

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

<b>1</b> Issuer's name  HEICO Corporation		<b>2</b> Issuer's employer identification number (EIN)  65-0341002	
<b>3</b> Name of contact for additional information  Thomas Irwin	<b>4</b> Telephone No. of contact  (954) 744-7560	<b>5</b> Email address of contact  tirwin@heico.com	
<b>6</b> Number and street (or P.O. box if mail is not delivered to street address) of contact  3000 Taft Street		<b>7</b> City, town, or post office, state, and Zip code of contact  Hollywood, FL 33021	
<b>8</b> Date of action  April 25, 2012		<b>9</b> Classification and description  HEICO Corporation Class A Common Stock	
<b>10</b> CUSIP number  422806208	<b>11</b> Serial number(s)	<b>12</b> Ticker symbol  HEIA	<b>13</b> Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

**14** Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ On March 26, 2012, HEICO Corporation's Board of Directors declared a 5-for-4 stock split of HEICO Corporation Class A Common Stock. The stock split was effected on April 25, 2012 in the form of a 25% stock dividend to shareholders of record as of April 13, 2012. Fractional shares for the stock split were paid in cash based on the last sale price of HEICO Corporation Class A Common Stock on the record date.

**15** Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ As a result of the 5-for-4 stock split, shareholders of HEICO Corporation Class A Common Stock received one additional share of HEICO Corporation Class A Common Stock for each four shares owned. In accordance with Internal Revenue Code Section 307(a), each HEICO Corporation Class A Common Stock shareholder is required to allocate the aggregate tax basis in their HEICO Corporation Class A Common Stock held immediately prior to the 5-for-4 stock split among the shares of HEICO Corporation Class A Common Stock held immediately after the 5-for-4 stock split (including any fractional shares for which cash was received). The effect to each shareholder is a reduction of their existing tax basis per share prior to the 5-for-4 stock split of 20%.

**16** Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See response to item 15 above.

**Part II Organizational Action** (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
Pursuant to Internal Revenue Code Section 305(a), the 5-for-4 stock split is a nontaxable event to the shareholder (except to the extent of any cash received in lieu of fractional shares). The tax treatment for shareholders receiving the 5-for-4 stock split described in item 15 is based on Section 307(a) of the Internal Revenue Code.

18 Can any resulting loss be recognized? ▶ Except to the extent of cash received in lieu of fractional shares, HEICO Corporation shareholders will generally not recognize a gain or loss for U.S. federal income tax purposes associated with the 5-for-4 stock split.

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

**Sign Here**  
Signature ▶ [Handwritten Signature] Date ▶ 4-25-2012  
Print your name ▶ Thomas S Irwin Title ▶ Treasurer

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no.	