

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): November 30, 2020

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.)

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common Stock, par value \$0.01 per share	HEES	Nasdaq Global Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events

On November 30, 2020, the Company issued a press release announcing the commencement of an offering through a private placement, subject to market and other conditions, of \$1.25 billion in aggregate principal amount of the Company's senior notes due 2028. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Also on November 30, 2020, the Company issued a press release announcing it had commenced a cash tender offer for any and all of its \$950 million aggregate principal amount of 5.6250% senior notes due 2025. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

Additional Information

The press releases incorporated by reference herein are neither an offer to sell, nor a solicitation of an offer to buy, any securities and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale is unlawful. The securities described herein have not been and will not be registered under the Securities Act of 1933, as amended (the "Securities Act"), or any state securities laws, and unless so registered, may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the Securities Act, and applicable state securities laws.

Cautionary Note Regarding Forward-Looking Statements

Except for historical information, all other information in this Form 8-K consists of forward-looking statements. These forward-looking statements involve a number of risks, uncertainties and other factors, including the contemplated size of the offering, possible completion of the offering and tender offer, the prospective impact of a note offering or tender offer, plans to repay certain indebtedness (including the terms and success of such repayment) and the use of proceeds of the offering, which may cause the actual results to be materially different from those expressed or implied in the forward-looking statements. Other important factors that could cause the statements made in this Form 8-K or the actual results of operations or financial condition of the Company to differ include, without limitation, that the offering and tender offer are subject to market conditions, other conditions and approvals. There can be no assurance that the offering or the tender offer will be completed as described herein or at all. Other important factors are discussed under the caption "Forward-Looking Statements" in the Company's Form 10-K Annual Report for the year ended December 31, 2019, the Company's Form 10-Q Quarterly Reports for the quarters ended March 31, 2020, June 30, 2020 and September 30, 2020 and in subsequent filings made prior to or after the date hereof. The Company does not intend to review or revise any particular forward-looking statement in light of future events.

Item 9.01 Financial Statements and Exhibits.

Exhibit 99.1	Press Release, dated November 30, 2020, announcing commencement of an offering through a private placement for senior notes due 2028.
Exhibit 99.2	Press Release, dated November 30, 2020, announcing commencement of tender offer for 5.6250% senior notes due 2025.
Exhibit 104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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: November 30, 2020

By: /s/ Leslie S. Magee

Leslie S. Magee

Chief Financial Officer

News Release

**Contacts:**

Leslie S. Magee
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Kevin S. Inda
Vice President of Investor Relations
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H&E Equipment Services, Inc. Announces Commencement of Offering of Senior Notes

BATON ROUGE, Louisiana — (November 30, 2020) — H&E Equipment Services, Inc. (NASDAQ: HEES) (the “Company” or “H&E”) today announced that it has commenced an offering through a private placement, subject to market and other conditions, of \$1.25 billion in aggregate principal amount of the Company’s senior notes due 2028 (the “Notes”). The Notes will be the senior unsecured obligations of the Company and will be guaranteed by all of the Company’s current and future material domestic restricted subsidiaries.

The Company expects to use the net proceeds from the offering to fund the consideration payable to purchase its existing 5.6250% senior notes due 2025 (the “Existing Notes”) tendered and accepted for purchase in the Company’s tender offer for the Existing Notes or otherwise redeem, repurchase or discharge the Existing Notes, to pay fees and expenses incurred in connection with the foregoing and the Notes offering and otherwise for general corporate purposes.

The Notes and related guarantees are being offered in a private placement, solely to persons reasonably believed to be qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States to persons other than “U.S. persons” in compliance with Regulation S under the Securities Act. The Notes and related guarantees have not been registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

This notice does not constitute an offer to sell the Notes, nor a solicitation for an offer to purchase the Notes, in any jurisdiction in which such offer or solicitation would be unlawful. Any offer of the

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Notes will be made only by means of a private offering memorandum. This press release is being issued pursuant to and in accordance with Rule 135c under the Securities Act.

Forward-Looking Statements

Statements contained in this press release that are not historical facts, including statements about H&E's beliefs and expectations, are "forward-looking statements" within the meaning of the federal securities laws. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend", "foresee" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) the Company's ability to consummate the offering of the Notes on terms acceptable to it; (2) risks related to the impact of the COVID-19 global pandemic, such as the scope and duration of the outbreak, government actions and restrictive measures implemented in response, material delays and cancellations of construction or infrastructure projects, supply chain disruptions and other impacts to the business; (3) general economic conditions and construction and industrial activity in the markets where we operate in North America; (4) our ability to forecast trends in our business accurately, and the impact of economic downturns and economic uncertainty in the markets we serve (including as a result of current uncertainty due to COVID-19); (5) trends in oil and natural gas could adversely affect the demand for our services and products; (6) the impact of conditions in the global credit and commodity markets (including as a result of current volatility and uncertainty in credit and commodity markets due to COVID-19) and their effect on construction spending and the economy in general; (7) relationships with equipment suppliers; (8) increased maintenance and repair costs as we age our fleet and decreases in our equipment's residual value; (9) our indebtedness; (10) risks associated with the expansion of our business and any potential acquisitions we may make, including any related capital expenditures, or our inability to consummate such acquisitions; (11) our possible inability to integrate any businesses we acquire; (12) competitive pressures; (13) security breaches and other disruptions in our information technology systems; (14) adverse weather events or natural disasters; (15) compliance with laws and regulations, including those relating to environmental matters, corporate governance matters and tax matters, as well as any future changes to such laws and regulations; and (16) other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K and the Company's most recent Quarterly Reports on Form 10-Q. 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 Securities and Exchange Commission, we are under no obligation to publicly update or revise any forward-looking statements after the date of this release. These statements are based on the current beliefs and assumptions of H&E's management, which in turn are based on currently available information and important, underlying assumptions. H&E is under no obligation to publicly update or revise any forward-looking statements after this press release, whether as a result of any new information, future events or otherwise. Investors, potential investors, security holders and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

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News Release



Contacts:

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Chief Financial Officer

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Kevin S. Inda

Vice President of Investor Relations

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H&E Equipment Services, Inc. Announces Tender Offer

BATON ROUGE, Louisiana — (November 30, 2020) — H&E Equipment Services, Inc. (NASDAQ: HEES) (the “Company” or “H&E”) today announced that it has commenced a cash tender offer (the “Offer”) for any and all of its \$950,000,000 aggregate principal amount of 5.6250% Senior Notes due 2025 (CUSIP Nos. 404030 AH1 / 404030 AF5) (the “Notes”). The Offer is being conducted in connection with the Company’s proposed offering of \$1.25 billion of new senior notes (the “Proposed Notes Offering”). A portion of the proceeds from the Proposed Notes Offering are expected to fund the Offer.

The Offer will expire at 5:00 p.m., New York City time, on December 11, 2020, unless extended (such date and time, as the same may be extended, the “Expiration Time”). Holders who validly tender their Notes prior to the Expiration Time shall receive \$1,043.75 per \$1,000 principal amount of Notes, plus any accrued and unpaid interest on the Notes up to, but not including, the payment date for such Notes. The payment date for validly tendered Notes that are accepted for purchase is expected to be December 14, 2020. Notes tendered prior to the Expiration Time may be withdrawn at any time before the Expiration Time.

The Offer is subject to a number of conditions that are set forth in the Offer to Purchase dated November 30, 2020 (as amended or supplemented, the “Offer to Purchase”), including, without limitation, the Company having received proceeds from the Proposed Notes Offering, on terms and conditions satisfactory to the Company, in an amount that is sufficient to pay (1) the offer consideration in respect of all Notes (regardless of the actual amount of Notes tendered) and (2) estimated fees and expenses relating to the Offer and the Proposed Notes Offering. There can be no assurance that the Company will consummate the Proposed Notes Offering, or that any other condition to the Offer will be satisfied.

Concurrently with the launch of the Offer, pursuant to the indenture governing the Notes, the Company issued a conditional notice of redemption pursuant to which it will redeem any Notes not purchased in the Offer at a price of 104.2188% of the principal amount thereof, plus accrued

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November 30, 2020

and unpaid interest to but excluding the redemption date of December 30, 2020, subject to the completion of the Proposed Notes Offering on or prior to the redemption date by the Company on terms and in an aggregate principal amount satisfactory to the Company.

The complete terms and conditions of the Offer are set forth in the Offer to Purchase that is being sent to holders of the Notes.

The Company has engaged BofA Securities, Inc. as Dealer Manager for the Offer. Copies of the Offer to Purchase may be obtained from D.F. King & Co., Inc., the Tender Agent and Information Agent, online at www.dfking.com/hees or by phone at (800) 284-7175 (Toll-Free) or (212) 269-5550 (Collect). Persons with questions regarding the Offer should contact BofA Securities, Inc. at (980) 387-9534 (Collect) or by email at debt_advisory@bofa.com.

This press release does not constitute an offer to purchase the Notes. The Offer is made solely pursuant to the Offer to Purchase. The Offer is not being made to holders of Notes in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. Holders are urged to read the Offer to Purchase and related documents carefully before making any decision with respect to the Offer. Holders of Notes must make their own decisions as to whether to tender their Notes. None of the Company, the Dealer Manager, the Tender Agent or the Information Agent makes any recommendations as to whether holders should tender their Notes pursuant to the Offer, and no one has been authorized to make such a recommendation.

This press release does not constitute an offer to sell notes pursuant to the Proposed Notes Offering, nor a solicitation for an offer to purchase notes pursuant to the Proposed Notes Offering. Any offer of notes pursuant to the Proposed Notes Offering will be made only by means of a private offering memorandum.

The Company expressly reserves the right, subject to applicable law, to terminate the Offer. This press release does not constitute a notice of redemption or an obligation to issue a notice of redemption in respect of the Notes.

About H&E Equipment Services, Inc.

The Company is one of the largest integrated equipment services companies in the United States with 97 full-service facilities throughout the West Coast, Intermountain, Southwest, Gulf Coast, Mid-Atlantic and Southeast regions. The Company is focused on heavy construction and industrial equipment and rents, sells and provides parts and services support for four core categories of specialized equipment: (1) hi-lift or aerial platform equipment; (2) cranes; (3) earthmoving equipment; and (4) material handling equipment. By providing equipment rental, sales, 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 services operation.

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Forward-Looking Statements

Statements contained in this press release that are not historical facts, including statements about H&E's beliefs and expectations, are "forward-looking statements" within the meaning of the federal securities laws. Statements containing the words "may", "could", "would", "should", "believe", "expect", "anticipate", "plan", "estimate", "target", "project", "intend", "foresee" and similar expressions constitute forward-looking statements. Forward-looking statements involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Such factors include, but are not limited to, the following: (1) risks related to the impact of the COVID-19 global pandemic, such as the scope and duration of the outbreak, government actions and restrictive measures implemented in response, material delays and cancellations of construction or infrastructure projects, supply chain disruptions and other impacts to the business; (2) general economic conditions and construction and industrial activity in the markets where we operate in North America; (3) our ability to forecast trends in our business accurately, and the impact of economic downturns and economic uncertainty in the markets we serve (including as a result of current uncertainty due to COVID-19); (4) trends in oil and natural gas could adversely affect the demand for our services and products; (5) the impact of conditions in the global credit and commodity markets (including as a result of current volatility and uncertainty in credit and commodity markets due to COVID-19) and their effect on construction spending and the economy in general; (6) relationships with equipment suppliers; (7) increased maintenance and repair costs as we age our fleet and decreases in our equipment's residual value; (8) our indebtedness; (9) risks associated with the expansion of our business and any potential acquisitions we may make, including any related capital expenditures, or our inability to consummate such acquisitions; (10) our possible inability to integrate any businesses we acquire; (11) competitive pressures; (12) security breaches and other disruptions in our information technology systems; (13) adverse weather events or natural disasters; (14) compliance with laws and regulations, including those relating to environmental matters, corporate governance matters and tax matters, as well as any future changes to such laws and regulations; and (15) other factors discussed in our public filings, including the risk factors included in the Company's most recent Annual Report on Form 10-K and the Company's most recent Quarterly Reports on Form 10-Q. 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 Securities and Exchange Commission, we are under no obligation to publicly update or revise any forward-looking statements after the date of this release. These statements are based on the current beliefs and assumptions of H&E's management, which in turn are based on currently available information and important, underlying assumptions. H&E is under no obligation to publicly update or revise any forward-looking statements after this press release, whether as a result of any new information, future events or otherwise. Investors, potential investors, security holders and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

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