

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): **March 20, 2015**

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
(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:

- ☐ 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

HEICO Corporation (the “Company”) held its Annual Meeting of Shareholders on Friday, March 20, 2015. The shareholders voted on two proposals, each of which is described in more detail in the Company’s definitive proxy statement filed February 12, 2015.

Proposal 1: Proposal to Elect Directors

The Company’s shareholders elected all eleven director nominees to serve until the next annual meeting of shareholders or until a successor is elected and qualified. The result of the vote is set forth in the table below:

Director	For	Withheld	Broker Non-Votes
Thomas M. Culligan	24,460,273	35,630	4,786,303
Adolfo Henriques	24,460,142	35,761	4,786,303
Samuel L. Higginbottom	22,338,137	2,157,766	4,786,303
Mark H. Hildebrandt	24,457,872	38,031	4,786,303
Wolfgang Mayrhofer	23,704,462	791,441	4,786,303
Eric A. Mendelson	24,386,233	109,670	4,786,303
Laurans A. Mendelson	24,249,505	246,398	4,786,303
Victor H. Mendelson	24,385,136	110,767	4,786,303
Julie Neitzel	24,458,269	37,634	4,786,303
Dr. Alan Schriesheim	23,548,119	947,784	4,786,303
Frank J. Schwitter	24,458,475	37,428	4,786,303

Proposal 2: Ratification of Independent Registered Public Accounting Firm

The Company’s shareholders ratified the appointment of Deloitte & Touche LLP as the Company’s independent registered public accounting firm for the fiscal year ending October 31, 2015. The result of the vote is set forth in the table below:

For	Against	Abstain
28,912,659	142,108	227,439

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: March 23, 2015

By: /s/ CARLOS L. MACAU, JR.

Carlos L. Macau, Jr.
Executive Vice President - Chief Financial Officer and
Treasurer
(Principal Financial Officer)