

MENDELSON ERIC A  
Form 5  
December 12, 2018

**FORM 5**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
MENDELSON ERIC A

(Last) (First) (Middle)

825 BRICKELL BAY DRIVE,  
SUITE 1644

(Street)

MIAMI, FL 33131

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
HEICO CORP [HEI, HEL.A]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
10/31/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Co-President

6. Individual or Joint/Group Reporting

(check applicable line)

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) | (A) or (D) | Price | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|-------|--|--|---|
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 831,662  | D  | Â   |
| Class A Common Stock            | Â                                    | Â  | Â                              | Â   | Â          | Â     | 342,008  | D  | Â   |
| Common Stock                    | Â                                    | Â  | Â                              | Â   | Â          | Â     | 15,227   | I  | By Keogh Account                                      |
| Class A                         | Â                                    | Â  | Â                              | Â   | Â          | Â     | 10,078   | I  | By Keogh  |

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| Common Stock         |            |   |   |       |   |      |         |   | Account                             |
|----------------------|------------|---|---|-------|---|------|---------|---|-------------------------------------|
| Common Stock         | Â          | Â | Â | Â     | Â | Â    | 285,798 | I | By Trusts <sup>(1)</sup>            |
| Class A Common Stock | 10/24/2018 | Â | G | 3,000 | D | \$ 0 | 240,285 | I | Owned by Corporation <sup>(2)</sup> |
| Common Stock         | Â          | Â | Â | Â     | Â | Â    | 392,718 | I | Owned by Partnership <sup>(3)</sup> |
| Common Stock         | Â          | Â | Â | Â     | Â | Â    | 4,522   | I | As custodian for minor children     |
| Class A Common Stock | Â          | Â | Â | Â     | Â | Â    | 5,204   | I | As custodian for minor children     |
| Common Stock         | Â          | Â | Â | Â     | Â | Â    | 111,067 | I | By 401(k) <sup>(4)</sup>            |
| Class A Common Stock | Â          | Â | Â | Â     | Â | Â    | 105,627 | I | By 401(k) <sup>(4)</sup>            |
| Class A Common Stock | Â          | Â | Â | Â     | Â | Â    | 9,366   | I | By 409A Plan <sup>(5)</sup>         |
| Common Stock         | Â          | Â | Â | Â     | Â | Â    | 1,312   | I | By 409A Plan <sup>(5)</sup>         |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**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 control number.**

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Title | 9. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------|-------------------------------|
|  |  |                                      |  |                                | (A) (D)   | Date Exercisable   | Expiration Date   | Title    | Amount or Number of Shares    |

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|  |            |   |   |   |   |   |   |     |            |                            |         |
|--|------------|---|---|---|---|---|---|-----|------------|----------------------------|---------|
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 10.9786 | Â | Â | Â | Â | Â | Â | (6) | 09/13/2020 | Common<br>Stock            | 381,470 |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 15.9351 | Â | Â | Â | Â | Â | Â | (6) | 09/12/2021 | Common<br>Stock            | 305,176 |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 21.4098 | Â | Â | Â | Â | Â | Â | (6) | 06/10/2023 | Common<br>Stock            | 122,070 |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 29.6704 | Â | Â | Â | Â | Â | Â | (6) | 06/08/2025 | Common<br>Stock            | 97,656  |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 24.9498 | Â | Â | Â | Â | Â | Â | (6) | 12/14/2025 | Common<br>Stock            | 97,656  |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 44.9638 | Â | Â | Â | Â | Â | Â | (6) | 03/17/2027 | Common<br>Stock            | 195,313 |
| Option<br>(Right to<br>purchase<br>Common<br>Stock)            | \$ 70.656  | Â | Â | Â | Â | Â | Â | (6) | 03/16/2028 | Common<br>Stock            | 125,000 |
| Option<br>(Right to<br>purchase<br>Class A<br>Common<br>Stock) | \$ 15.4501 | Â | Â | Â | Â | Â | Â | (6) | 06/10/2023 | Class A<br>Common<br>Stock | 122,070 |

## Reporting Owners

| Reporting Owner Name / Address | Relationships |           |         |       |
|--------------------------------|---------------|-----------|---------|-------|
|                                | Director      | 10% Owner | Officer | Other |

