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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No.        )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

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**H&E EQUIPMENT SERVICES, INC.**

(Name of Registrant as Specified in its Charter)

N/A

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
  - Fee paid previously with preliminary materials.
  - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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## EXPLANATORY NOTE

On March 30, 2023, H&E Equipment Services, Inc. (the “Company”) filed its Definitive Proxy Statement (the “Proxy Statement”) with the Securities and Exchange Commission (“SEC”). The Proxy Statement was filed in connection with the Company’s 2023 Annual Meeting of Stockholders to be held on May 12, 2023.

This supplement to the Proxy Statement is being filed to add a fourth proposal inserted as Proposal No. 4, which is an advisory vote on the frequency of holding an advisory vote compensation of the Company’s named executive officers, which is required by SEC rules to be included every six years regardless of a company’s frequency of holding “say-on-pay” votes historically. The Company is asking its stockholders to vote, on an advisory and non-binding basis, with respect to the frequency of holding of an advisory vote on executive compensation, as described in this Supplement to Proxy Statement dated April 3, 2023 (the “Supplement”). The Board’s recommendation is that the Company continue to hold such an advisory vote on an annual basis and that the stockholders therefore vote for a frequency of “EVERY YEAR”.

This supplement includes (i) the updated Notice of Annual Meeting of Stockholders reflecting the addition of Proposal No. 4; (ii) the Supplement, which adds Proposal No. 4 to the Proxy Statement; and (iii) the amended proxy card to be distributed to the Company’s stockholders reflecting the addition of Proposal No. 4. No other changes are being made to the Proxy Statement.

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## Notice of Annual Meeting of Stockholders

To Our Stockholders:

You are invited to attend the H&E Equipment Services, Inc. 2023 Annual Meeting of Stockholders.

*Date:* May 12, 2023  
*Time:* 7:30 a.m. Central Time  
*Place:* Grand Hyatt DFW Hotel  
Asia Room  
2337 South International Parkway  
DFW Airport, Texas 75261

Only stockholders who owned stock of record at the close of business on March 23, 2023 can vote at this meeting or any adjournments or postponements thereof that may take place.

At the Annual Meeting we will consider and act upon the following matters:

- (1) the election of eleven directors, each for a term of one year or until their respective successors have been elected and qualified;
- (2) the ratification of the appointment of BDO USA, LLP as our independent registered public accounting firm for the year ending December 31, 2023;
- (3) an advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement;
- (4) a non-binding, advisory vote of the Company's stockholders regarding the frequency with which the Company's stockholders shall have the advisory, non-binding say-on-pay vote on compensation paid to its named executive officers; and
- (5) such other business as may properly come before the meeting.

We consider your vote important and encourage you to vote as soon as possible.

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**H&E Equipment Services, Inc.  
7500 Pecue Lane,  
Baton Rouge, Louisiana 70809**

**Supplement to the Proxy Statement  
for the 2023 Annual Meeting of Stockholders  
to be held Friday, May 12, 2023**

Unless the context otherwise requires, references in this Supplement to Proxy Statement (this “**Supplement**”) to “we,” “us,” “our,” “our company,” or “the Company” refer to H&E Equipment Services, Inc., together with its subsidiaries. In addition, unless the context otherwise requires, references to “stockholders” are to the holders of our voting securities, which consist of the Company’s common stock (“**Common Stock**”).

On March 30, 2023, we filed our proxy statement (the “**Proxy Statement**”) relating to the Annual Meeting of Stockholders of the Company to be held on Friday, May 12, 2023 (the “**Annual Meeting**”) with the Securities and Exchange Commission (the “**SEC**”) and made it available to our stockholders on the Internet.

Subsequent to that date, we determined that we had inadvertently omitted the required proposal to stockholders regarding the frequency of future advisory votes regarding the compensation of the Company’s named executive officers. This Supplement has been prepared to provide our stockholders with information regarding a new non-binding, advisory vote regarding the frequency with which the Company’s stockholders shall have the advisory, non-binding say-on-pay vote on compensation paid to its named executive officers (the “**Say-On-Frequency Proposal**”).

This Supplement is being furnished to our stockholders of record at the close of business on March 23, 2023, the record date for the determination of stockholders entitled to notice of and to vote at the Annual Meeting or at any adjournments thereof, pursuant to the accompanying Amended Notice of Annual Meeting of Stockholders. This Supplement and the Amended Notice of Annual Meeting of Stockholders supplement and amend the Notice of Annual Meeting of Stockholders and the Proxy Statement, each dated March 30, 2023, previously made available to our stockholders. This Supplement does not provide all of the information that is important to your decision at the Annual Meeting. Additional information is included in the Proxy Statement that was previously made available to our stockholders. **We encourage you to carefully read this Supplement together with the Proxy Statement.**

Stockholders of record are receiving the proxy card enclosed with this Supplement that includes the Say-On-Frequency Proposal under Proposal No. 4. **Stockholders of record may vote on all four proposals by submitting the proxy card enclosed with this Supplement.** Properly executed proxies that do not contain voting instructions for any item will be voted in accordance with the recommendations of the Board of Directors.

**IT IS IMPORTANT TO INDICATE YOUR VOTE ON EACH PROPOSAL ON THE NEW PROXY CARD.**

Except for the addition of Proposal No. 4, this Supplement does not modify, amend, supplement or otherwise affect any matter presented for consideration in the Proxy Statement.

**Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on Friday, May 12, 2023.**

**The Company’s 2023 Notice of Annual Meeting of Stockholders, as amended, the Company’s 2023 Proxy Statement, this Supplement to Proxy Statement, the form of Proxy Card, and the Company’s Annual Report to Stockholders for the year ended 2022 are also available at [www.he-equipment.com](http://www.he-equipment.com).**

**PLEASE VOTE — YOUR VOTE IS IMPORTANT**

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## **FREQUENCY OF ADVISORY VOTE ON NAMED EXECUTIVE OFFICER COMPENSATION – PROPOSAL NO. 4 ON THE PROXY CARD**

In Proposal No. 3, stockholders are being asked to cast a non-binding advisory vote with respect to the compensation of our NEOs, which is described in the section titled “Compensation Discussion and Analysis” and in the related compensation tables and narrative discussion in this Proxy Statement. This advisory vote is typically referred to as a “say-on-pay” vote. In this Proposal No. 4, the Board of Directors is also asking stockholders to cast a non-binding advisory vote on how frequently say-on-pay votes should be held in the future. Stockholders will be able to cast their votes on whether to hold say-on-pay votes every one, two or three years. Alternatively, you may abstain from casting a vote. The frequency receiving the greatest number of votes will be the frequency recommended by the stockholders. Abstentions and broker non-votes are not considered votes cast for any frequency.

The Board recommends that the advisory vote on executive compensation be held every year. An annual vote will allow our stockholders to provide us with regular input on the important subject of executive compensation and allow the Company’s Board and Compensation Committee to consider any issue of concern to stockholders as promptly as possible. Although the vote on the frequency of advisory votes on executive compensation is not binding, the Compensation Committee and the Board will consider the result of the vote in determining what the frequency will be.

**The Board of Directors of the Company unanimously recommends that you vote for a frequency of “EVERY Year” on Proposal 4.**

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## SOLICITATION OF PROXIES

**If you have already voted and do not submit a new (amended) proxy card, your previously submitted proxy will be voted at the Annual Meeting with respect to all other proposals but will be considered an abstention in determining the outcome of Proposal 4.**

**If you sign and return the enclosed proxy card, it will revoke and replace any previous proxy you have submitted, so it is important to indicate your vote on each proposal on the enclosed proxy card.**

Your shares will be voted as specified on the enclosed proxy card. If a proxy card is signed without choices specified, those shares will be voted FOR the election of the directors as recommended by the Board of Directors, as stated in this Proxy Statement and in the Notice of Internet Availability of Proxy Materials, (Proposal 1), FOR the ratification of the Audit Committee's selection of BDO USA, LLP as the Company's independent registered public accounting firm for 2023 (Proposal 2), FOR the approval on an advisory basis of executive compensation (Proposal 3), and "EVERY YEAR" for the frequency of the advisory vote on named executive officer compensation (Proposal 4) and at the discretion of the proxies on any other matters.

You are encouraged to complete, sign and return the proxy card or vote your shares via the phone or internet even if you expect to attend the meeting. If you sign a proxy card and deliver it to us, but then want to change your vote, you may revoke your proxy at any time prior to the Annual Meeting by sending us a written revocation or a new proxy, or by attending the Annual Meeting and voting your shares in person.

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### Your vote matters - here's how to vote!

You may vote online or by phone instead of mailing this card.



Votes submitted telephonically must be received by 7:00 P.M., Eastern Time, on May 11, 2023.

#### Online

Go to [www.envisionreports.com/HEES](http://www.envisionreports.com/HEES) or scan the QR code – login details are located in the shaded bar below.



#### Phone

Call toll free 1-800-652-VOTE (8683) within the USA, US territories and Canada



Save paper, time and money! Sign up for electronic delivery at [www.envisionreports.com/HEES](http://www.envisionreports.com/HEES)

Using a black ink pen, mark your votes with an X as shown in this example. Please do not write outside the designated areas.



## 2023 Annual Meeting Proxy Card

▼ IF VOTING BY MAIL, SIGN, DETACH AND RETURN THE BOTTOM PORTION IN THE ENCLOSED ENVELOPE. ▼

### **A** Proposals – The Board of Directors recommends a vote FOR all the nominees listed, FOR Proposals 2 and 3 and EVERY YEAR with respect to Proposal 4.

#### 1. Election of Directors:

	For	Withhold		For	Withhold		For	Withhold
01 - John M. Engquist	<input type="checkbox"/>	<input type="checkbox"/>	02 - Bradley W. Barber	<input type="checkbox"/>	<input type="checkbox"/>	03 - Paul N. Arnold	<input type="checkbox"/>	<input type="checkbox"/>
04 - Gary W. Bagley	<input type="checkbox"/>	<input type="checkbox"/>	05 - Bruce C. Bruckmann	<input type="checkbox"/>	<input type="checkbox"/>	06 - Patrick L. Edsell	<input type="checkbox"/>	<input type="checkbox"/>
07 - Thomas J. Galligan III	<input type="checkbox"/>	<input type="checkbox"/>	08 - Lawrence C. Karlson	<input type="checkbox"/>	<input type="checkbox"/>	09 - Jacob Thomas	<input type="checkbox"/>	<input type="checkbox"/>
10 - Mary P. Thompson	<input type="checkbox"/>	<input type="checkbox"/>	11 - Suzanne H. Wood	<input type="checkbox"/>	<input type="checkbox"/>			

2. Ratification of appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2023.

For  Against  Abstain

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

For  Against  Abstain

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

Every Year  Every Two Years  Every Three Years  Abstain

### **B** Authorized Signatures – This section must be completed for your vote to count. Please date and sign below.

Please sign exactly as name(s) appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, corporate officer, trustee, guardian, or custodian, please give full title.

Date (mm/dd/yyyy) – Please print date below.

Signature 1 – Please keep signature within the box.

Signature 2 – Please keep signature within the box.

1 U P X

