
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):

July 28, 2006

H&E Equipment Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-51759

81-0553291

(State or other jurisdiction
of incorporation)

(Commission
File Number)

(I.R.S. Employer
Identification No.)

11100 Mead Road, Suite 200, Baton Rouge,
Louisiana

70816

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(225) 298-5200

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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Item 1.01 Entry into a Material Definitive Agreement.

On July 28, 2006, H&E Equipment Services, Inc. (the "Company") and its subsidiaries, as guarantors (the "Guarantors"), entered into a purchase agreement (the "Purchase Agreement") with the purchasers named therein (collectively, the "Initial Purchasers"), for the issuance and sale in a private offering of \$250 million of 8¾% Senior Notes due 2016 and related guarantees of the Guarantors (collectively, the "Notes"). Closing of the issuance and sale of the Notes is scheduled for August 4, 2006 and is subject to customary conditions contained in the Purchase Agreement.

The Purchase Agreement contains customary representations and warranties on the part of the Company. The Purchase Agreement also contains customary indemnification and contribution provisions whereby the Company and the Initial Purchasers, severally and not jointly, have agreed to indemnify each other against certain liabilities or to contribute to payments which they may be required to make in that respect.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information in Item 1.01 of this Form 8-K (with respect to the Notes) is hereby incorporated by reference to this Item 2.03.

Item 8.01 Other Events.

On July 28, 2006, the Company issued a press release announcing that it has priced \$250 million aggregate principal amount of the Notes. The press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act of 1933, as amended, and a copy of this press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Press Release by H&E Equipment Services, Inc., dated July 28, 2006, announcing pricing of the \$250 million of 8¾% Senior Notes due 2016.

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.

July 31, 2006

H&E Equipment Services, Inc.

By: */s/ Leslie Magee*

Name: Leslie Magee
Title: Chief Financial Officer

Exhibit Index

Exhibit No.	Description
99.1	Press Release by H&E Equipment Services, Inc., dated July 28, 2006, announcing pricing of the \$250 million of 8 3/8% Senior Notes due 2016.

News Release

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H&E Equipment Services Prices \$250 Million of Senior Unsecured Notes

BATON ROUGE, LA — (July 28, 2006) — H&E Equipment Services, Inc. (NASDAQ:HEES) announced today that it has priced \$250 million aggregate principal amount of senior unsecured notes due 2016. The annual interest rate on the notes will be 8 3/8%.

The Company will use the net proceeds of the offering, together with cash on hand and borrowings under its existing senior secured credit facility, to consummate its previously-announced cash tender offer and consent solicitation for its 11 1/8% Senior Secured Notes due 2012, and 12 1/2% Senior Subordinated Notes due 2013. The offering of the notes is expected to close on or about August 4, 2006.

The notes will be offered and sold in a private offering pursuant to Rule 144A and Regulation S under the Securities Act of 1933 (the "Securities Act"). The offering of the notes, which is subject to market and other conditions, will be made within the United States only to qualified institutional buyers, and outside the United States to non-U.S. investors (as defined for purposes of Regulation S). The notes and related guarantees will not be registered under the Securities Act or applicable state securities laws, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act and applicable state laws.

This announcement is for informational purposes only and shall not constitute an offer to sell any securities or a solicitation of an offer to buy any securities, nor shall there be any sale of the notes or related guarantees in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction or an exemption therefrom. The tender offer and consent solicitation is being made solely by the offer to purchase and consent solicitation statement, letter of transmittal and related materials. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

About H&E Equipment Services

The Company is one of the largest integrated equipment services companies in the United States with 47 full-service facilities throughout the Intermountain, Southwest, Gulf Coast, West Coast and Southeast regions of the United States. The Company is focused on heavy construction and industrial equipment and rents, sells and provides parts and service 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, and 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 service operations.

Forward-Looking Statements

Certain statements in this press release are "forward-looking statements" within the meaning of the federal securities laws. Statements about our beliefs and expectations and statements containing the words "may," "could," "would," "should," "believe," "expect," "anticipate," "plan," "estimate," "target," "project," "intend" and similar expressions constitute forward-looking statements. Among the forward-looking statements included in this release are the Company's planned offering. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results that differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) general economic conditions and construction activity in the markets where we operate in North America; (2) relationships with new equipment suppliers; (3) increased maintenance and repair costs; (4) our substantial leverage; (5) the risks associated with the expansion of our business; (6) our possible inability to integrate any businesses we acquire; (7) competitive pressures; (8) compliance with laws and regulations, including those relating to environmental matters; (9) the financials statements for the second quarter 2006 are not yet completed and, accordingly, the selected financial data provided above is subject to adjustment, and (10) other factors discussed in our public filings, including the risk factors included in the Company's Annual Report on Form 10-K for the year ended December 31, 2005. 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.

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