

H&E Equipment Services, Inc.
Form 8-K
May 25, 2011

**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 24, 2011

H&E Equipment Services, Inc.

(Exact name of registrant as specified in its charter)

Commission File Number: 000-51759

**Delaware
(State or other jurisdiction of
incorporation)**

**81-0553291
(IRS Employer
Identification No.)**

**11100 Mead Road, Suite 200
Baton Rouge, LA 70816**

**(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))**
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Item 5.07 Submission of Matters to a Vote of Security Holders.

The 2011 Annual Meeting of Stockholders of H&E Equipment Services, Inc. (the Company) was held on May 24, 2011. 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 7, 2011, were (1) election of eight members to the board of directors; (2) ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2011; (3) an advisory vote on Named Executive Officer compensation; and (4) an advisory vote on the frequency of future advisory votes on Named Executive Officer compensation.

Each of the 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, 2011. Stockholders, in non-binding advisory votes, (1) approved the compensation of the Company's Named Executive Officers as disclosed in the Company's Proxy Statement and (2) recommended that the Company should hold future advisory votes on Named Executive Officer compensation every year.

In light of the stockholders' advisory vote in favor of holding future non-binding advisory votes on the compensation of our Named Executive Officers every year and other factors, on May 24, 2011, the Company's Board of Directors decided that the Company will hold such votes on executive compensation on an annual basis, until the next non-binding advisory vote on the frequency of such votes on executive compensation.

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 independent registered public accounting firm.

(1) Election of directors

| | For | Withheld | Broker Non-Votes |
|------------------------|------------|-----------|------------------|
| Gary W. Bagley | 28,231,984 | 877,604 | 3,149,941 |
| John M. Engquist | 28,801,120 | 308,468 | 3,149,941 |
| Paul N. Arnold | 28,908,304 | 201,284 | 3,149,941 |
| Bruce C. Bruckmann | 27,179,911 | 1,929,677 | 3,149,941 |
| Patrick L. Edsell | 29,044,799 | 64,789 | 3,149,941 |
| Thomas J. Galligan III | 29,044,919 | 64,669 | 3,149,941 |
| Lawrence C. Karlson | 28,188,548 | 921,040 | 3,149,941 |
| John T. Sawyer | 29,017,795 | 91,793 | 3,149,941 |

(2) Ratification of Appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2011.

| For | Against | Abstain |
|------------|---------|---------|
| 32,242,352 | 1,576 | 15,601 |

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

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 28,814,912 | 289,527 | 5,149 | 3,149,941 |

(4) Advisory vote on the frequency of future advisory votes on Named Executive Officer compensation.

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|--------|---------|---------|---------|------------------|
| | | | | |

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26,675,067

645

2,430,157

3,719

3,149,941

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 25, 2011

By: /s/ Leslie S. Magee
Leslie S. Magee
Chief Financial Officer & Secretary