
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): June 7, 2007

H&E Equipment Services, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-51759

(Commission
File Number)

81-0553291

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

11100 Mead Road, Suite 200, Baton
Rouge, Louisiana

(Address of principal executive offices)

70816

(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 7.01 Regulation FD Disclosure.

On June 7, 2007, representatives of H&E Equipment Services, Inc. (the “Company”) began making presentations at investor conferences using slides containing the information attached to this Current Report on Form 8-K as Exhibit 99.1. The Company expects to use these slides, in whole or in part, and possibly with modifications, in connection with presentations to investors, analysts and others during 2007.

By filing this report on Form 8-K and furnishing this information, the Company makes no admission as to the materiality of any information in this report that is required to be disclosed solely by reason of Regulation FD.

The investor presentation slides include financial information not prepared in accordance with generally accepted accounting principles (“Non-GAAP Financial Measures”). A reconciliation of the Non-GAAP Financial Measures included in the slides to financial information prepared in accordance with generally accepted accounting principles (“GAAP”), as required by Regulation G, appears in Appendix A of Exhibit 99.1 to this Current Report on Form 8-K.

The information contained in the slides is summary information that is intended to be considered in the context of the Company’s Securities and Exchange Commission (“SEC”) filings and other public announcements that it may make, by press release or otherwise, from time to time. The Company undertakes no duty or obligation to publicly update or revise the information contained in this report, although it may do so from time to time as its management believes is warranted. Any such updating may be made through the filing of other reports or documents with the SEC, through press releases or through other public disclosure.

The Company is furnishing the text of these slides pursuant to the Securities and Exchange Commission’s Regulation FD. This information is furnished pursuant to Item 7.01 of Form 8-K and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section, unless we specifically incorporate it by reference in a document filed under the Securities Exchange Act of 1934, nor shall it be deemed incorporated by reference in any filing under the Securities Exchange Act of 1933, as amended, except as previously set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 Text of the Company’s presentation in use beginning June 7, 2007.

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.

June 7, 2007

By: /s/ Leslie S. Magee

Name: *Leslie S. Magee*

Title: *Chief Financial Officer*

EXHIBIT INDEX

(d) Exhibits

99.1 Text of the Company's presentation in use beginning June 7, 2007.



**EQUIPMENT
SERVICES, INC.®**

**Investor Presentation
June 2007**

Legal Disclaimers

FORWARD-LOOKING INFORMATION

This presentation contains "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. 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) whether we consummate the previously announced Burress acquisition; (10) our possible inability to integrate any business we acquire, including Burress; and (11) 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, 2006. 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 presentation. All forward-looking statements speak only as of the date of this presentation.

NON-GAAP FINANCIAL MEASURES

This presentation contains certain Non-GAAP measures (EBITDA and income from operations, net income, selling, general and administrative expenses and EBITDA on an as adjusted basis). Please refer to Appendix A for a description of our use of these measures. EBITDA as calculated by the Company is not necessarily comparable to similarly titled measures reported by other companies. Additionally, these Non-GAAP measures are not measurements of financial performance or liquidity under GAAP and should not be considered as alternatives to the Company's other financial information determined under GAAP.

INDUSTRY INFORMATION

Information regarding market and industry statistics contained in this presentation is based on information available to us that we believe is accurate. It is generally based on publications that are not produced for these purposes or economic analysis.



John Engquist
Chief Executive Officer

Leslie Magee
Chief Financial Officer



Business Opportunity



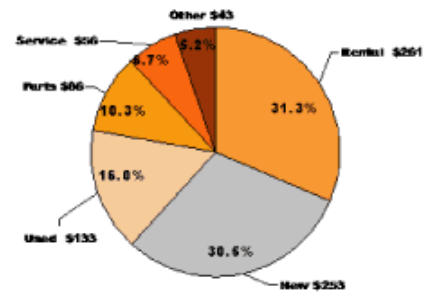
H&E Equipment Services – Snapshot

Leading integrated equipment services company with \$831.9 million of LTM (as of 3/31/07) revenue

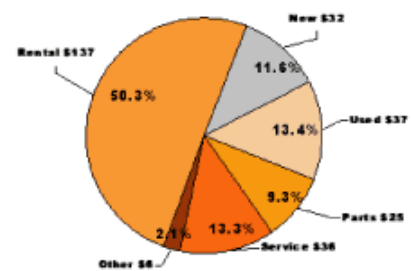
- ▶ H&E's integrated distribution and rental model reduces effects of cyclicality on the Company and reduces capital intensity of H&E's operations
- ▶ 47 full service facilities across the Southwest, Southeast, Intermountain, West Coast and Gulf Coast regions of the U.S.
- ▶ Strong supplier relationships with Komatsu, Grove, Manitowoc, Terex and JLG
- ▶ Strong track record of growth, profitability and cash flow



LTM Revenue by Business Segment
(\$ in millions)



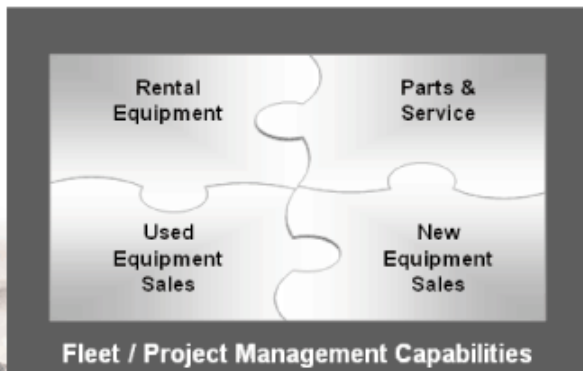
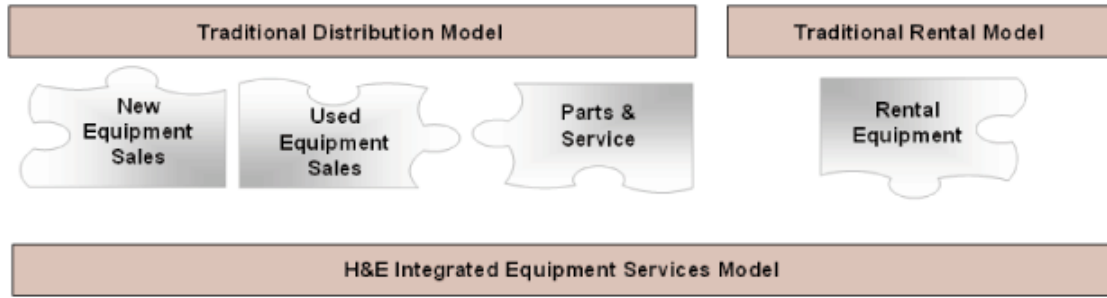
LTM Gross Profit by Business Segment
(\$ in millions)



Business Highlights



We Have a Winning Business Model



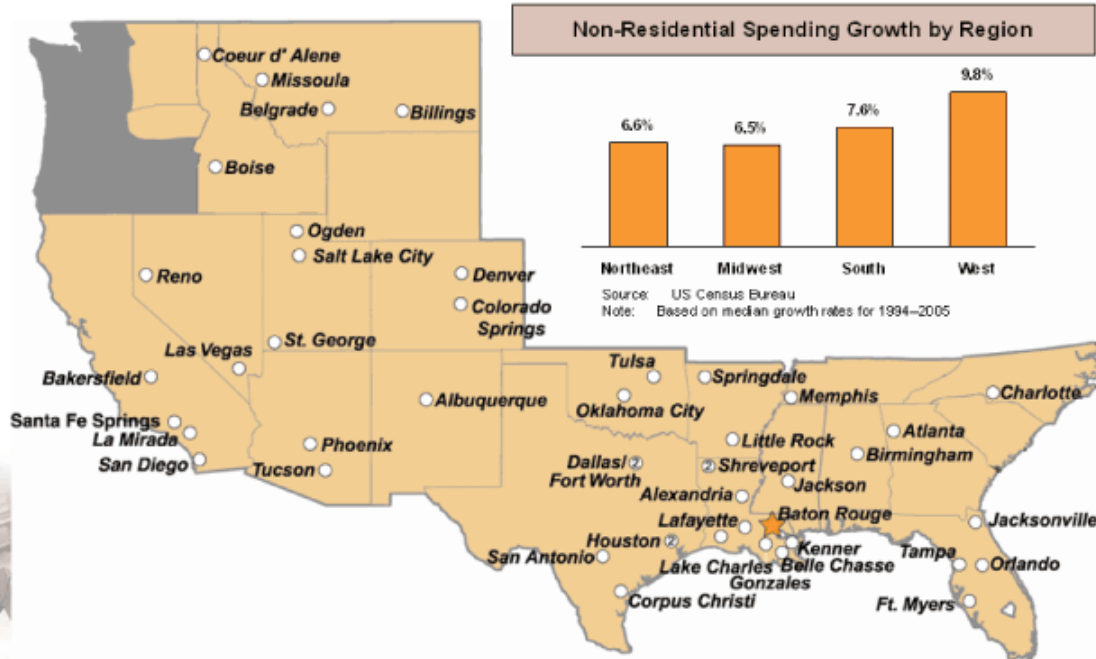
Key Advantages:

- ▶ Multiple points of contact with the customer
- ▶ High-margin parts and service operation
- ▶ Profitable disposal of used equipment
- ▶ Difficult to replicate infrastructure
- ▶ Improved purchasing power
- ▶ Balanced gross margin contribution



We are Focused on High Growth Regions in the U.S.

Our markets are benefiting from strong population growth, expansion in the non-residential construction, petrochemical and mining markets as well as regional economic growth



Key End Market Drivers Remain Robust

▶ **Monthly Non-Residential Construction Spending Continues to Increase**

- The previous growth cycle lasted approximately 8 years.
- We estimate we are 4 years into the current expansion and growth is forecasted into 2009.

▶ **Infrastructure Spending Continues to Increase**

- Spending on infrastructure construction expected to continue increasing.
- Upgrades to aging infrastructure and the 2005 Highway Bill to boost spending.

▶ **Rental Indicators Remain Positive**

- Strong time utilization.
- Expect continued, although moderating, rate increases.
- Solid dollar returns.

▶ **Mining Exploration and Oil Prices Increasing**

- Historically high global oil and gas prices benefit H&E due to strong Gulf Coast footprint.
- H&E's Intermountain branches have benefited from strong commodity markets which have fueled exploration spending.
- The opening of new mine sites (or re-opening of older sites) typically requires heavy equipment rental and purchase.

▶ **Rental and Distribution Markets Exhibit Favorable Long Term Growth Trends**

- Rental industry continues to achieve long-term growth.
- Rental value proposition versus owning remains.
- Secular shift continues to drive rental penetration.
- U.S. remains under-penetrated by rental (vs. ownership) relative to other developed economies.



We Have Multiple Growth Opportunities

Key Growth Strategies	Examples
New Locations in High Growth Markets	<ul style="list-style-type: none">▶ 2007 store openings or expansion to full-service in Austin, Corpus Christi and Fontana▶ Evaluating additional locations in other high growth markets and created new management position with sole focus on evaluating expansion opportunities
Targeted Fleet Investment	<ul style="list-style-type: none">▶ Will continue to invest in fleet given high utilization and strong incremental return
Expand Service Business	<ul style="list-style-type: none">▶ Service operations near capacity in most markets▶ Added approximately 60 new technicians in 2006¹▶ No significant capital investment required
Bolt-On Acquisitions	<ul style="list-style-type: none">▶ Opportunity to add additional products and services▶ Definitive agreement with distributor J.W. Burrell located in the mid-Atlantic region▶ Additional bolt-on acquisitions on an opportunistic basis in target markets



Note:
¹ Excluding technicians obtained through the Eagle acquisition

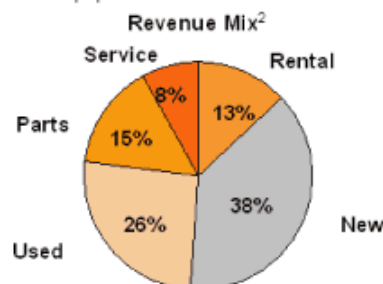
The Potential Acquisition of Burress Provides a Platform for Mid-Atlantic Expansion

Acquisition Rationale

- ▶ Creates a platform for mid-Atlantic expansion
 - Adds twelve facilities in four states: Maryland, North Carolina, South Carolina and Virginia
- ▶ Formula-based purchase price represents 4.5x LTM ex-Hitachi Adjusted EBITDA plus the assumption of \$0.4 million in debt¹.

Company Overview

- ▶ Private company focused primarily on sales of new and used equipment



- ▶ Currently approximately 240 total employees, including 40 salesman and 90 technicians
- ▶ Relationships with leading suppliers, including:



Revenue (\$MM)

(\$ in millions)

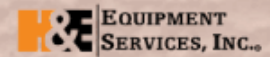
FYE 12/31 2006

Revenues² \$178.0

We signed a definitive agreement with Burress on May 15; closing of this potential acquisition is subject to a number of conditions (See our Current Report on Form 8-K filed on May 17, 2007)

¹ Purchase price is estimated and is subject to adjustments.
² Based on preliminary December 31, 2006 unaudited revenues.

Experienced Management Team with Significant Equity Stake



H&E's senior management team has a long history in the industry with significant operational experience

Name	Position	Years With Company	Years in Industry
John Engquist	President, CEO & Director	32	32
Leslie Magee	CFO & Secretary	12	12
Brad Barber	Executive Vice President and General Manager	9	12
Bill Fox	VP, Cranes & Earthmoving	11	26
John Jones	VP, Product Support	12	30
	Average	15	22



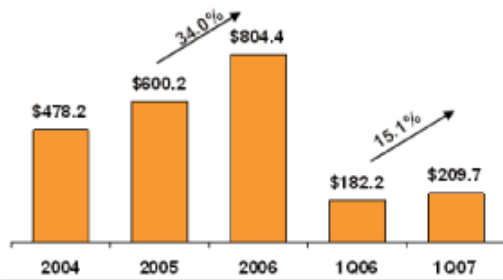
Senior management owns approximately 11% of the Company

Financial Overview



Momentum in Our Business Continues . . .

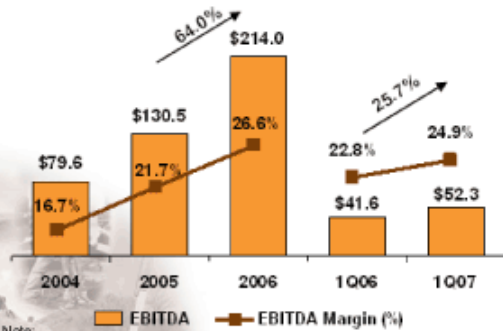
Revenues (\$mm)



Comments

- ▶ Revenue growth continues to accelerate
- ▶ Incremental sales driving continued margin enhancement
- ▶ Solid pricing environment

Adjusted EBITDA (\$mm) ¹

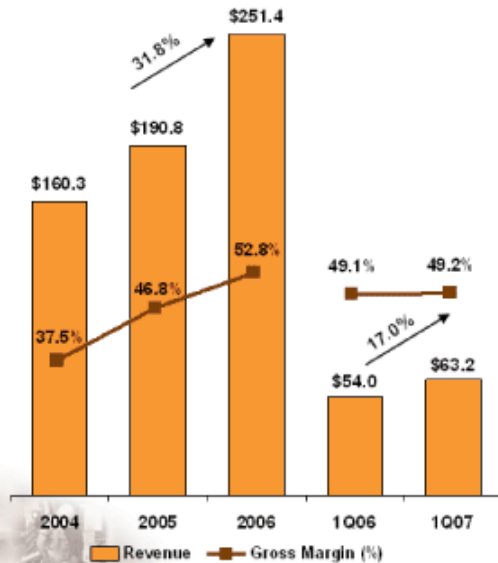


Note:

¹ As adjusted basis excludes the Q106 non-recurring charge of \$8.0 million related to the termination of a management services agreement in connection with the IPO in February 2006 and the \$40.6 million loss on the early extinguishment of debt in connection with our refinancing in August 2006. See Appendix A for a reconciliation of Non-GAAP financial measures.

Equipment Rentals— Segment Financial Summary

Revenues and Gross Margin (\$mm)

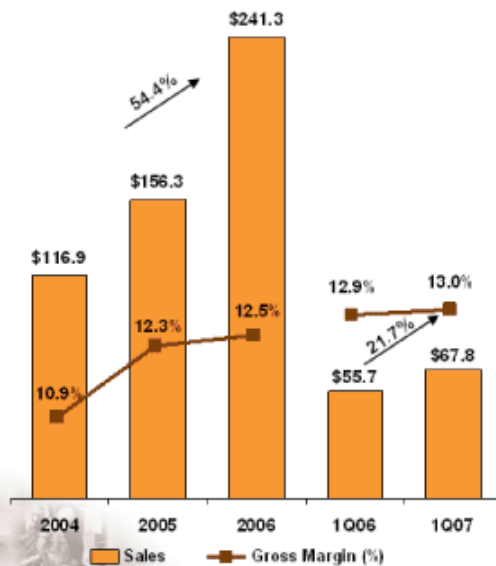


Key Takeaways

- ▶ Revenues up 31.8% for 2006 versus 2005
- ▶ Revenues up 17.0% in 1Q07
 - Rental rates remain strong
- ▶ Gross margin remains strong
 - Time utilization & dollar returns continuing to improve moving into spring and summer weather conditions
 - Reduced maintenance and repair costs as a % of revenues
- ▶ Expect strong growth in 2007
 - Opportunity for additional rate increases and fleet growth in our West Coast market
 - 2/3 of fleet growth occurred in second half of 2006; expect continued, although moderated, fleet growth in 2007

New Equipment Sales— Segment Financial Summary

Sales and Gross Margin (\$mm)

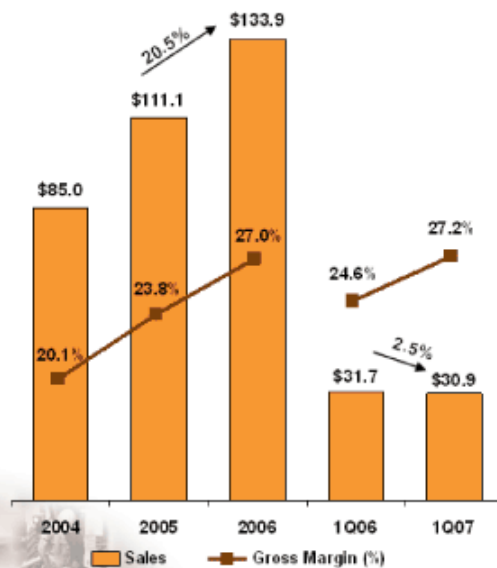


Key Takeaways

- ▶ Sales up 54.4% for the 2006 versus 2005
 - Strong sales growth in all product lines
- ▶ Sales up 21.7% for 1Q07
- ▶ Strong market drivers such as the petrochemical industry, mining activity, highway bill and hurricane rebuilding should continue to drive growth
- ▶ Gross margin up 20 bps 2006 versus 2005

Used Equipment Sales— Segment Financial Summary

Sales and Gross Margin (\$mm)

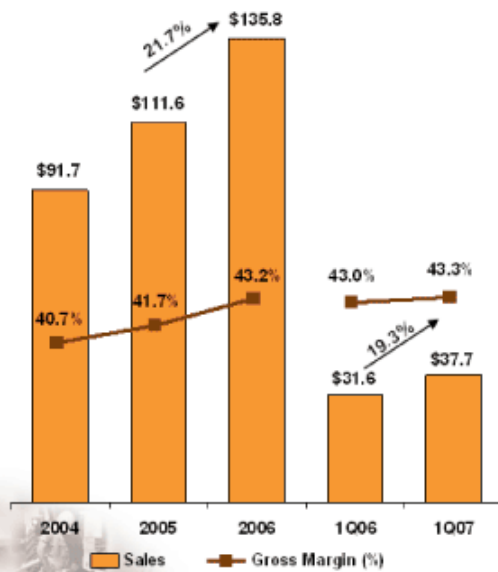


Key Takeaways

- ▶ Represents an extension of the rental business
- ▶ Strong retail sales capability
 - Maximizes residual values
 - Controls fleet age and mix
- ▶ Used equipment gross margin up approximately 320 bps in 2006 versus 2005 and 260 bps in Q107 versus Q106

Parts & Service— Segment Financial Summary

Sales and Gross Margin (\$mm)



Key Takeaways

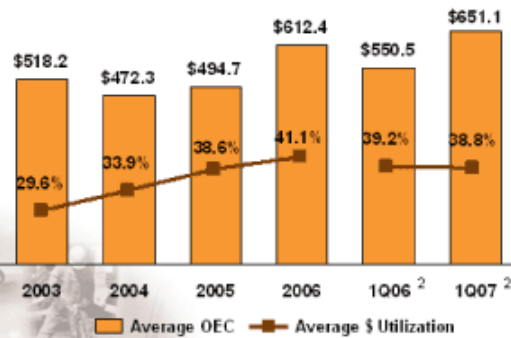
- ▶ Sales up 21.7% in 2006 versus 2005
- ▶ Sales up 19.3% for 1Q07
- ▶ Provides a relatively stable and high-margin revenue source
 - All-makes repair
 - Adding technicians
 - Increasing charge-out rates

Capital Expenditures

Rental CapEx Summary

(\$ in millions)	2004	2005	2006	YTD2007
Gross Rental CapEx ¹	\$82.2	\$182.6	\$221.0	\$41.3
Sale of Rental Equipment	(\$65.4)	(\$87.0)	(\$105.7)	(\$28.1)
Net Rental CapEx	\$16.8	\$95.6	\$115.3	\$13.2

Rental Fleet Statistics (\$mm)



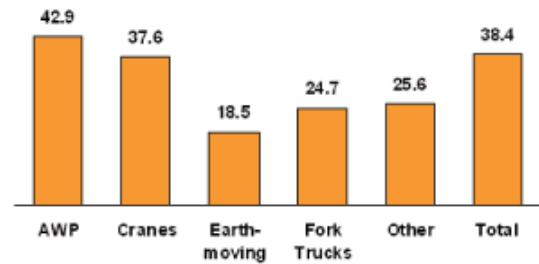
Note: Fleet statistics as of March 31, 2007

1. Gross purchases include amounts transferred from new and used inventory. Gross capex for 2006 excludes February and March purchases of equipment previously held under operating leases.

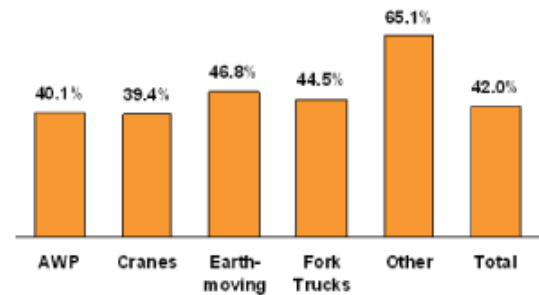
2. Represents quarterly rental revenues annualized divided by the average monthly original rental fleet equipment for the three months ended March 31, 2007.

3. Represents monthly rental revenues annualized divided by the original rental fleet equipment costs at March 31, 2007.

Fleet Age by Equipment Type (months)



\$ Utilization by Equipment Type³



Capital Structure

Current Capital Structure		Credit Statistics			
(\$mm)	3/31/07		12/31/05	12/31/06	LTM
Cash & Cash Equivalents	\$12.7	Adj. EBITDA ² / Total Interest Expense	3.1x	5.7x	6.2x
Debt:		Total Debt / Adj. EBITDA ²	2.7x	1.2x	1.2x
Senior Secured Credit Facility due 2009	5.1	Debt / Total Capitalization	101.5%	53.0%	51.4%
11.125% Senior Secured Notes due 2012 ¹	4.5				
8.375% Senior Unsecured Notes due 2016	250.0				
Other Notes Payable	2.0				
Total Debt	261.6				
Shareholder's Equity	247.6				
Total Book Capitalization	509.2				

¹ Net of discount.

² As adjusted basis excludes the 1Q06 non-recurring charge of \$6.0 million related to the termination of a management services agreement in connection with the IPO in February 2006 and the \$40.8 million loss on the early extinguishment of debt in connection with our refinancing in August 2006. See Appendix A for a reconciliation of Non-GAAP financial measures.

Conclusions

*Key Business Drivers
Remain Strong*



**Right
Time**

*We Have a Winning
Business Model*



**Right
Company**

*We are Focused on
High Growth Regions*



**Right
Markets**

*We Have Significant
Growth Opportunities*



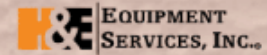
**Right
Platform**



Appendix A—Unaudited Reconciliations of Non-GAAP Financial Measures



Unaudited Reconciliation of Non-GAAP Financial Measures

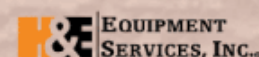


We define EBITDA as net income before interest expense, income taxes, depreciation and amortization. We define Adjusted EBITDA for the three months ended March 31, 2006 as EBITDA adjusted for the \$8.0 million fees paid in connection with the termination of a management services agreement. For the year ended December 31, 2006, we define Adjusted EBITDA as EBITDA adjusted for the \$8.0 million fees paid in connection with the termination of a management services agreement and the \$40.8 million loss on the early extinguishment of debt in connection with our refinancing. We use EBITDA and Adjusted EBITDA in our business operations to, among other things, evaluate the performance of our business, develop budgets and measure our performance against those budgets. We also believe that analysts and investors use EBITDA and Adjusted EBITDA as supplemental measures to evaluate a company's overall operating performance. However, EBITDA and Adjusted EBITDA have material limitations as analytical tools and you should not consider these in isolation, or as a substitute for analysis of our results as reported under GAAP. We find them as useful tools to assist us in evaluating performance because they eliminate items related to capital structure, taxes and non-cash charges. The items that we have eliminated in determining EBITDA and Adjusted EBITDA are interest expense, income taxes, depreciation of fixed assets (which includes rental equipment and property and equipment) and amortization of intangible assets and, in the case of Adjusted EBITDA, the loss from litigation. However, some of these eliminated items are significant to our business. For example, (i) interest expense is a necessary element of our costs and ability to generate revenue because we incur a significant amount of interest expense related to our outstanding indebtedness; (ii) payment of income taxes is a necessary element of our costs; and (iii) depreciation is a necessary element of our costs and ability to generate revenue because rental equipment is the single largest component of our total assets and we recognize a significant amount of depreciation expense over the estimated useful life of this equipment. Any measure that eliminates components of our capital structure and costs associated with carrying significant amounts of fixed assets on our balance sheet has material limitations as a performance measure. In light of the foregoing limitations, we do not rely solely on EBITDA and Adjusted EBITDA as performance measures and also consider our GAAP results. EBITDA and Adjusted EBITDA are not measurements of our financial performance under GAAP and should not be considered as alternatives to net income, operating income or any other measures derived in accordance with GAAP. Because EBITDA and Adjusted EBITDA are not calculated in the same manner by all companies, they may not be comparable to other similarly titled measures used by other companies.

Set forth on the following page are reconciliations of net income (loss) to EBITDA and Adjusted EBITDA. Also, we have included reconciliations of income from operations, net income, basic earnings per share and diluted earnings per share as reported to a Non-GAAP basis (or As Adjusted). We believe the amounts for the periods presented on an as adjusted basis are more meaningful measurements of our financial performance as compared to comparable periods as a result of excluding non-recurring charges.



Unaudited Reconciliation of Non-GAAP Financial Measures



(Amounts in thousands)

Gross profit
Selling, general and administrative expenses
Gain on sales of property and equipment, net
Income from operations
Interest expense
Other income, net
Income before provision income taxes
Provision for income taxes
Net income

Three Month Period Ended March 31,			
2006		2006	
As Reported	Adjustment ⁽¹⁾	(As Adjusted)	2007
\$ 56,023	\$ -	\$ 56,023	\$ 65,711
41,043	(8,000)	33,043	37,155
99	-	99	308
15,079	8,000	23,079	28,864
(10,167)	-	(10,167)	(8,703)
75	-	75	137
4,987	8,000	12,987	20,296
1,067	1,712	2,779	8,164
\$ 3,920	\$ 6,288	\$ 10,208	\$ 12,134

EARNINGS PER SHARE

Basic – Earnings per share

Basic – Weighted average number of common shares outstanding

Diluted – Earnings per share

Diluted – Weighted average number of common shares outstanding

\$ 0.12	\$ 0.19	\$ 0.31	\$ 0.32
33,458	33,458	33,458	38,087
\$ 0.12	\$ 0.19	\$ 0.31	\$ 0.32
33,462	33,462	33,462	38,114

	2004	2005	2006
Net income (loss)	\$ (13,737)	\$ 28,160	\$ 32,714
Interest expense	39,856	41,822	37,684
Provision for income taxes	-	673	9,694
Depreciation and amortization	53,526	59,859	85,123
EBITDA	\$ 79,645	\$ 130,514	\$ 165,215
Loss on early extinguishment of debt	-	-	40,771
Management services agreement termination fee	-	-	8,000
Adjusted EBITDA	\$ 79,645	\$ 130,514	\$ 213,986

Three Month Period Ended March 31,	
2006	
As Reported	2007
\$ 3,920	\$ 12,134
10,167	8,703
1,067	8,164
18,440	23,269
\$ 33,594	\$ 52,270
-	-
8,000	-
\$ 41,594	\$ 52,270

(1) Adjustment relates to a non-recurring charge of \$8.0 million for the termination of a management services agreement in connection with the Company's initial public offering in February 2006.