

H&E Equipment Services, Inc.  
Form 8-K  
May 20, 2014

**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): 05/16/2014**

**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.)**

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**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)**

**(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))

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The 2014 Annual Meeting of Stockholders of H&E Equipment Services, Inc. (the Company) was held on May 16, 2014. Matters submitted to the stockholders and voted upon at the meeting, which are more fully described in the Company's Proxy Statement, which was filed with the Securities and Exchange Commission on March 31, 2014, were (1) election of eight members to the board of directors; (2) ratification of the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014; and (3) an advisory vote on Named Executive Officer compensation.

Each of the director nominees set forth below was elected to hold office until his respective successor is duly elected and qualified or until his death, resignation or removal. Stockholders ratified the appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the year ending December 31, 2014. Stockholders, in a non-binding advisory vote, approved the compensation of the Company's Named Executive Officers as disclosed in the Company's Proxy Statement.

The table below shows the votes cast for, against or withheld, as well as the number of abstentions and broker non-votes, as to each proposal, including a separate tabulation with respect to each nominee for director. There were no broker non-votes for the proposal regarding the ratification of the accounting firm.

(1) Election of directors

	For	Withheld	Broker Non-Votes
Gary W. Bagley	30,969,328	139,305	2,729,225
John M. Engquist	30,892,311	216,322	2,729,225
Paul N. Arnold	31,052,508	56,125	2,729,225
Bruce C. Bruckmann	28,590,389	2,518,244	2,729,225
Patrick L. Edsell	31,052,508	56,125	2,729,225
Thomas J. Galligan III	31,052,008	56,625	2,729,225
Lawrence C. Karlson	29,279,791	1,828,842	2,729,225
John T. Sawyer	30,985,003	123,630	2,729,225

(2) Ratification of Appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2014.

For	Against	Abstain
33,275,398	553,516	8,944

(3) Advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement.

For	Against	Abstain	Broker Non-Votes
30,359,851	720,506	28,276	2,729,225

**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: May 20, 2014

By: /s/ Leslie S. Magee  
Leslie S. Magee  
Chief Financial Officer & Secretary