

H&E Equipment Services, Inc.  
Form DEFA14A  
March 29, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**SCHEDULE 14A**  
**(Rule 14a-101)**  
**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**  
**Proxy Statement pursuant to Section 14(a) of the**  
**Securities Exchange Act of 1934**  
**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

**H&E EQUIPMENT SERVICES, INC.**

**(Name of Registrant as Specified in its Charter)**



(3) Filing Party:

(4) Date Filed:

**Online**

Go to [www.investorvote.com/HEES](http://www.investorvote.com/HEES) or scan the QR code. Login details are located in the shaded bar below.

**Votes submitted electronically must be received by 7:00pm Eastern Time, on May 9, 2019**

**Stockholder Meeting Notice**

**Important Notice Regarding the Availability of Proxy Materials for the**

**H&E Equipment Services, Inc. Stockholder Meeting to be Held on May 10, 2019**

Under Securities and Exchange Commission rules, you are receiving this notice that the proxy materials for the annual stockholders' meeting are available on the Internet. Follow the instructions below to view the materials and vote online or request a copy. The items to be voted on and location of the annual meeting are on the reverse side. Your vote is important!

**This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. We encourage you to access and review all of the important information contained in the proxy materials before voting. The proxy statement and annual report to stockholders are available at:**

[www.investorvote.com/HEES](http://www.investorvote.com/HEES)

**Easy Online Access View your proxy materials and vote.**

**Step 1:** Go to [www.investorvote.com/HEES](http://www.investorvote.com/HEES).

**Step 2:** Click on the icon on the right to view meeting materials.

**Step 3:** Return to the investorvote.com window and follow the instructions on the screen to log in.

**Step 4:** Make your selections as instructed on each screen for your delivery preferences.

**Step 5:** Vote your shares.

**When you go online, you can also help the environment by consenting to receive electronic delivery of future materials.**

**Obtaining a Copy of the Proxy Materials** If you want to receive a copy of the proxy materials, you must request one. There is no charge to you for requesting a copy. Please make your request as instructed on the reverse side on or before 10 days before the meeting to facilitate timely delivery.

**2 N O T**

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## Stockholder Meeting Notice

**H&E Equipment Services, Inc.'s Annual Meeting of Stockholders will be held on May 10, 2019 at the Grand Hyatt DFW Hotel, Australia Room, 2337 South International Parkway, DFW Airport, Texas 75261, at 7:30 a.m. Central Time.**

**Proposals to be voted on at the meeting are listed below along with the Board of Directors' recommendations.**

**The Board of Directors recommend a vote FOR all the nominees listed and FOR Proposals 2-3:**

1. Election of Directors:
    - 01 John M. Engquist
    - 02 Bradley W. Barber
    - 03 Paul N. Arnold
    - 04 Gary W. Bagley
    - 05 Bruce C. Bruckmann
    - 06 Patrick L. Edsell
    - 07 Thomas J. Galligan III
    - 08 Lawrence C. Karlson
    - 09 John T. Sawyer
  2. Ratification of appointment of BDO USA, LLP as independent registered public accounting firm for the year ending December 31, 2019.
  3. Advisory vote on Named Executive Officer compensation as disclosed in the Proxy Statement.
- PLEASE NOTE YOU CANNOT VOTE BY RETURNING THIS NOTICE. To vote your shares you must go online or request a paper copy of the proxy materials to receive a proxy card. If you wish to attend and vote at the meeting, please bring this notice with you.**

**Here's how to order a copy of the proxy materials and select delivery preferences:**

Current and future delivery requests can be submitted using the options below.

If you request an email copy, you will receive an email with a link to the current meeting materials.

**PLEASE NOTE:** You must use the number in the shaded bar on the reverse side when requesting a copy of the proxy materials.

**Internet** Go to [www.investorvote.com/HEES](http://www.investorvote.com/HEES) .

**Phone** Call us free of charge at 1-866-641-4276.

**Email** Send an email to [investorvote@computershare.com](mailto:investorvote@computershare.com) with Proxy Materials H&E Equipment Services,

Inc. in the subject line. Include your full name and address, plus the number located in the shaded bar on the reverse side, and state that you want a paper copy of the meeting materials.

To facilitate timely delivery, requests for a paper copy of proxy materials must be received by 10 days before the meeting.