

H&E Equipment Services, Inc.  
Form 8-K  
May 16, 2016

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): May 13, 2016

H&E Equipment Services, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-51759

Delaware

81-0553291

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(State or other jurisdiction (IRS Employer

of incorporation) Identification No.)

7500 Pecue Lane

Baton Rouge, LA 70809

(Address of principal executive offices, including zip code)

(225) 298-5200

(Registrant's telephone number, including area code)

(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.

The 2016 Annual Meeting of Stockholders of H&E Equipment Services, Inc. (the “Company”) was held on May 13, 2016. Matters submitted to the stockholders and voted upon at the meeting, which are more fully described in the Company’s Proxy Statement, which was filed with the Securities and Exchange Commission on April 1, 2016, were (1) the election of eight directors; (2) the ratification of the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016; (3) approval of the H&E Equipment Services, Inc. 2016 Stock-Based Incentive Compensation Plan; and (4) an advisory vote on Named Executive Officer compensation.

Each of the director nominees set forth below was elected to hold office until his respective successor is duly elected and qualified or until his death, resignation or removal. Stockholders ratified the appointment of BDO USA, LLP as the Company’s independent registered public accounting firm for the year ending December 31, 2016. Stockholders approved the H&E Equipment Services, Inc. 2016 Stock-Based Incentive Compensation Plan and stockholders, in a non-binding advisory vote, approved the compensation of the Company’s Named Executive Officers as disclosed in the Company’s Proxy Statement.

The table below shows the votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each proposal, including a separate tabulation with respect to each nominee for director. There were no broker non-votes for the proposal regarding the ratification of the accounting firm.

## (1) Election of directors.

|                        | For        | Withheld  | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Gary W. Bagley         | 27,241,812 | 107,756   | 6,069,348        |
| John M. Engquist       | 27,147,551 | 202,017   | 6,069,348        |
| Paul N. Arnold         | 27,237,493 | 112,075   | 6,069,348        |
| Bruce C. Bruckmann     | 27,208,920 | 140,648   | 6,069,348        |
| Patrick L. Edsell      | 27,236,489 | 113,079   | 6,069,348        |
| Thomas J. Galligan III | 25,956,973 | 1,392,595 | 6,069,348        |
| Lawrence C. Karlson    | 25,089,183 | 2,260,385 | 6,069,348        |
| John T. Sawyer         | 27,204,180 | 145,388   | 6,069,348        |

## (2) Ratification of Appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2016.

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| For        | Against | Abstain |
|------------|---------|---------|
| 33,292,661 | 113,548 | 12,707  |

(3) Approval of the H&E Equipment Services, Inc. 2016 Stock-Based Incentive Compensation Plan.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 26,446,979 | 842,154 | 60,435  | 6,069,348        |

(4) Advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement.

| For        | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 26,563,485 | 720,426 | 65,656  | 6,069,348        |

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SIGNATURES

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.

H&E Equipment Services, Inc.

Date: May 16, 2016 By: /s/ Leslie S. Magee  
Leslie S. Magee  
Chief Financial Officer & Secretary