
**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): August 17, 2017

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.)

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)

Not Applicable
(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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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

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.

Item 8.01. Other Events.

On August 17, 2017, the Company issued a press release announcing the commencement of an offering through a private placement, subject to market and other conditions, of \$750 million in aggregate principal amount of the Company's senior notes due 2025. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on August 17, 2017, the Company issued a press release announcing it had commenced a cash tender offer for any and all of its \$630 million aggregate principal amount of 7% senior notes due 2022. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Additional Information

This press release is neither an offer to sell, nor a solicitation of an offer to buy, any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The securities described herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act, and applicable state securities laws.

Cautionary Note Regarding Forward-Looking Statements

Except for historical information, all other information in this Form 8-K consists of forward-looking statements. These forward-looking statements involve a number of risks, uncertainties and other factors, including the contemplated size of the offering, possible completion of the offering and tender offer, the prospective impact of a note offering or tender offer, plans to repay certain indebtedness (including the terms and success of such repayment) and the use of proceeds of the offering, which may cause the actual results to be materially different from those expressed or implied in the forward-looking statements. Other important factors that could cause the statements made in this Form 8-K or the actual results of operations or financial condition of the Company to differ include, without limitation, that the offering and tender offer are subject to market conditions, other conditions and approvals. There can be no assurance that the offering or the tender offer will be completed as described herein or at all. Other important factors are discussed under the caption "Forward-Looking Statements" in the Company's Form 10-K Annual Report for the year ended December 31, 2016 and in subsequent filings made prior to or after the date hereof. The Company does not intend to review or revise any particular forward-looking statement in light of future events.

Item 9.01. Financial Statements and Exhibits

- 99.1 Press Release, dated August 17, 2017, announcing commencement of an offering through a private placement for 7% senior notes due 2025.
 - 99.2 Press Release, dated August 17, 2017, announcing commencement of tender offer for 7% senior notes due 2022.
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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: August 17, 2017

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

**Contacts:**

Leslie S. Magee
Chief Financial Officer
225-298-5261
lmagee@he-equipment.com

Kevin S. Inda
Vice President of Investor Relations
225-298-5318
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**H&E EQUIPMENT SERVICES, INC. ANNOUNCES COMMENCEMENT OF
OFFERING OF SENIOR NOTES**

BATON ROUGE, Louisiana — (August 17, 2017) — H&E Equipment Services, Inc. (NASDAQ: HEES) (the “Company” or “H&E”) today announced that it has commenced an offering through a private placement, subject to market and other conditions, of \$750 million in aggregate principal amount of the Company’s senior notes due 2025 (the “Notes”). The Notes will be the senior unsecured obligations of the Company and will be guaranteed by all of the Company’s current and future domestic restricted subsidiaries.

The Company expects to use the net proceeds from the offering to pay the consideration payable to purchase its existing 7% senior notes due 2022 (the “Existing Notes”) tendered and accepted for purchase in the Company’s tender offer for the Existing Notes or otherwise redeem, repurchase or discharge the Existing Notes, to pay fees and expenses incurred in connection with the foregoing and the Notes offering and to repay a portion of the amounts outstanding under its existing ABL credit facility.

The Notes and related guarantees are being offered in a private placement, solely to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), or outside the United States to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The Notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

This notice does not constitute an offer to sell the Notes, nor a solicitation for an offer to purchase the Notes, in any jurisdiction in which such offer or solicitation would be unlawful. Any offer of the Notes will be made only by means of a private offering memorandum. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

About H&E Equipment Services, Inc.

The Company is one of the largest integrated equipment services companies in the United States with 79 full-service facilities throughout the West Coast, Intermountain, Southwest, Gulf Coast, Mid-Atlantic and Southeast regions. The Company is focused on heavy construction and industrial equipment and rents, sells and provides parts and

services support for four core categories of specialized equipment: (1) hi-lift or aerial platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment rental, sales, on-site parts, repair and maintenance functions under one roof, the Company is a one-stop provider for its customers' varied equipment needs. This full service approach provides the Company with multiple points of customer contact, enabling it to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal and provides cross-selling opportunities among its new and used equipment sales, rental, parts sales and services operations.

Forward-Looking Statements

Statements contained in this press release that are not historical facts, including statements about H&E's beliefs and expectations, are "forward-looking statements" within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations are forward-looking statements. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend", "foresee" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) the contemplated size of the offering, possible completion of the offering and tender offer, the prospective impact of a note offering or tender offer, plans to repay certain indebtedness (including the terms and success of such repayment) and the use of proceeds of the offering; (2) general economic conditions and construction and industrial activity in the markets where we operate in North America; (3) our ability to forecast trends in our business accurately, and the impact of economic downturns and economic uncertainty in the markets we serve; (4) the impact of conditions in the global credit and commodity markets and their effect on construction spending and the economy in general; (5) relationships with equipment suppliers; (6) increased maintenance and repair costs as we age our fleet and decreases in our equipment's residual value; (7) our indebtedness; (8) risks associated with the expansion of our business and any potential acquisitions we may make, including any related capital expenditures; (9) our possible inability to integrate any businesses we acquire; (10) competitive pressures; (11) security breaches and other disruptions in our information technology systems; (12) adverse weather events or natural disasters; (13) compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and (14) other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K. Investors, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission, we are under no obligation to publicly update or revise any forward-looking statements after the date of this release. These statements are based on the current beliefs and assumptions of H&E's management, which in turn are based on currently available information and important, underlying assumptions. H&E is under no obligation to publicly update or revise any forward-looking statements after this press release, whether as a result of any new information, future events or otherwise. Investors, potential investors, security holders and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

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H&E EQUIPMENT SERVICES, INC. ANNOUNCES TENDER OFFER

BATON ROUGE, Louisiana — (August 17, 2017) — H&E Equipment Services, Inc. (NASDAQ: HEES) (the “Company” or “H&E”) today announced that it has commenced a cash tender offer (the “Offer”) for any and all of its \$630,000,000 aggregate principal amount of 7% Senior Notes due 2022 (CUSIP No. 404030 AE8) (the “Notes”). The Offer is being conducted in connection with the Company’s proposed offering of \$750 million of new senior notes (the “Proposed Notes Offering”). The proceeds from the Proposed Notes Offering are expected to fund the Offer.

The Offer will expire at 5:00 p.m., New York City time, on August 23, 2017, unless extended (such date and time, as the same may be extended, the “Expiration Time”). Holders who validly tender their Notes prior to the Expiration Time shall receive \$1,038.90 per \$1,000 principal amount of Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes. Notes tendered prior to the Expiration Time may be withdrawn at any time before the Expiration Time.

The Offer is subject to a number of conditions that are set forth in the Offer to Purchase dated August 17, 2017 (as amended or supplemented, the “Offer to Purchase”), including, without limitation, the Company having received proceeds from the Proposed Notes Offering, on terms and conditions satisfactory to the Company, in an amount that is sufficient to pay (1) the offer consideration in respect of all Notes (regardless of the actual amount of Notes tendered) and (2) estimated fees and expenses relating to the Offer and the Proposed Notes Offering. There can be no assurance that the Company will consummate the Proposed Notes Offering, or that any other condition to the Offer will be satisfied.

To the extent any Notes remain outstanding after the consummation of the Offer, the Company intends to redeem all such Notes pursuant to the terms of the indenture governing the Notes using proceeds from the Proposed Notes Offering and borrowing under its credit facility.

The complete terms and conditions of the Offer are set forth in the Offer to Purchase, including the related Notice of Guaranteed Delivery and Letter of Transmittal, that is being sent to holders of the Notes.

The Company has engaged Wells Fargo Securities, LLC as Dealer Manager for the Offer. Copies of the Offer to Purchase and the related Letter of Transmittal may be obtained from D.F. King & Co., Inc., the Tender Agent and Information Agent, online at www.dfking.com/hees or by phone at (888) 796-1292 (Toll-Free) or (212) 269-5550 (Collect). Persons with questions regarding the Offer should contact Wells Fargo Securities, LLC at (866) 309-6316 (Toll-Free) or (704) 410-4760 (Collect).

This press release does not constitute an offer to purchase the Notes. The Offer is made solely pursuant to the Offer to Purchase. The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Holders are urged to read the Offer to Purchase and related documents carefully before making any decision with respect to the Offer. Holders of Notes must make their own decisions as to whether to tender their Notes. None of the Company, the Dealer Manager, the Tender Agent or the Information Agent makes any recommendations as to whether holders should tender their Notes pursuant to the Offer, and no one has been authorized to make such a recommendation.

This press release does not constitute an offer to sell notes pursuant to the Proposed Notes Offering, nor a solicitation for an offer to purchase notes pursuant to the Proposed Notes Offering. Any offer of notes pursuant to the Proposed Notes Offering will be made only by means of a private offering memorandum.

The Company expressly reserves the right, subject to applicable law, to terminate the Offer. This press release does not constitute a notice of redemption or an obligation to issue a notice of redemption in respect of the Notes.

About H&E Equipment Services, Inc.

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included in the Company's most recent Annual Report on Form 10-K. Investors, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the SEC, we are under no obligation to publicly update or revise any forward-looking statements after the date of this release. These statements are based on the current beliefs and assumptions of H&E's management, which in turn are based on currently available information and important, underlying assumptions. H&E is under no obligation to publicly update or revise any forward-looking statements after this press release, whether as a result of any new information, future events or otherwise. Investors, potential investors, security holders and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.