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HEICO CORP

FORM 8-A12B/A

(Amended Securities Registration (section 12(b)))

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SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A/A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES PURSUANT TO SECTION 12(b) OR 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934

HEICO CORPORATION

(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	65-0341002 (I.R.S. Employer Identification No.)
3000 Taft Street Hollywood, Florida (Address of principal executive offices)	33021 (Zip code)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

TITLE OF EACH CLASS TO BE SO REGISTERED	NAME OF EACH EXCHANGE ON WHICH EACH CLASS IS TO BE REGISTERED
Preferred Stock Purchase Rights - ---------- (Title of Class)	American Stock Exchange ---------- (Name of Exchange)

SECURITIES TO BE REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

On November 2, 1993, the Board of Directors of HEICO Corporation (the "Company") declared a distribution of one Preferred Stock Purchase Right (the "Rights") for each outstanding share of common stock, par value $.01 per share, of the Company (the "Common Stock") held of record at the close of business on November 12, 1993. Each Right entitles the registered holder to purchase from the Company one one-hundredth (1/100) of a share of a new series of preferred shares of the Company, designated as Series A Junior Participating Preferred Stock (the "Series A Preferred Stock") at a price of $45 per one one-hundredth (1/100) of a share (the "Exercise Price"), subject to certain adjustments. The description and terms of the Rights are set forth in a Rights Agreement (the "Rights Agreement") between the Company and Sun Bank, National Association, a national banking association, as Rights Agent ("Rights Agent"), dated as of November 2, 1993.

Initially the Rights will not be exercisable, certificates will not be sent to shareholders, and the Rights will automatically trade with the Common Stock.

Until the close of business on the tenth day (or such later date as may be determined by action of the Board of Directors) after the earlier to occur of
(i) a public announcement that a person or group of affiliated or associated persons, with certain exceptions, has acquired beneficial ownership of 15% or more of the Company's voting stock ("Acquiring Person"), except that Acquiring Person shall not include (A) the Company, (B) any subsidiary of the Company, (C) any employee benefit plan or employee stock plan of the Company or of any subsidiary of the Company, (D) any person whose ownership of 15% or more of the shares of voting stock of the Company then outstanding results from a transaction or transactions approved by the Continuing Directors (as defined in the Rights Agreement) and effected before such person acquires such 15% beneficial ownership (provided that such person shall become an Acquiring Person upon his acquisition of an additional 1% of the Company's voting stock unless otherwise approved by the Continuing Directors), (E) any person whose beneficial ownership of shares of voting stock of the Company is increased to 15% or more of the shares of voting stock of the Company then outstanding solely by reason of a reduction in the number of issued and outstanding shares of voting stock of the Company pursuant to a transaction or transactions approved by the Continuing Directors of the Company (provided that such person shall become an Acquiring Person upon his acquisition of an

additional 1% of the Company's voting stock unless otherwise approved by the Continuing Directors), or (F) any person whose ownership of 15% or more of the shares of voting stock of the Company then outstanding results from any action or transaction deemed by a resolution of the Continuing Directors of the Company not to cause such person to become an Acquiring Person which resolution is passed prior to such person otherwise becoming an Acquiring Person (provided such person shall become an Acquiring Person upon his acquisition of an additional 1% of the Company's voting stock unless otherwise approved by the Continuing Directors), or (ii) the date of the commencement or announcement of a person's or group's intention to commence a tender or exchange offer (other than a tender or exchange offer by the Company, any subsidiary of the Company or any employee benefit plan or employee stock plan of the Company or any subsidiary of the Company) whose consummation would result in the ownership of 30% or more of the outstanding shares of Common Stock of the Company, even if no purchase actually occurs pursuant to such offer (including any such date which is after the date of the Rights Agreement and prior to the issuance of the Rights; the earlier of such dates being called the "Distribution Date"), the Rights will be evidenced, with respect to any Common Stock certificates outstanding as of November 12, 1993, by such Common Stock certificate with a copy of a Summary of Rights attached thereto, which will be distributed to shareholders of record as of November 12, 1993 (the "Summary of Rights"). Voting stock of the Company owned by any person and acquired by such person from Company or deemed to be beneficially owned by such person pursuant to the exercise or holding of conversion rights, exchange rights, other rights (other than the Rights), warrants or options acquired from the Company is excluded in determining whether such person has acquired 15% or more of the outstanding voting stock. The Rights Agreement provides that, until the Distribution Date, the Rights will be represented by and transferred with, and only with, the Common Stock. Until the Distribution Date (or earlier redemption or expiration of the Rights), new Common Stock certificates issued after November 12, 1993 will contain a legend incorporating the Rights Agreement by reference. Until the Distribution Date (or earlier redemption or expiration of the Rights), the surrender for transfer of any of the Common Stock certificates outstanding as of November 12, 1993 with or without a copy of the Summary of Rights attached, will also constitute the transfer of the Rights associated with the Common Stock represented by such certificate. As soon as practicable following the Distribution Date, separate certificates evidencing the Rights ("Right Certificates") will be mailed to holders of record of the Common Stock as of the close

of business on the Distribution Date and such separate certificates alone will evidence the Rights from and after the Distribution Date.

The Rights are not exercisable until after both the Distribution Date and the receipt of the certificates which evidence the Rights. The Rights may be exercised, in whole or in part, upon surrender of the Right certificate, with the form of election to purchase, located on the reverse side of such certificate, duly executed (with signature, duly guaranteed), to the Rights Agent, together with payment of the Exercise Price, subject to adjustment as provided in the Rights Agreement. The Rights will expire at the close of business on November 2, 2003, unless earlier redeemed by the Company as described below.

The Series A Preferred Stock will be non-redeemable and, unless otherwise provided in connection with the creation of a subsequent series of preferred stock, subordinate to any other series of the Company's preferred stock. The Series A Preferred Stock may not be issued except upon exercise of the Rights. Each share of Series A Preferred Stock will be entitled to receive when, as and if declared, a quarterly distribution in an amount equal to the greater of $.75 per share or 100 times the cash distributions declared on a share of Common Stock. In the event that any preferential cash dividends to which the holders of any current or future series of the Company's preferred stock, including the Series A Preferred Stock, are entitled has accrued for four or more quarterly dividend payment periods, whether consecutive or not, and shall not have been declared and paid (or a sum sufficient for the payment thereof shall not have been set aside) in full, the holders of such series of preferred stock shall have the right, acting as a single voting group to elect two directors to the Company's Board of Directors and to continue to have two directors on the Board of Directors for so long as any such dividends remain unpaid (or a sum sufficient for the payment thereof has not been set aside) in full.

In addition, each share of Series A Preferred Stock is entitled to 100 times any non-cash distributions (other than distributions payable in equity securities) declared on a share of Common Stock, in like kind. In the event of liquidation, the holders of the Series A Preferred Stock will be entitled to receive a liquidation payment in an amount equal to the greater of $45 per one one-hundredth (1/100) of a share or 100 times the payment made per share of Common Stock. Each share of Series A Preferred Stock will have 100 votes, voting together with the Common Stock as a single voting group.

In the event of any merger, consolidation or other transaction in shares of Common Stock are exchanged, each share of Series A Preferred Stock will be entitled to receive 100 times the amount received per share of Common Stock. The rights of the Series A Preferred Stock as to distributions, liquidation and voting are protected by anti-dilution provisions.

The number of shares of Series A Preferred Stock issuable upon exercise of the Rights is subject to certain adjustments from time to time in the event of a stock distribution on, or a subdivision or combination of, the Common Stock. The Exercise Price is subject to adjustment in the event of extraordinary distributions of cash or other property to holders of Common Stock.

Unless the Rights are earlier redeemed, or the transaction is approved by the Continuing Directors, in the event that, after the Rights become exercisable, the Company is acquired in a merger or other business combination (in which any shares of the Company's Common Stock are changed into or exchanged for other securities or assets) or more than 50% of the assets or earning power of the Company and its subsidiaries (taken as a whole) is sold or transferred in one or a series of related transactions, the Rights Agreement provides that proper provision will be made so that each holder of record of a Right will from and after such date have the right to receive, upon payment of the Exercise Price, that number of shares of common stock of the acquiring company having a market value at the time of such transaction equal to two times the Exercise Price. In addition, unless the Rights are earlier redeemed, or the transaction is approved by the Continuing Directors, if a person or group, with certain exceptions, becomes the beneficial owner of 15% or more of the Company's voting stock, the Rights Agreement provides that proper provision will be made so that each holder of record of a Right, other than the Acquiring Person (whose Rights will thereupon become null and void), will thereafter have the right to receive, upon payment of the Exercise Price, that number of shares of Series A Preferred Stock having a market value at the time of the transaction equal to two times the Exercise Price.

Fractions of shares of Series A Preferred Stock may, at the election of the Company, be evidenced by depositary receipts. The Company may also issue cash in lieu of fractional shares which are not integral multiples of one-hundredth of a share.

At any time on or prior to the close of business on the tenth day after a public announcement that a person has become an Acquiring Person (or such later date as a majority of the Continuing Directors may determine; the Company may redeem the Rights in whole, but not in part, at a price of $.01 per Right ("Redemption Price"); PROVIDED, HOWEVER, the Company may not redeem a Right at anytime after the Company's acceptance of the exercise of such Right. Immediately upon the action of the Board of Directors of the Company authorizing redemption of the Rights, the right to exercise the Rights will terminate and the only right of the holders of the Rights will be to receive the Redemption Price.

Until a Right is exercised, the holder, as such, will have no rights as a shareholder of the Company, including, without limitation, the right to vote or to receive distributions; PROVIDED, HOWEVER, that, pursuant to the Rights Agreement, the Company will not effect any amendment to its Articles of Incorporation which would adversely affect the preferences, limitations or relative rights of the Series A Preferred Stock without the approval of (i) the holders of the then outstanding Rights and (ii) the holders of the then outstanding shares of Series A Preferred Stock. Such approval shall be by a two-thirds vote, with the holders of the Rights and the holders of the Series A Preferred Stock voting together as a single voting group; PROVIDED, HOWEVER, that the holder of each share of Series A Preferred Stock shall have one vote and the holder of each Right shall have one one-hundredth of a vote with respect to each amendment.

As of April 10, 1995, there were 2,279,896 shares of Common Stock issued and outstanding and 686,523 shares reserved for issuance upon the exercise of outstanding options under the Company's stock option plans. 50,000 shares of Series A Preferred Stock have been reserved for issuance upon exercise of the Rights.

The Rights have certain anti-takeover effects. The Rights will cause substantial dilution to a person or group who attempts to acquire the Company on terms not approved by the Company's Board of Directors. The Rights should not interfere with any merger or other business combination approved by the Board since they may be redeemed by the Company at $.01 per Right at any time until the close of business on the tenth day after a person or group has obtained beneficial ownership of 15% or more of the voting stock. The Company's ability to issue other series or classes of preferred stock could also be used to make a change in control of the Company more difficult if the Company's Board of Directors caused shares of preferred stock to be issued to

holders who might side with the Company's Board of Directors in opposing a takeover bid that the Company's Board of Directors determines is not in the best interest of the Company and its shareholders. In addition, the Company's Board of Directors could issue a series of preferred stock with rights and preferences that might similarly impede or discourage proposed mergers, tender offers, or other attempts to gain control of the Company. The Company's present Articles of Incorporation and By-Laws contain other provisions which could have anti- takeover effects. These provisions include, without limitation, (i) the authority of the Board of Directors to issue additional shares of Common Stock without additional shareholder approval and (ii) certain notice procedures to be complied with by shareholders in order to make shareholder proposals or nominate directors.

The form of Rights Agreement between the Company and Sun Bank, National Association, as rights agent, specifying the terms of the Rights, which includes, as Exhibit A thereto, the form of Summary of Rights to Purchase Series A Junior Participating Preferred Stock, as Exhibit B thereto, the form of Right Certificate and, as Exhibit C thereto, the form of Articles of Amendment of the Company setting forth the preferences, limitations and relative rights of the Series A Preferred Stock, is attached hereto as an Exhibit 4 and incorporated herein by reference. The foregoing description of the Rights is qualified by reference to such Exhibit 4.

ITEM 2. EXHIBITS.

EXHIBIT NO.	DESCRIPTION
4.*	Rights Agreement dated as of November 2, 1993 between HEICO Corporation and Sun Bank, National Association, a national banking association, as Rights Agent. The Rights Agreement includes, as Exhibit A thereto, the form of Articles of Amendment establishing the preferences, limitations and relative rights of the Series A Junior Participating Preferred Stock, as Exhibit B thereto, the form of Summary of Rights to Purchase Series A Junior Participating Preferred Stock and, as Exhibit C thereto, the form of Right Certificate.

* Previously filed.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

HEICO CORPORATION

By: s/s THOMAS S. IRWIN
Thomas S. Irwin
Executive Vice President
Chief Financial Officer

Date: July 20, 1995

End of Filing

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