

HEICO CORP  
Form 8-K  
March 31, 2009

**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 31, 2009**

**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**  
(Address of principal executive offices) **33021**  
(Zip Code)  
Registrant's telephone number, including area code: **(954) 987-4000**

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(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))

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**Item 8.01. Other Events.**

On March 31, 2009, HEICO Corporation (the "Company") issued a press release announcing that its Board of Directors expanded the Company's share repurchase program by an aggregate 1,000,000 shares of either or both of the Company's Class A Common Stock and the

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Company's Common Stock. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

Exhibit 99.1 Press release dated March 31, 2009, titled "HEICO Corporation Expands Share Repurchase Program"

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HEICO Corporation**

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(Registrant)

/s/ **THOMAS S. IRWIN**

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**March 31, 2009**

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(Date)

Thomas S. Irwin

*Executive Vice President and Chief Financial Officer (Principal  
Financial and Accounting Officer)*

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**Exhibit Index**

99.1 Press release dated March 31, 2009