

H&E Equipment Services, Inc.  
Form 8-K  
October 13, 2006

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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):

October 13, 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))



**Top of the Form**

**Item 7.01 Regulation FD Disclosure.**

On October 13, 2006, H&E Equipment Services, Inc. (the "Company") issued a press release announcing that it has commenced an exchange offer of any and all outstanding 8 3/8% Senior Notes due 2016 for 8 3/8% Senior Notes due 2016 registered under the Securities Act of 1933. A copy of this press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference. The information in the press release shall not be deemed to be incorporated by reference into the Company's filings under the Securities Act of 1933, as amended, except as set forth with respect thereto in any such filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Press release by H&E Equipment Services, Inc., dated October 13, 2006, announcing that H&E Equipment Services, Inc. has commenced its exchange offer of any and all outstanding 8 3/8% Senior Notes due 2016 for 8 3/8% Senior Notes due 2016 registered under the Securities Act of 1933.

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**Top of the Form**

**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.

*October 13, 2006*

By: */s/ Leslie Magee*

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*Name: Leslie Magee*

*Title: Chief Financial Officer*

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**Top of the Form**

Exhibit Index

<b>Exhibit No.</b>	<b>Description</b>
99.1	Press release by H&E Equipment Services, Inc., dated October 13, 2006, announcing that H&E Equipment Services, Inc. has commenced its exchange offer of any and all outstanding 8 3/8% Senior Notes due 2016 for 8 3/8% Senior Notes due 2016 registered under the Securities Act of 1933.