

H&E Equipment Services, Inc.  
Form 8-K  
September 12, 2007

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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):

September 6, 2007

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.**

As previously announced by H&E Equipment Services, Inc. (the "Company") in connection with its acquisition of J.W. Burrell, Incorporated (now known as H&E Equipment Services (Mid-Atlantic), Inc.) ("Burrell"), the purchase price paid by the Company for Burrell was calculated excluding any EBITDA derived from the Hitachi relationship. Burrell has received a notification, from John Deere Construction & Forestry Company (Hitachi's North American representative), of termination of the Hitachi dealer agreement and a demand for payment of \$9.7 million of Hitachi related indebtedness. The possibility that the Hitachi relationship would be terminated was anticipated by the Company and Burrell at the time the parties entered into the acquisition agreement. Pursuant to the acquisition agreement, the amount of the outstanding Hitachi indebtedness was included in the calculation of the purchase price. The Company funded the payment of the \$9.7 million of Hitachi related indebtedness with funds available under its senior secured credit agreement.

The foregoing information in this item of this Current Report on Form 8-K is intended to be furnished and shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as expressly set forth by specific reference in such filing.

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**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.

*September 12, 2007*

H&E Equipment Services, Inc.

By: */s/ Leslie S. Magee*

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*Name: Leslie S. Magee*

*Title: Chief Financial Officer*