

**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 19, 2017**

**H&E Equipment Services, Inc.**  
(Exact name of registrant as specified in its charter)

Commission File Number: 000-51759

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

**81-0553291**  
(IRS Employer  
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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

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If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

The 2017 Annual Meeting of Stockholders of H&E Equipment Services, Inc. (the "Company") was held on May 19, 2017. 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, 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, 2017; (3) an advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement; and (4) an advisory vote on the frequency of future advisory votes 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, 2017. 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 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 accounting firm.

**(1) Election of directors.**

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Gary W. Bagley	28,087,478	204,800	5,819,285
John M. Engquist	27,967,137	325,141	5,819,285
Paul N. Arnold	28,094,392	197,886	5,819,285
Bruce C. Bruckmann	27,941,778	350,500	5,819,285
Patrick L. Edsell	28,088,968	203,310	5,819,285
Thomas J. Galligan III	28,084,493	207,785	5,819,285
Lawrence C. Karlson	25,818,005	2,474,273	5,819,285
John T. Sawyer	27,940,053	352,225	5,819,285

**(2) Ratification of Appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2017.**

<u>For</u>	<u>Against</u>	<u>Abstain</u>
34,063,451	28,793	19,319

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

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
27,262,444	970,703	59,131	5,819,285

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

<u>1 Year</u>	<u>2 Years</u>	<u>3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
25,033,527	45,669	3,194,628	18,454	5,819,285

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**SIGNATURES**

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.

H&E Equipment Services, Inc.

Date: May 23, 2017

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