
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, 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 7.01 Regulation FD Disclosure.

On June 7, 2006, H&E Equipment Services, Inc. issued a press release announcing the pricing terms of its and its wholly-owned subsidiary, H&E Finance Corp.'s, previously announced tender offer and consent solicitation with respect to their 11 1/8% Senior Secured Notes due 2012 and their 12 1/2% Senior Subordinated Notes due 2013 and the amendment of the tender offer and consent solicitation to continue consent payments to holders tendering their Senior Secured Notes. A copy of this press release is attached hereto as Exhibit 99.1 as is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 - Press release by H&E Equipment Services, Inc., dated June 7, 2006, announcing pricing of the tender offer and continuation of consent payments by H&E Equipment Services, Inc. and H&E Finance Corp. with respect to their 11 1/8% Senior Secured Notes due 2012 and 12 1/2% Senior Subordinated Notes due 2013.

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.

June 9, 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 June 7, 2006, announcing pricing of the tender offer and continuation of consent payments by H&E Equipment Services, Inc. and H&E Finance Corp. with respect to their 11 1/8% Senior Secured Notes due 2012 and 12 1/2% Senior Subordinated Notes due 2013.

News Release

Contacts:

Leslie S. Magee
Chief Financial Officer
225-298-5261
lmagee@he-equipment.com

Kevin S. Inda
Corporate Communications, Inc.
407-566-1180
kevin.Inda@cci-ir.com

H&E Equipment Services, Inc. Announces Pricing of Tender Offer and Continuation of Consent Payments

BATON ROUGE, Louisiana — June 7, 2006 — H&E Equipment Services, Inc. (“H&E Inc.”) (NASDAQ:HEES) and its wholly owned subsidiary, H&E Finance Corp. (“H&E Finance” and together with H&E Inc., the “Issuers”) announced today the pricing terms of their previously announced cash tender offer and consent solicitation for their 11 1/8% Senior Secured Notes due 2012 (the “Senior Secured Notes” — CUSIP No. 404085AB8), and 12 1/2% Senior Subordinated Notes due 2013 (the “Senior Subordinated Notes” — CUSIP No. 404085AF9) (the “Notes”).

The total tender offer consideration for the Senior Secured Notes and Senior Subordinated Notes was determined as of 10:00 a.m., New York City time, today by reference to a fixed spread of 50 basis points above the yield to maturity of the applicable U.S. Treasury security as described in the Offer to Purchase and Consent Solicitation Statement of the Issuers, dated May 25, 2006 (the “Statement”). The reference yield for the Notes was 5.124%.

The total consideration per \$1,000 principal amount of Senior Secured Notes that were validly tendered prior to 5:00 p.m., New York City time, on June 6, 2006 (the “Consent Date”) is \$1,104.29, and the total consideration per \$1,000 principal amount of Senior Subordinated Notes that were validly tendered prior to the Consent Date is \$1,123.70. In each case, the total consideration per \$1,000 principal amount of Notes that were validly tendered prior to the Consent Date includes a cash consent payment of \$30.00. Holders of Notes validly tendered prior to the Consent Date will also receive accrued and unpaid interest on their Notes up to, but not including, the payment date for the tender offer and consent solicitation.

The Issuers are hereby amending the tender offer and consent solicitation for the Senior Secured Notes to pay the cash consent payment of \$30.00 to holders tendering their Senior Secured Notes after the Consent Date, but prior to Midnight, New York City time, on June 22, 2006, unless extended (the “Expiration Date”). Holders of Senior Secured Notes tendering after the Consent Date and prior to the Expiration Date will also receive accrued and unpaid interest on their Senior Secured Notes up to, but not including, the payment date.

As of the Consent Date, the Issuers had received tenders and consents for \$195.08 million in aggregate principal amount of the Senior Secured Notes, representing 97.54% of the outstanding Senior Secured Notes and \$53.0 million in aggregate principal amount of the Senior Subordinated Notes, representing 100% of the outstanding Senior Subordinated Notes. The tender offer and consent solicitation remains open and is scheduled to expire on the Expiration Date.

The tender offer and consent solicitation are subject to the satisfaction of certain conditions, including the consummation by H&E Inc. of one or more debt financings on terms satisfactory to H&E Inc. in an aggregate amount not less than \$250 million and consent of the lenders under H&E Inc.’s senior secured credit facility. No assurance can be given that such conditions will be satisfied, that such new financing will be completed in a timely manner or at all or that such consent will be obtained.

The complete terms and conditions of the tender offer and consent solicitation are described in the Statement and the related Consent and Letter of Transmittal, copies of which may be obtained by contacting D.F. King & Co., Inc., the information agent for the tender offer and consent solicitation, at (212) 269-5550 or (800) 714-3312 (toll free). Questions regarding the tender offer and consent solicitation may be directed to the Dealer Manager and Solicitation Agent for the tender offer and consent solicitation: Credit Suisse Securities (USA) LLC, which may be contacted at (212) 538-0652 or (800) 820-1653 (toll free).

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. The tender offer and consent solicitation is being made solely by the Statement and the related Consent and Letter of Transmittal.

H&E Inc. is one of the largest integrated equipment services companies in the United States with 48 full-service facilities throughout the Intermountain, Southwest, Gulf Coast, West Coast and Southeast regions of the United States. H&E Inc. 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, H&E Inc. is a one-stop provider for its customers’ varied equipment needs. This full service approach provides H&E Inc. 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.

Certain statements included in this news release are intended as "forward-looking statements." These statements include assumptions, expectations, predictions, intentions or beliefs about future events, particularly the consummation of the transaction described above. H&E Inc. cautions that actual future results may vary materially from those expressed or implied in any forward-looking statements. Specifically, H&E Inc. cannot assure you that the proposed transaction described above will be consummated on the terms H&E Inc. currently contemplates, if at all, or that the notes tendered in the tender offer and consent solicitation described above will be accepted for purchase. More information about the risks and uncertainties relating to these forward-looking statements are found in H&E Inc.'s SEC filings, including its Annual Report on Form 10-K for the year ended December 31, 2005, which is available free of charge on the SEC's web site at <http://www.sec.gov>.

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