SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
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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

☐ 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
MENDELSON VICTOR H	HEICO CORP [HEI, HEI.A]	☑ Director ☐ 10% Owner
(Last) (First) (Middle)	Foreign Trading Symbol	☑ Officer (give title below) ☑ Other (specify below)
825 BRICKELL BAY DRIVE, SUITE 1644	3. Date of Earliest Transaction (Month/Day/Year)	Co-COB and Co-CEO / Member of 10% owner group
(Street)	10/26/2026	
MIAMI FL 33131	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line)
(City) (State) (Zip)		☑ 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	10/26/2026		M		58,000	A	$44.9638	1,332,308	D	
Common Stock	10/26/2026		F		27,559	D	$309.71	1,304,749	D	
Class A Common Stock								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								93,235	I	By 401(k)(3)
Class A Common Stock								88,487	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)
Class A Common Stock								795	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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

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				
Option (Right to purchase Common Stock)	$44.9638	10/26/2026		M			58,000	(7)	03/17/2027	Common Stock	58,000	$0	57,313	D	
Option (Right to purchase Common Stock)	$70.656							(7)	03/16/2028	Common Stock	125,000		125,000	D	
Option (Right to purchase Common Stock)	$134.7							(7)	09/24/2031	Common Stock	125,000		125,000	D	
Option (Right to purchase Common Stock)	$163.35							(7)	03/17/2033	Common Stock	62,500		62,500	D	
Option (Right to purchase Common Stock)	$163.61							(7)	06/09/2033	Common Stock	62,500		62,500	D	
Option (Right to purchase Common Stock)	$256.01							05/27/2026[8]	03/14/2035	Common Stock	10,000		10,000	D	

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) plan, based on a plan statement dated October 27, 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).

7. These options become exercisable 20% per year over five years from the date of grant.

8. Represents the vesting of the first tranche (20%) of performance-based stock options originally granted on March 14, 2025. Vesting occurred upon certification by the Compensation Committee on May 27, 2026 that the applicable performance conditions for the first measurement interval were achieved.

Remarks:

/s/ Victor H. Mendelson — 10/28/2026

** 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.