. Mendelson and Victor H. Mendelson to serve as Co-Chief Executive Officers (co-principal executive officers), also effective May 1, 2025. Both have served as Co-Presidents of HEICO since 2009. Eric is also President and Chief Executive Officer of the Company's Flight Support Group, which he founded in 1993. He has been a Director since 1992 and holds A.B. and M.B.A. degrees from Columbia University. Victor serves as President and Chief Executive Officer of the Company's Electronic Technologies Group, which he founded in 1996. He has been a Director since 1996, previously served as General Counsel, and holds an A.B. from Columbia University and a J.D. from the University of Miami School of Law.

These leadership transitions are part of the Company's long-standing internal succession planning process. There are no changes to the compensation arrangements of the named executives in connection with these appointments, and their compensation will continue as previously disclosed in the Company's definitive proxy statement on Schedule 14A, filed with the Securities and Exchange Commission on January 31, 2025 (the "Proxy Statement"). For information regarding the biographical, family relationship, compensation and related party transactions relating to Laurans A. Mendelson, Eric A. Mendelson and Victor H. Mendelson, please see the Proxy Statement sections titled "Business Experience of Nominees," "Executive Compensation," and "Certain Relationships and Related Transactions", which sections are incorporated herein by reference.

A copy of the Company's press release announcing these changes in management is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated April 21, 2025
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

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: April 22, 2025

HEICO CORPORATION

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

Date: April 21, 2025

Contact: Victor H. Mendelson (305) 374-1745 ext. 7590
Carlos L. Macau, Jr. (954) 987-4000 ext. 7570

HEICO CORPORATION ANNOUNCES MANAGEMENT POSITION CHANGES CONSISTENT WITH SUCCESSION PLAN

Laurans A. Mendelson to become Executive Chairman; Eric A. Mendelson and Victor H. Mendelson to become Co-CEOs

HEICO Corporation (NYSE: HEI and HEI.A) today announced that Laurans A. Mendelson, its Chairman and Chief Executive Officer, will become the Company's Executive Chairman of the Board of Directors and that Eric A. Mendelson and Victor H. Mendelson will become the Company's Co-Chief Executive Officers effective on May 1, 2025.

Eric and Victor Mendelson have served as the Company's Co-Presidents since 2009. In addition, Eric Mendelson has served as President & CEO of the Company's Flight Support Group ("FSG") since founding it in 1993 and Victor Mendelson has served as President & CEO of the Company's Electronic Technologies Group ("ETG") since founding it in 1996. They will continue in these roles, in addition to serving as HEICO's Co-CEOs.

As Executive Chairman of the Board, Laurans Mendelson will continue leading the Company's Board of Directors, his deep involvement with strategic direction and planning, as well as overseeing key investor and constituency relationships.

The transition is consistent with the Company's long-time internal, orderly and planned CEO succession approach as annually reviewed by the Company's Board of Directors. The transition has been occurring internally over many years and reflects much of the functional roles Eric and Victor Mendelson have assumed over time.

Laurans, Eric and Victor Mendelson jointly commented, "The position changes are more titular than practical, given that we have operated the Company together, often interchangeably, for decades, with our Team Members, customers, shareholders and others working extensively with us—both individually and collectively— since our involvement with HEICO commenced some 35 years ago.

More notably, HEICO's decentralized and entrepreneurial structure means that the Company relies on the business leaders at each HEICO subsidiary to fully manage their operations, which is where and how the magic happens. HEICO's success results from the remarkable efforts of

our subsidiaries and their Team Members. This will remain the case and we are as excited today as we were 35 years ago by what this powerful structure produces.”

Mark H. Hildebrandt, Chairman of the Board’s Governance Committee, commented, “The transitions are consistent with the Company’s long-planned internal executive succession arrangement as overseen by the Company’s Board of Directors. Laurans, Eric and Victor Mendelson together took over HEICO’s management in 1990 after becoming the Company’s largest shareholders. Since then, they’ve jointly overseen HEICO, assigning duties and responsibilities as warranted, with the three Mendelsons operating as a team of partners wherein they unanimously concurred on major decisions and have been equally well informed about the Company’s operations, acquisitions and strategic selections, while devoting their greatest individual attention to specific responsibilities.”

The Board and all three Mendelsons unanimously felt it important to better match titles with daily responsibilities and activities, which this transition accomplishes, while appropriately planning for HEICO’s future.”

Eric Mendelson founded the FSG in 1993 and has led it since then. During this time, the FSG has grown from an effectively single-product business in a single location with sales approximating \$20.0 million into a substantial designer and manufacturer of tens of thousands of aerospace and defense components found on nearly every commercial airliner currently in use, along with dozens of defense and space platforms used by the United States and its allies. Its unique engineering capabilities have become renowned in the industry. The FSG currently operates 61 facilities in 11 countries and 23 states in the United States while employing approximately 5,100 Team Members. Eric Mendelson has overseen 51 acquisitions for the FSG, with simultaneous involvement in the Electronic Technologies Group’s acquisitions. A HEICO Corporation Director since 1992, he received both his AB and MBA degrees from Columbia University in the City of New York.

Victor Mendelson founded the ETG in 1996 and has led it since then. He also served as the Company’s General Counsel for 18 years and was Chief Operating Officer of the Company’s former MediTek Health Corp. subsidiary. Under his leadership, the ETG has grown from scratch starting with its first acquisition in the year of its founding to becoming a leading provider of highly engineered electronic and other components and sub-systems used in aviation, defense, medical space and other equipment. The ETG’s products are mission-critical items found on thousands of end systems. The ETG currently operates 59 facilities in 8 countries and 19 states in the United States while employing approximately 5,400 Team Members. The ETG has completed 55 acquisitions under Victor Mendelson’s leadership, with simultaneous involvement in the FSG’s acquisitions. A HEICO Corporation Director since 1996, he received his AB degree from Columbia University in the City of New York and his JD degree from the University of Miami Law School.

Laurans Mendelson has served as HEICO’s Chairman and Chief Executive Officer since 1990, and was also the Company’s President until 2009, when Eric and Victor Mendelson became Co-Presidents. Since 1990, HEICO has grown from a troubled company with \$26 million in net revenues and a similar market capitalization to one of the largest US-based, but global, aerospace and defense companies with a market capitalization of nearly \$30 billion and revenue

of approximately \$4 billion generating significant growth in cash flow from operations. \$100,000 invested in HEICO shares at the time Mr. Mendelson and his sons took over HEICO's management became worth over \$100.2 million, representing a compound annual growth rate of over 22%. Also in that time, HEICO has grown to operate in 121 facilities in 15 countries and 29 states in the United States. Receiving both his AB and MBA degrees from Columbia University in the City of New York, he is known as a prominent international business leader, having been recognized for the impact he's had on the aerospace industry and international commerce with awards such as the Living Legend of Aviation Award, the Howard Hughes Memorial Award, the John Jay Award from Columbia College, as well as being named to the International Air and Space Hall of Fame and being named a Chevalier in France's Legion d'Honneur.

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 <https://www.heico.com>.

HEICO Corporation | 3000 Taft Street | Hollywood, FL 33021 | USA | +1 (954) 987-4000
