

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Act of 1934

Date of Report (Date of earliest event reported): October 30, 1997

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
(I.R.S. Employer
Identification No.)

3000 TAFT STREET, HOLLYWOOD, FLORIDA 33021
(Address of principal offices)

Registrant's telephone number, including area code: 954/987-6101

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On October 30, 1997, the Company entered into a strategic alliance with Lufthansa Technik AG, the technical services subsidiary of Lufthansa German Airlines ("Lufthansa"), whereby Lufthansa invested approximately \$26 million in HEICO Aerospace Holdings Corporation, a subsidiary of the Company ("HEICO Aerospace"), including \$10 million paid at closing and approximately \$16 million to be paid to HEICO Aerospace over three years pursuant to a research and development cooperation agreement which will partially fund accelerated development of additional FAA-approved replacement parts for jet engines. In addition, Lufthansa and HEICO Aerospace have agreed to cooperate regarding technical services and marketing support for jet engine parts on a worldwide basis. Lufthansa received a 20% minority interest in HEICO Aerospace.

Lufthansa is the world's largest independent provider of engineering and maintenance services for aircraft and aircraft engines supporting over 200 airlines, governments and other customers on a worldwide basis.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS

(a) Not applicable

(b) Pro forma financial information.
The following unaudited pro forma consolidated condensed financial information filed by the Company with the Commission pursuant to the Exchange Act as contained in the Registration Statement on Form S-3 dated November 7, 1997 is hereby incorporated by reference in this Form 8-K:

Introductory note to unaudited pro forma consolidated condensed financial statements.

Unaudited pro forma consolidated condensed balance sheet as of July 31, 1997.

Unaudited pro forma consolidated condensed statement of operations for the nine months ended July 31, 1997.

Unaudited pro forma consolidated condensed statement of operations for the year ended October 31, 1996.

Notes to the unaudited pro forma consolidated condensed financial statements.

(c) Exhibits

- 2.1 Stock Purchase Agreement, dated October 30, 1997, by and among HEICO Corporation, HEICO Aerospace Holdings Corp. and Lufthansa Technik AG is incorporated by reference to Exhibit 10.32 to the Company's Registration Statement on Form S-3 filed on November 7, 1997.
- 2.2 Shareholders Agreement, dated October 30, 1997, by and between HEICO Aerospace Holdings Corp., HEICO Aerospace Corporation and all of the shareholders of HEICO Aerospace Holdings Corp. and Lufthansa Technik AG is incorporated by reference to Exhibit 10.33 to the Company's Registration Statement on Form S-3 filed on November 7, 1997.
- 99.1 Press Release of HEICO Corporation, dated October 31, 1997.

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 thereunto duly authorized.

HEICO CORPORATION

Date: November 14, 1997

BY: /s/ THOMAS S. IRWIN

Thomas S. Irwin
Executive Vice President
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT
NUMBER
- - - - -

DESCRIPTION
- - - - -

99.1	Press Release of HEICO Corporation, dated October 31, 1997.
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FOR IMMEDIATE RELEASE

October 31, 1997

Wolfgang Mayrhuber, Lufthansa, 011-49-40-5070-3355

Eric Mendelson, HEICO Aerospace Corp., 954-987-4000

LUFTHANSA TECHNIK INVESTS IN HEICO CORPORATION'S
FLIGHT SUPPORT UNITALLIANCE FORMED TO ACCELERATE DEVELOPMENT
OF NEW FAA APPROVED ENGINE PARTS

Hollywood, Florida, USA and Hamburg, Germany B HEICO Corporation (ASE:HEI) and Lufthansa Technik AG, a subsidiary of Lufthansa German Airlines AG (FFRT:LHAG) today jointly announced the formation of an alliance between HEICO's Flight Support unit, HEICO Aerospace Holdings Corp. (HEICO Aerospace), and Lufthansa Technik, whereby Lufthansa Technik will invest approximately US\$26 million and receive a 20% ownership interest in HEICO Aerospace, a subsidiary of publicly-traded HEICO Corporation.

HEICO Aerospace is the world's leading designer, manufacturer, and distributor of alternative FAA Approved Replacement Parts for jet engines. Its customers include most airlines and airmotives worldwide which service large commercial aircraft jet engines. Lufthansa Technik is the world's largest independent provider of engineering and maintenance services for aircraft and aircraft engines. Lufthansa Technik supports over 200 airlines, governments, and other customers worldwide with Total Technical Support (TTS) and had sales totaling US\$2 billion in 1996.

Lufthansa Technik will invest approximately US\$26 million in HEICO Aerospace, including US\$16 million to be paid to HEICO Aerospace over three years pursuant to a research and development cooperation agreement which will partially fund accelerated development of additional FAA Approved Replacement Parts for jet engines. In addition, Lufthansa Technik and HEICO Aerospace have agreed to cooperate with technical services and marketing support for jet engine parts on a worldwide basis.

Eric A. Mendelson, HEICO Aerospace's President and Chief Executive Officer, commented AHEICO Aerospace's Jet Avion subsidiary has had continuous growth by responding to its customers' needs for new FAA Approved Replacement Parts. Lufthansa Technik's investment, along with their vast technical experience as an operator and overhauler of aircraft engines will allow us to accelerate the development of new parts. This alliance links two industry leaders who are uniquely qualified to satisfy this market demand."

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Wolfgang Mayrhuber, Lufthansa Technik's Chairman of the Executive Board, added AFor over 20 years, HEICO Aerospace has provided FAA Approved Replacement Parts for jet engines with excellent quality, reliability, and cost advantages to Lufthansa and most of the major airlines in the world. Lufthansa was very impressed with HEICO Aerospace's capabilities. By combining our collective resources, HEICO will offer airlines and airmotives a greater choice in selecting new parts.@

Mayrhuber continued, AWhen an airline buys a new engine or airframe, the airline typically obtains competitive bids from multiple sources. In contrast, airlines have no competitive source for a majority of the replacement parts they purchase. Since spare parts comprise over 50% of the cost of an engine overhaul, an airline's best method of controlling costs and assuring availability is to have a competitive alternative to the OEM for as many of those parts as possible. HEICO Aerospace currently offers a wide range of engine parts and will rapidly increase competitive part offerings through this alliance.@

Laurans A. Mendelson, HEICO Corporation's Chairman, President and Chief Executive Officer, stated, AThis alliance represents the continuation of a carefully planned strategy to grow HEICO into a unique aerospace manufacturer. We look forward to a successful alliance with Lufthansa Technik as we both grow in the future.@

HEICO Aerospace's four operating subsidiaries include: Jet Avion Corporation, the world's leading designer and distributor of alternative FAA Approved Replacement Parts for jet engines; LPI Corporation, a leading manufacturer of

aerospace products; Aircraft Technology, Inc., an FAA Approved Repair Station overhauling jet engine parts; and recently acquired Northwings Accessories Corp., an FAA Approved Repair Station overhauling fuel, hydraulic, and pneumatic aircraft accessories.

This is another important milestone of Lufthansa Technik in its history of continuously contributing to economic and technical progress for the benefit of all airlines worldwide. Some past innovations include the development of engine trend monitoring, high technology repair development, remote diagnostic systems for aircraft and non-electric floor path marking systems.

For more information concerning HEICO and Lufthansa Technik, please see their World Wide Web site at: [HTTP://WWW.STOCKPROFILE.COM/HEI/](http://www.STOCKPROFILE.COM/HEI/) for HEICO Corporation and [HTTP://WWW.LUFTHANSA-TECHNIK.COM](http://www.LUFTHANSA-TECHNIK.COM) for Lufthansa Technik.