
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-1

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

H&E EQUIPMENT SERVICES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction of
incorporation or organization)

7350

(Primary Standard Industrial
Classification Code Number)

20-3507540

(I.R.S. Employer
Identification Number)

**11100 Mead Road, Suite 200
Baton Rouge, Louisiana 70816
(225) 298-5200**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**JOHN M. ENGQUIST
PRESIDENT AND CHIEF EXECUTIVE OFFICER
11100 MEAD ROAD, SUITE 200
BATON ROUGE, LOUISIANA 70816**

(225) 298-5200

(Name, address including zip code, and telephone number, including area code, of agent for service)

Copies to:

BONNIE A. BARSAMIAN, ESQ.
DECHERT LLP
30 ROCKEFELLER PLAZA, 23RD FLOOR
NEW YORK, NEW YORK 10112
(212) 698-3500

KIRK A. DAVENPORT II, ESQ.
DENNIS LAMONT, ESQ.
LATHAM & WATKINS LLP
885 THIRD AVENUE, SUITE 1000
NEW YORK, NEW YORK 10022 (212) 906-1200

Approximate date of proposed sale to the public:
As soon as practicable after the effective date of this Registration Statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-128996**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to be Registered	Proposed Maximum Aggregate Offering Price ⁽¹⁾⁽²⁾	Amount of Registration Fee ⁽³⁾
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- (1) Includes shares the underwriters have the option to purchase to cover over-allotments, if any.
- (2) Estimated pursuant to Rule 457(o) under the Securities Act of 1933, as amended, solely for purposes of calculating the registration fee.
- (3) The registrant previously registered shares having a proposed maximum aggregate offering price of \$213,828,125 on its Registration Statement on Form S-1, as amended (File No. 333-128996), for which an aggregate filing fee of \$25,050 was paid.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933, AS AMENDED.

**EXPLANATORY NOTE AND
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE**

This Registration Statement on Form S-1 is being filed to increase the maximum aggregate offering price of common stock, par value \$0.01 per share, of the Registrant pursuant to Rule 462(b) under the Securities Act of 1933, as amended. This Registration Statement relates to the Registrant's Registration Statement on Form S-1, as amended (Registration No. 333-128996), initially filed by the Registrant on October 14, 2005 and declared effective by the Securities and Exchange Commission (the "Commission") on January 30, 2006. The opinion of counsel regarding the legality of the securities being registered and a related consent and accountant's consents are filed herewith. Pursuant to Rule 462(b), the contents of the Registration Statement on Form S-1, as amended (File No. 333-128996), including the exhibits and the power of attorney thereto, are incorporated by reference into this Registration Statement.

CERTIFICATION

The Registrant hereby certifies to the Commission that (i) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at Mellon Bank as soon as practicable (but no later than the close of business as of January 31, 2006), (ii) it will not revoke such instructions, (iii) it has sufficient funds in the relevant account to cover the amount of such filing fee and (iv) it will confirm receipt of such instructions by its bank during regular business hours no later than January 31, 2006.

PART II
INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits and Financial Statement Schedules.

All exhibits filed with or incorporated by reference in the Registration Statement on Form S-1 (Registration No. 333-128996) are incorporated by reference into, and shall be deemed a part of, this Registration Statement, and the following additional exhibits are filed herewith:

Exhibit Number	Document
5.1	Opinion of Dechert LLP.
23.1	Consent of BDO Seidman, LLP.
23.2	Consent of Perry-Smith LLP.
23.4	Consent of Dechert LLP (included in Exhibit 5.1).
24a	Power of Attorney (incorporated by reference to Exhibit 24 to Registration Statement on Form S-1 of Registrant (File No. 333-128996), filed October 14, 2005).
24b	Power of Attorney (incorporated by reference to Exhibit 24b to Registration Statement on Form S-1 of Registrant (File No. 333-128996), filed November 23, 2005).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-1 and has duly caused this Registration Statement on Form S-1 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Baton Rouge, State of Louisiana on January 30, 2006.

H&E EQUIPMENT SERVICES, INC.

By: /s/ JOHN M. ENGQUIST

John M. Engquist, President and Chief
Executive Officer and Director (Principal
Executive Officer)

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement on Form S-1 has been signed below by the following persons on behalf of H&E Equipment Services, Inc. and in the capacities and on the dates indicated:

Signature	Title	Date
*	Chairman of the Board of Directors and Director	January 30, 2006
Gary W. Bagley		
/s/ JOHN M. ENGQUIST	President, Chief Executive Officer and Director (Principal Executive Officer)	January 30, 2006
John M. Engquist		
/s/ LESLIE S. MAGEE	Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	January 30, 2006
Leslie S. Magee		
*	Director	January 30, 2006
Keith E. Alessi		
*	Director	January 30, 2006
Bruce C. Bruckmann		
*	Director	January 30, 2006
Lawrence C. Karlson		
*	Director	January 30, 2006
John T. Sawyer		
*By: /s/ JOHN M. ENGQUIST		
Attorney-in-fact		

EXHIBIT INDEX

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QuickLinks

[EXPLANATORY NOTE AND INCORPORATION OF CERTAIN INFORMATION BY REFERENCE
CERTIFICATION](#)
[PART II INFORMATION NOT REQUIRED IN PROSPECTUS](#)
[SIGNATURES](#)
[EXHIBIT INDEX](#)

Dechert LLP
 30 Rockefeller Plaza
 New York, NY 10112-2200
 +1 212 698 3500 Main
 +1 212 698 3599 Fax
 www.dechert.com

January 30, 2006

H&E Equipment Services, Inc.
 11100 Mead Road, Suite 200
 Baton Rouge, Louisiana 70816

Re: Form S-1 Registration Statement

Gentlemen and Ladies:

We have acted as counsel to H&E Equipment Services, Inc., a Delaware corporation (the "Company"), in connection with the preparation and filing of a Registration Statement on Form S-1 (the "Additional Registration Statement") filed on the date hereof with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act"), to register up to \$12,578,125.00 aggregate offering price of shares (the "Shares") of the Company's Common Stock, par value \$0.01 per share ("Common Stock"), proposed to be issued and sold, together with shares of the Company's Common Stock registered pursuant to a Registration Statement on Form S-1 (File No. 333-128996), as amended, of the Company that was declared effective on the date hereof (the "Initial Registration Statement"), to the Underwriters pursuant to the Underwriting Agreement substantially in the form filed as Exhibit 1.1 to the Initial Registration Statement and incorporated by reference into the Additional Registration Statement (the "Underwriting Agreement"). This opinion letter is being furnished to the Company with respect to the Additional Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K of the Securities Act, and no opinion is expressed herein as to any matter other than as to the validity of the Shares.

In rendering the opinion expressed below, we have examined originals, or copies certified or otherwise identified to our satisfaction, of such documents, corporate records and other instruments as we have deemed necessary for the purposes of rendering this opinion, including the following documents:

- (1) the Additional Registration Statement;
- (2) the Initial Registration Statement;
- (3) the form of Underwriting Agreement;
- (4) the form of Agreement and Plan of Merger (the "Merger Agreement"), filed as Exhibit 2.1 to the Initial Registration Statement and incorporated by reference into the Additional Registration Statement; and
- (5) the Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws of the Company, forms of which have been filed as Exhibits 3.4 and 3.5, respectively, to the Initial Registration Statement and incorporated by reference into the Additional Registration Statement.

As to the facts on which this opinion is based, we have relied upon certificates of public officials, certificates and written statements (including representations in the Underwriting Agreement and the Merger Agreement) of officers and representatives of the Company, and the due performance by the parties of their respective obligations set forth in the Underwriting Agreement and the Merger Agreement.

In our examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as original documents, and the conformity to original documents of all documents submitted to us as copies. In rendering the opinion set forth below, we have also assumed the consummation of the merger contemplated in the Merger Agreement (including the filing of the certificates of merger with the Secretary of State of the State of Delaware and the Secretary of State of the State of Louisiana) and the other transactions described in the Initial Registration Statement under "Related Party Transactions – Reorganization Transactions."

The opinion expressed herein is limited to the Delaware General Corporation Law and we express no opinion concerning the laws of any other jurisdiction. As used herein, the "Delaware General Corporation Law" includes the statutory provisions contained therein and reported judicial decisions interpreting those laws.

On the basis of the foregoing and subject to the assumptions and qualifications set forth in this letter, we are of the opinion that when (i) the Underwriting Agreement has been executed and delivered by the parties thereto, and (ii) the Shares are issued and delivered against receipt by the Company of payment therefor at a price per Share not less than the per share par value of the Company's Common Stock as contemplated by the Additional Registration Statement and in accordance with the terms of the Underwriting Agreement, the Shares will be validly issued, fully paid and nonassessable.

This opinion letter has been prepared for your use solely in connection with the Additional Registration Statement. We assume no obligation to advise you of any changes in the foregoing subsequent to the effectiveness of the Additional Registration Statement.

We hereby consent to the filing of this opinion as an exhibit to the Additional Registration Statement and to the reference to this firm under the caption "Legal Matters" in the prospectus which forms a part of the Initial Registration Statement and is incorporated by reference into the Additional Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Dechert LLP

Consent of Independent Registered Public Accounting Firm

H&E Equipment Services L.L.C.
Baton Rouge, Louisiana

We hereby consent to the incorporation by reference into this Registration Statement on Form S-1 of our report dated September 28, 2005, except for Note 22 for which the date is as of October 13, 2005, relating to the consolidated financial statements and schedule of H&E Equipment Services L.L.C., which is contained in the Prospectus constituting a part of the Registration Statement (File No. 333-128996), as amended, of H&E Equipment Services, Inc.

We also consent to the reference to us under the caption "Experts" in the Prospectus.

/s/ BDO Seidman, LLP

Dallas, Texas
January 30, 2006

QuickLinks

[Consent of Independent Registered Public Accounting Firm](#)

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference into this Registration Statement on Form S-1 of H&E Equipment Services, Inc. of our report dated August 31, 2005, except for Note 15 for which the date is January 5, 2006, relating to our audits of the consolidated financial statements of Eagle High Reach Equipment Company, Inc., appearing in the Prospectus, which is part of the Registration Statement (File No. 333-128996), as amended, of H&E Equipment Services, Inc.

We also consent to the reference to our firm under the captions "Experts" and "Selected Financial Data" in such Prospectus.

/s/ Perry-Smith LLP

Sacramento, California
January 30, 2006

QuickLinks

[CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM](#)