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HEICO CORP  
Form 8-K  
March 19, 2007

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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): March 16, 2007

HEICO CORPORATION  
(Exact name of registrant as specified in its charter)

Florida (State or other jurisdiction of incorporation)	1-4604 (Commission file number)	65-0341002 (I.R.S. Employer Identification No.)
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3000 Taft Street, Hollywood, Florida (Address of principal executive offices)	33021 (Zip Code)
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(954) 987-4000  
(Registrant's telephone number, including area code)

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 1.01 ENTRY INTO A MATERIAL DEFINITIVE AGREEMENT

On March 16, 2007, upon recommendation of the Board of Directors of HEICO Corporation (the "Company"), the shareholders approved the HEICO Corporation 2007 Incentive Compensation Plan (the "Incentive Plan"), a copy of which is attached as Exhibit No. 10.1 to this Form 8-K and the terms of which are hereby incorporated herein by reference below.

The Incentive Plan will provide to senior members of the Company's management team who are executive officers the opportunity to earn cash annual and long-term incentive awards and will enable the Company to claim tax deductions for incentive awards earned and paid under the Incentive Plan without limitation under Section 162(m) of the Internal Revenue Code. The Board of

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Directors regards the Incentive Plan as an important means by which we can link executive pay to performance. By providing for competitive levels of incentive compensation in a program that is fully tax deductible by the Company, the Incentive Plan will serve as a useful tool for attracting and retaining members of our senior management team. Employees who are or may be promoted to executive officers are eligible for selection for participation in the Incentive Plan.

Awards under the Incentive Plan will be granted in the discretion of the Compensation Committee. Except as described below, the recipients and other terms of such awards cannot be determined at this time.

The Compensation Committee has authorized certain incentive awards to executive officers under the Incentive Plan, for the fiscal year ending October 31, 2007. The annual incentive awards will become payable for fiscal 2007 performance if a corporate performance goal relating to net income excluding extraordinary items (if any) is achieved. No amount will be payable unless a specified "threshold" performance level is reached, and the award is payable at a designated maximum rate if performance substantially in excess of the target performance level is achieved. The table below shows the amounts payable under this award upon achievement of specified levels of performance for fiscal 2007:

### NEW PLAN BENEFITS

NAME AND PRINCIPAL POSITION -----	PAYOUT FOR PERFORMANCE AT SPECIFIED LEVEL		
	THRESHOLD -----	TARGET -----	MAXIMUM -----
Laurans A. Mendelson Chairman of the Board, President and Chief Executive Officer	\$ 437,500	\$ 875,000	\$ 1,312,500
Thomas S. Irwin Executive Vice President and Chief Financial Officer	\$ 227,500	\$ 455,000	\$ 682,500
Eric A. Mendelson President - Flight Support Group; President and Chief Executive Officer of HEICO Aerospace Holding Corp.	\$ 227,500	\$ 455,000	\$ 682,500
Victor H. Mendelson President - Electronic Technologies Group and General Counsel of the Company; President and Executive Officer of HEICO Electronic Technologies Corp.	\$ 227,500	\$ 455,000	\$ 682,500
All executive officers as a group (4 persons)	\$ 1,120,000	\$ 2,240,000	\$ 3,359,000

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#### ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits

EXHIBIT NO. -----	DESCRIPTION -----
10.1	HEICO Corporation 2007 Incentive Compensation Plan

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SIGNATURE

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.

HEICO CORPORATION

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(Registrant)

Date: March 19, 2007

By: /s/ Thomas S. Irwin

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Thomas S. Irwin  
Executive Vice President  
and Chief Financial Officer  
(Principal Financial and  
Accounting Officer)

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EXHIBIT INDEX

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