

H&E Equipment Services, Inc.  
Form 8-K  
May 18, 2015

**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 15, 2015**

**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.)**

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**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))

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

The 2015 Annual Meeting of Stockholders of H&E Equipment Services, Inc. (the Company) was held on May 15, 2015. 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 March 30, 2015, 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, 2015; and (3) an advisory vote 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, 2015. Stockholders, in a non-binding advisory vote, approved the compensation of the Company's Named Executive Officers as disclosed in the Company's Proxy Statement.

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

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Gary W. Bagley	27,560,425	152,886	5,586,568
John M. Engquist	27,352,006	361,305	5,586,568
Paul N. Arnold	27,648,635	64,676	5,586,568
Bruce C. Bruckmann	26,914,011	799,300	5,586,568
Patrick L. Edsell	27,648,842	64,469	5,586,568
Thomas J. Galligan III	27,648,273	65,038	5,586,568
Lawrence C. Karlson	26,113,049	1,600,262	5,586,568
John T. Sawyer	27,644,270	69,041	5,586,568

## (2) Ratification of Appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2015.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
33,188,445	90,444	20,990

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

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
26,821,646	847,341	44,324	5,586,568

**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 18, 2015

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