UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2014.

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission file number: 000-51759

H&E Equipment Services, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware **(State or Other Jurisdiction of Incorporation or Organization)**	**81-0553291** **(I.R.S. Employer Identification No.)**
7500 Pecue Lane,	
Baton Rouge, Louisiana **(Address of Principal Executive Offices)**	**70809** **(ZIP Code)**

(225) 298-5200

(Registrant s Telephone Number, Including Area Code)

None

(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Sections 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer	¨	Accelerated Filer	x
Non-Accelerated Filer	¨	Smaller Reporting Company	¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

As of October 24, 2014, there were 35,233,553 shares of H&E Equipment Services, Inc. common stock, $0.01 par value, outstanding.

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

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September 30, 2014

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Forward-Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the federal securities laws. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words may, could, would, should, believe, expect, anticipate, plan, estimate, target, project, similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financing plans, budgets, working capital needs and sources of liquidity.

Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management s beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically or through new marketing applications, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve known and unknown risks and uncertainties, which could cause actual results to differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

- general economic conditions and construction and industrial activity in the markets where we operate in North America;
- the pace of economic recovery in areas affecting our business (although we have experienced an upturn in our business activities from the most recent economic downturn and related decreases in construction and industrial activities, there is no certainty this trend will continue; if the pace of the recovery slows or construction and industrial activities decline, our revenues and operating results may be severely affected);
- the impact of conditions in the global credit markets and their effect on construction spending and the economy in general;
- relationships with equipment suppliers;
- increased maintenance and repair costs as we age our fleet and decreases in our equipment s residual value;
- our indebtedness;
- risks associated with the expansion of our business;

- our possible inability to integrate any businesses we acquire;

- competitive pressures;

- compliance with laws and regulations, including those relating to environmental matters and corporate governance matters; and

- other factors discussed under Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

Except as required by applicable law, including the securities laws of the United States and the rules and regulations of the Securities and Exchange Commission (SEC), we are under no obligation to publicly update or revise any forward-looking statements after we file this Quarterly Report on Form 10-Q, whether as a result of any new information, future events or otherwise. Investors, potential investors and other readers are urged to consider the above mentioned factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements. Although we believe that the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results or performance.

For a more detailed discussion of some of the foregoing risks and uncertainties, see Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013, as well as other reports and registration statements filed by us with the SEC. All of our annual, quarterly and current reports, and any amendments thereto, filed with or furnished to the SEC are available on our Internet website under the Investor Relations link. For more information about us and the announcements we make from time to time, visit our Internet website at www.he-equipment.com.

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements.

H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED BALANCE SHEETS

(Amounts in thousands, except share amounts)

	Balances at September 30, 2014 (Unaudited)	Balances at December 31, 2013
ASSETS		
Cash	$ 5,287	$ 17,607
Receivables, net of allowance for doubtful accounts of $3,070 and $3,651, respectively	146,519	131,970
Inventories, net of reserves for obsolescence of $716 and $647, respectively	161,861	111,640
Prepaid expenses and other assets	7,886	6,024
Rental equipment, net of accumulated depreciation of $342,132 and $309,944, respectively	852,818	688,710
Property and equipment, net of accumulated depreciation and amortization of $85,451 and $75,994, respectively	108,336	98,503
Deferred financing costs, net of accumulated amortization of $10,891 and $10,176, respectively	4,884	4,689
Goodwill	31,197	31,197
Total assets	$ 1,318,788	$ 1,090,340
LIABILITIES AND STOCKHOLDERS EQUITY		
Liabilities:		
Amounts due on senior secured credit facility	$ 220,485	$ 102,460
Accounts payable	89,946	67,779
Manufacturer flooring plans payable	92,414	49,062
Dividends payable		633
Accrued expenses payable and other liabilities	45,492	54,439
Senior unsecured notes (net of unaccreted discount of $1,328 and $1,454, respectively)	628,672	628,546
Capital leases payable	2,145	2,278
Deferred income taxes	111,873	88,291
Deferred compensation payable	2,089	2,040
Total liabilities	1,193,116	995,528
Commitments and Contingencies		

Stockholders equity:		
Preferred stock, $0.01 par value, 25,000,000 shares authorized; no shares issued		
Common stock, $0.01 par value, 175,000,000 shares authorized; 39,100,021 and 39,023,594 shares issued at September 30, 2014 and December 31, 2013, respectively, and 35,236,466 and 35,200,398 shares outstanding at September 30, 2014 and December 31, 2013, respectively	390	389
Additional paid-in capital	218,523	215,775
Treasury stock at cost, 3,863,555 and 3,823,196 shares of common stock held at September 30, 2014 and December 31, 2013, respectively	(59,935)	(58,468)
Retained deficit	(33,306)	(62,884)
Total stockholders equity	125,672	94,812
Total liabilities and stockholders equity	$ 1,318,788	$ 1,090,340

The accompanying notes are an integral part of these condensed consolidated financial statements.

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

(Amounts in thousands, except per share amounts)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Revenues:				
Equipment rentals	$ 108,238	$ 89,420	$ 293,276	$ 248,518
New equipment sales	80,758	90,220	240,886	216,979
Used equipment sales	25,198	36,779	85,940	103,589
Parts sales	29,009	26,571	83,182	77,971
Services revenues	15,622	13,729	45,372	42,050
Other	16,219	13,730	43,995	39,070
Total revenues	275,044	270,449	792,651	728,177
Cost of revenues:				
Rental depreciation	37,654	31,527	106,101	89,679
Rental expense	15,881	13,550	45,686	41,401
New equipment sales	71,630	80,659	212,777	193,453
Used equipment sales	17,350	27,086	58,824	74,006
Parts sales	20,705	19,123	59,028	56,660
Services revenues	5,356	4,943	15,864	15,743
Other	15,402	13,261	41,453	37,043
Total cost of revenues	183,978	190,149	539,733	507,985
Gross profit	91,066	80,300	252,918	220,192
Selling, general and administrative expenses	51,585	46,977	152,324	140,347
Gain on sales of property and equipment, net	512	609	1,932	1,715
Income from operations	39,993	33,932	102,526	81,560
Other income (expense):				
Interest expense	(13,171)	(13,193)	(38,743)	(38,550)
Other, net	293	237	943	945
Total other expense, net	(12,878)	(12,956)	(37,800)	(37,605)
Income before income taxes	27,115	20,976	64,726	43,955
Provision for income taxes	11,815	7,023	26,264	14,416

Net income	$ 15,300	$ 13,953	$ 38,462	$ 29,539
Net income per common share:				
Basic	$ 0.43	$ 0.40	$ 1.09	$ 0.84
Diluted	$ 0.43	$ 0.40	$ 1.09	$ 0.84
Weighted average common shares outstanding:				
Basic	35,206	35,099	35,142	35,022
Diluted	35,266	35,169	35,240	35,130
Dividends declared per common share outstanding	$ 0.25	$	$ 0.25	$

The accompanying notes are an integral part of these condensed consolidated financial statements.

H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

(Amounts in thousands)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Cash flows from operating activities:		
Net income	$ 38,462	$ 29,539
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization on property and equipment	14,913	12,355
Depreciation on rental equipment	106,101	89,679
Amortization of deferred financing costs	714	826
Accretion of note discount, net of premium amortization	126	189
Provision for losses on accounts receivable	2,137	2,348
Provision for inventory obsolescence	156	208
Increase in deferred income taxes	23,582	6,879
Stock-based compensation expense	2,192	2,109
Gain on sales of property and equipment, net	(1,932)	(1,715)
Gain on sales of rental equipment, net	(25,450)	(27,771)
Writedown of goodwill for tax-deductible goodwill in excess of book goodwill		657
Changes in operating assets and liabilities:		
Receivables	(16,686)	(2,150)
Inventories	(92,453)	(72,897)
Prepaid expenses and other assets	(1,862)	(1,249)
Accounts payable	22,168	16,504
Manufacturer flooring plans payable	43,352	(1,130)
Accrued expenses payable and other liabilities	(8,947)	(4,644)
Deferred compensation payable	49	49
Net cash provided by operating activities	106,622	49,786
Cash flows from investing activities:		
Purchases of property and equipment	(24,986)	(20,734)
Purchases of rental equipment	(274,276)	(197,763)
Proceeds from sales of property and equipment	2,172	1,812
Proceeds from sales of rental equipment	71,593	82,277
Net cash used in investing activities	(225,497)	(134,408)
Cash flows from financing activities:		
Purchases of treasury stock	(1,467)	(890)

Excess tax benefit from stock-based awards	556	387
Borrowings on senior secured credit facility	917,301	827,539
Payments on senior secured credit facility	(799,276)	(850,178)
Proceeds from issuance of senior unsecured notes		107,250
Payments of deferred financing costs	(909)	(733)
Dividends paid	(9,517)	(855)
Payments of capital lease obligations	(133)	(126)
Net cash provided by financing activities	106,555	82,394
Net decrease in cash	(12,320)	(2,228)
Cash, beginning of period	17,607	8,894
Cash, end of period	$ 5,287	$ 6,666

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Unaudited)

(Amounts in thousands)

	Nine Months Ended September 30,	
	2014	**2013**
Supplemental schedule of noncash investing and financing activities:		
Noncash asset purchases:		
Assets transferred from new and used inventory to rental fleet	$ 42,076	$ 35,130
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$ 48,914	$ 47,616
Income taxes paid, net of refunds received	$ 4,546	$ 1,863

The accompanying notes are an integral part of these condensed consolidated financial statements.

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H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

(1) Organization and Nature of Operations

Basis of Presentation

Our condensed consolidated financial statements include the financial position and results of operations of H&E Equipment Services, Inc. and its wholly-owned subsidiaries H&E Finance Corp., GNE Investments, Inc., Great Northern Equipment, Inc., H&E California Holding, Inc., H&E Equipment Services (California), LLC and H&E Equipment Services (Mid-Atlantic), Inc., collectively referred to herein as we or us or our or the Company.

The accompanying unaudited interim condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, certain information and footnote disclosures normally included in financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been condensed or omitted pursuant to such regulations. In the opinion of management, all adjustments (consisting of all normal and recurring adjustments) considered necessary for a fair presentation have been included. Operating results for the three and nine months ended September 30, 2014 are not necessarily indicative of the results that may be expected for the year ending December 31, 2014, and therefore, the results and trends in these interim condensed consolidated financial statements may not be the same for the entire year. These interim condensed consolidated financial statements should be read in conjunction with the annual audited consolidated financial statements and related notes in our Annual Report on Form 10-K for the year ended December 31, 2013, from which the consolidated balance sheet amounts as of December 31, 2013 were derived.

All significant intercompany accounts and transactions have been eliminated in these condensed consolidated financial statements. Business combinations accounted for as purchases are included in the condensed consolidated financial statements from their respective dates of acquisition.

The nature of our business is such that short-term obligations are typically met by cash flows generated from long-term assets. Consequently, and consistent with industry practice, the accompanying condensed consolidated balance sheets are presented on an unclassified basis.

Nature of Operations

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and service support for four core categories of specialized equipment: (1) hi-lift or aerial work platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment sales, rental, on-site parts, and repair and maintenance functions under one roof, we are a one-stop provider for our customers varied equipment needs. This full-service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal, and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and service operations.

(2) Significant Accounting Policies

We describe our significant accounting policies in note 2 of the notes to consolidated financial statements in our Annual Report on Form 10-K for the year ended December 31, 2013. During the nine month period ended September 30, 2014, there were no significant changes to those accounting policies.

Use of Estimates

We prepare our consolidated financial statements in accordance with accounting principles generally accepted in the United States of America, which requires management to use its judgment to make estimates and assumptions that affect the reported amounts of assets and liabilities and related disclosures at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reported period. These assumptions and estimates could have a material effect on our condensed consolidated financial statements. Actual results may differ materially from those estimates. We review our estimates on an ongoing basis based on information currently available, and changes in facts and circumstances may cause us to revise these estimates.

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Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-08, *Reporting Discontinued Operations and Disclosures of Disposals of Components of an Entity* (ASU 2014-08) which amended the FASB s guidance for reporting discontinued operations and disposals of components of an entity under Accounting Standards Codification Subtopic 250-20. The guidance as amended by ASU 2014-08 raises the threshold for a disposal to qualify as a discontinued operation by requiring that a disposal representing a strategic shift that has (or will have) a major effect on an entity s financial results or a business activity classified as held for sale be reported as such. The amendments also expand the disclosure requirements regarding the assets, liabilities, revenues and expenses of discontinued operations and add new disclosure requirements for individually significant dispositions that do not qualify as discontinued operations. The amendments are effective prospectively for fiscal years beginning after December 15, 2014, and interim reporting periods within those years (early adoption is permitted only for disposals that have not been previously reported). The implementation of the amended guidance is not expected to have a material impact on the Company s consolidated statements.

In May 2014, the FASB issued ASU No. 2014-09, *Revenue from Contracts with Customers* (ASU 2014-09). ASU 2014-09 requires an entity to recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the entity expects to be entitled in exchange for those goods or services. In doing so, entities will need to use more judgment and make more estimates than under current guidance. These judgments and estimates may include identifying performance obligations in the contract, estimating the amount of variable consideration to include in the transaction price and allocating the transaction price to each separate performance obligation. ASU 2014-09 also requires an entity to disclose sufficient qualitative and quantitative information surrounding the nature, amount, timing and uncertainty of revenue and cash flows arising from contracts with customers. This ASU supersedes the revenue recognition requirements in Topic 605, *Revenue Recognition*, and most industry-specific guidance throughout the Industry Topics of the Codification, and further permits the use of either a retrospective or cumulative effect transition method. This guidance will be effective for the Company for our 2017 fiscal year. We are currently in the process of evaluating the impact of the adoption of ASU 2014-09 on the Company s consolidated financial statements and have not yet determined the method by which we will adopt ASU 2014-09.

In June 2014, the FASB issued ASU No. 2014-12, *Compensation - Stock Compensation (Topic 718): Accounting for Share-Based Payments When the Terms of an Award Provide that a Performance Target Could be Achieved after the Requisite Service Period* (ASU 2014-12). ASU 2014-12 requires that a performance target that affects vesting, and that could be achieved after the requisite service period, be treated as a performance condition. As such, the performance target should not be reflected in estimating the grant date fair value of the award. This ASU further clarifies that compensation cost should be recognized in the period in which it becomes probable that the performance target will be achieved and should represent the compensation cost attributable to the period(s) for which the requisite service has already been rendered. ASU 2014-12 is effective for interim and annual reporting periods beginning after December 15, 2015, with early adoption permitted. The Company does not anticipate that the adoption of this standard will have a material impact on its consolidated financial statements.

(3) Fair Value of Financial Instruments

Fair value is defined as the amount that would be received for selling an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The FASB fair value measurement guidance established a fair value hierarchy that prioritizes the inputs used to measure fair value. The three broad levels of the fair value hierarchy are as follows:

Level 1	Quoted prices (unadjusted) in active markets for identical assets or liabilities
Level 2	Quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly
Level 3	Unobservable inputs for which little or no market data exists, therefore requiring a company to develop its own assumptions

The carrying value of financial instruments reported in the accompanying condensed consolidated balance sheets for cash, accounts receivable, accounts payable and accrued expenses payable and other liabilities approximate fair value due to the immediate or short-term nature or maturity of these financial instruments. The fair value of our letter of credit is based on fees currently charged for similar agreements. The carrying amounts and fair values of our other financial instruments subject to fair value disclosures as of September 30, 2014 and December 31, 2013 are presented in the table below (amounts in thousands) and have been calculated based upon market quotes and present value calculations based on market rates.

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	September 30, 2014	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.25% (Level 3)	$ 92,414	$ 81,566
Senior unsecured notes with interest computed at 7.0%[1] (Level 1)	630,000	676,463
Capital leases payable with interest computed at 5.929% to 9.55% (Level 3)	2,145	1,545
Letter of credit (Level 3)		130

	December 31, 2013	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.25% (Level 3)	$ 49,062	$ 42,686
Senior unsecured notes with interest computed at 7.0%[1] (Level 1)	630,000	686,700
Capital leases payable with interest computed at 5.929% to 9.55% (Level 3)	2,278	1,717
Letter of credit (Level 3)		146

(1) Amounts shown based on aggregate amounts outstanding for the periods presented.

(4) Stockholders Equity

The following table summarizes the activity in Stockholders Equity for the nine month period ended September 30, 2014 (amounts in thousands, except share data):

	Common Stock					
	Shares Issued	Amount	Additional Paid-in Capital	Treasury Stock	Retained Deficit	Total Stockholders Equity
Balances at December 31, 2013	39,023,594	$ 389	$ 215,775	$ (58,468)	$ (62,884)	$ 94,812
Stock-based compensation			2,192			2,192
Cash dividend on common stock ($7.00 per share)					(75)	(75)
Cash dividend on common stock ($0.25 per share)					(8,809)	(8,809)
Excess tax benefit associated with stock-based awards			556			556
Issuance of common stock	76,427	1				1
Repurchases of 38,134 shares of restricted common stock				(1,467)		(1,467)
Net income					38,462	38,462
Balances at September 30, 2014	39,100,021	$ 390	$ 218,523	$ (59,935)	$ (33,306)	$ 125,672

(5) Stock-Based Compensation

We account for our stock-based compensation plan using the fair value recognition provisions of Accounting Standards Codification 718, *Stock Compensation* (ASC 718). Under the provisions of ASC 718, stock-based compensation is measured at the grant date, based on the calculated fair value of the award, and is recognized as an expense over the requisite employee service period (generally the vesting period of the grant). Shares available for future stock-based payment awards under our 2006 Stock-Based Incentive Compensation Plan were 3,537,999 shares as of September 30, 2014.

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Non-vested Stock

The following table summarizes our non-vested stock activity for the nine month period ended September 30, 2014:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested stock at December 31, 2013	187,867	$ 18.21
Granted	76,427	$ 36.69
Vested	(109,237)	$ 18.70
Forfeited	(2,225)	$ 21.42
Non-vested stock at September 30, 2014	152,832	$ 27.05

As of September 30, 2014, we had unrecognized compensation expense of approximately $3.5 million related to non-vested stock that we expect to be recognized over a weighted-average period of 2.4 years. The following table summarizes compensation expense related to non-vested stock, which is included in selling, general and administrative expenses in the accompanying condensed consolidated statements of income for the three and nine months ended September 30, 2014 and 2013 (amounts in thousands):

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2014	2013	2014	2013
Compensation expense	$ 573	$ 505	$ 2,192	$ 2,109

Stock Options

At September 30, 2014, there is no unrecognized compensation expense as all stock option awards have fully vested. The following table represents stock option activity for the nine month period ended September 30, 2014:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Contractual Life In Years
Outstanding options at December 31, 2013	51,000	$ 17.80	
Granted			
Exercised			
Canceled, forfeited or expired			
Outstanding options at September 30, 2014	51,000	$ 17.80	1.8

Options exercisable at September 30, 2014	51,000	$	17.80	1.8

The aggregate intrinsic value of our outstanding and exercisable options at September 30, 2014 was approximately $2.1 million.

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(6) Income per Share

Income per common share for the three and nine months ended September 30, 2014 and 2013 are based on the weighted average number of common shares outstanding during the period. The effects of potentially dilutive securities that are anti-dilutive are not included in the computation of dilutive income per share. We include all common shares granted under our incentive compensation plan which remain unvested (restricted common shares) and contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid (participating securities), in the number of shares outstanding in our basic and diluted EPS calculations using the two-class method. All of our restricted common shares are currently participating securities.

Under the two-class method, earnings per common share are computed by dividing the sum of distributed earnings allocated to common shareholders and undistributed earnings allocated to common shareholders by the weighted average number of common shares outstanding for the period. In applying the two-class method, distributed and undistributed earnings are allocated to both common shares and restricted common shares based on the total weighted average shares outstanding during the period. As the number of restricted common shares outstanding during the period was immaterial to the basic and diluted EPS calculations, use of the two-class method had no impact on our basic and diluted EPS calculations for the three and nine month periods ended September 30, 2014 and 2013.

The following table sets forth the computation of basic and diluted net income per common share for the three and nine month periods ended September 30, 2014 and 2013 (amounts in thousands, except per share amounts):

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2014	**2013**	**2014**	**2013**
Basic net income per share:				
Net income	$ 15,300	$ 13,953	$ 38,462	$ 29,539
Weighted average number of shares of common stock outstanding	35,206	35,099	35,142	35,022
Net income per share of common stock basic	$ 0.43	$ 0.40	$ 1.09	$ 0.84
Diluted net income per share:				
Net income	$ 15,300	$ 13,953	$ 38,462	$ 29,539
Weighted average number of shares of common stock outstanding	35,206	35,099	35,142	35,022
Effect of dilutive securities:				
Effect of dilutive stock options	24		24	
Effect of dilutive non-vested restricted stock	36	70	74	108
Weighted average number of shares of common stock outstanding diluted	35,266	35,169	35,240	35,130
Net income per share of common stock diluted	$ 0.43	$ 0.40	$ 1.09	$ 0.84
Common shares excluded from the denominator as anti-dilutive:				
Stock options				

Non-vested restricted stock	1

(7) Senior Unsecured Notes

The following table reconciles our Senior Secured Notes to our condensed consolidated balance sheets (amounts in thousands):

Balance at December 31, 2012	$ 521,065
Aggregate principal amount issued on February 4, 2013	100,000
Premium on notes issued	8,500
Initial purchaser s discount	(1,250)
Accretion of discount through December 31, 2013	1,044
Amortization of note premium through December 31, 2013	(813)
Balance at December 31, 2013	$ 628,546
Accretion of discount through September 30, 2014	791
Amortization of note premium through September 30, 2014	(665)
Balance at September 30, 2014	$ 628,672

(8) Senior Secured Credit Facility

We and our subsidiaries are parties to a senior secured credit facility (the Credit Facility) with General Electric Capital Corporation as agent, and the lenders named therein.

On May 21, 2014, we amended, extended and restated our existing $402.5 million senior secured credit facility with General Electric Capital Corporation by entering into the Fourth Amended and Restated Credit Agreement (the Amended and Restated Credit Agreement) by and among the Company, Great Northern Equipment, Inc., H&E Equipment Services (California), LLC, the other credit parties named therein, the lenders named therein, General Electric Capital Corporation, as administrative agent, Bank of America, N.A. as co-syndication agent and documentation agent, Wells Fargo Capital Finance, LLC, as co-syndication agent and Deutsche Bank Securities Inc. as joint lead arranger and joint bookrunner.

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The Amended and Restated Credit Agreement, among other things, (i) extends the maturity date of the credit facility from February 29, 2017 to May 21, 2019, (ii) increases the uncommitted incremental revolving capacity from $130 million to $150 million, (iii) permits a like-kind exchange program under Section 1031 of the Internal Revenue Code of 1986, as amended, (iv) provides that the unused commitment fee margin will be either 0.50%, 0.375% or 0.25%, depending on the ratio of the average of the daily closing balances of the aggregate revolving loans, swing line loans and letters of credit outstanding during each month to the aggregate commitments for the revolving loans, swing line loans and letters of credit, (v) lowers the interest rate (a) in the case of index rate revolving loans, to the index rate plus an applicable margin of 0.75% to 1.25% depending on the leverage ratio and (b) in the case of LIBOR revolving loans, to LIBOR plus an applicable margin of 1.75% to 2.25%, depending on the leverage ratio, (vi) lowers the margin applicable to the letter of credit fee to between 1.75% and 2.25%, depending on the leverage ratio, and (vii) permits, under certain conditions, for the payment of dividends and/or stock repurchases or redemptions on the capital stock of the Company of up to $75 million per calendar year and further additionally permits the payment of the special cash dividend of $7.00 per share previously declared by the Company on August 20, 2012 to the holders of outstanding restricted stock of the Company following the declared payment date with such permission not tied to the vesting of such restricted stock (which includes the Company s payment in June 2014 of all amounts that remained payable to the holders of the restricted stock of the Company with respect to such special dividend that was otherwise payable following the applicable vesting dates in May and July 2014 and 2015).

At September 30, 2014, the interest rate on the Credit Facility was based on LIBOR plus 200 basis points. The weighted average interest rate at September 30, 2014 was approximately 2.6%. At September 30, 2014, we had $175.5 million of available borrowings under our Credit Facility, net of $6.5 million of outstanding letters of credit.

(9) Segment Information

We have identified five reportable segments: equipment rentals, new equipment sales, used equipment sales, parts sales and services revenues. These segments are based upon how management of the Company allocates resources and assesses performance. Non-segmented revenues and non-segmented costs relate to equipment support activities including transportation, hauling, parts freight and damage-waiver charges and are not allocated to the other reportable segments. There were no sales between segments for any of the periods presented. Selling, general and administrative expenses as well as all other income and expense items below gross profit are not generally allocated to reportable segments.

We do not compile discrete financial information by segments other than the information presented below. The following table presents information about our reportable segments (amounts in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	2013	2014	2013
Revenues:				
Equipment rentals	$ 108,238	$ 89,420	$ 293,276	$ 248,518
New equipment sales	80,758	90,220	240,886	216,979
Used equipment sales	25,198	36,779	85,940	103,589
Parts sales	29,009	26,571	83,182	77,971
Services revenues	15,622	13,729	45,372	42,050
Total segmented revenues	258,825	256,719	748,656	689,107

Non-segmented revenues	16,219	13,730	43,995	39,070
Total revenues	$ 275,044	$ 270,449	$ 792,651	$ 728,177
Gross Profit:				
Equipment rentals	$ 54,703	$ 44,343	$ 141,489	$ 117,438
New equipment sales	9,128	9,561	28,109	23,526
Used equipment sales	7,848	9,693	27,116	29,583
Parts sales	8,304	7,448	24,154	21,311
Services revenues	10,266	8,786	29,508	26,307
Total segmented gross profit	90,249	79,831	250,376	218,165
Non-segmented gross profit	817	469	2,542	2,027
Total gross profit	$ 91,066	$ 80,300	$ 252,918	$ 220,192

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	Balances at September 30, 2014	Balances at December 31, 2013
Segment identified assets:		
Equipment sales	$ 140,726	$ 95,392
Equipment rentals	852,818	688,710
Parts and services	21,135	16,248
Total segment identified assets	1,014,679	800,350
Non-segment identified assets	304,109	289,990
Total assets	$ 1,318,788	$ 1,090,340

The Company operates primarily in the United States and our sales to international customers for the three and nine month periods ended September 30, 2014 were approximately 1.6% of total revenues for each of the periods compared to 1.7% and 1.4% for the three and nine month periods ended September 30, 2013, respectively. No one customer accounted for more than 10% of our revenues on an overall or segment basis for any of the periods presented.

(10) Condensed Consolidating Financial Information of Guarantor Subsidiaries

All of the indebtedness of H&E Equipment Services, Inc. is guaranteed by GNE Investments, Inc. and its wholly-owned subsidiary Great Northern Equipment, Inc., H&E Equipment Services (California), LLC, H&E California Holding, Inc., H&E Equipment Services (Mid-Atlantic), Inc. and H&E Finance Corp. The guarantor subsidiaries are all wholly-owned and the guarantees, made on a joint and several basis, are full and unconditional (subject to subordination provisions and subject to a standard limitation which provides that the maximum amount guaranteed by each guarantor will not exceed the maximum amount that can be guaranteed without making the guarantee void under fraudulent conveyance laws). There are no restrictions on H&E Equipment Services, Inc. s ability to obtain funds from the guarantor subsidiaries by dividend or loan.

The consolidating financial statements of H&E Equipment Services, Inc. and its subsidiaries are included below. The financial statements for H&E Finance Corp. are not included within the consolidating financial statements because H&E Finance Corp. has no assets or operations.

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CONDENSED CONSOLIDATING BALANCE SHEET

	As of September 30, 2014			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$ 5,287	$	$	$ 5,287
Receivables, net	123,984	22,535		146,519
Inventories, net	136,673	25,188		161,861
Prepaid expenses and other assets	7,694	192		7,886
Rental equipment, net	718,407	134,411		852,818
Property and equipment, net	95,836	12,500		108,336
Deferred financing costs, net	4,884			4,884
Investment in guarantor subsidiaries	203,818		(203,818)	
Goodwill	1,671	29,526		31,197
Total assets	$ 1,298,254	$ 224,352	$ (203,818)	$ 1,318,788
Liabilities and Stockholders Equity:				
Amounts due on senior secured credit facility	$ 220,485	$	$	$ 220,485
Accounts payable	72,003	17,943		89,946
Manufacturer flooring plans payable	92,414			92,414
Accrued expenses payable and other liabilities	45,023	469		45,492
Dividends payable	23	(23)		
Senior unsecured notes	628,672			628,672
Capital lease payable		2,145		2,145
Deferred income taxes	111,873			111,873
Deferred compensation payable	2,089			2,089
Total liabilities	1,172,582	20,534		1,193,116
Stockholders equity	125,672	203,818	(203,818)	125,672
Total liabilities and stockholders equity	$ 1,298,254	$ 224,352	$ (203,818)	$ 1,318,788

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CONDENSED CONSOLIDATING BALANCE SHEET

	As of December 31, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$ 17,607	$	$	$ 17,607
Receivables, net	114,525	17,445		131,970
Inventories, net	102,125	9,515		111,640
Prepaid expenses and other assets	5,853	171		6,024
Rental equipment, net	582,721	105,989		688,710
Property and equipment, net	85,826	12,677		98,503
Deferred financing costs, net	4,689			4,689
Investment in guarantor subsidiaries	165,703		(165,703)	
Goodwill	1,671	29,526		31,197
Total assets	$ 1,080,720	$ 175,323	$ (165,703)	$ 1,090,340
Liabilities and Stockholders Equity:				
Amount due on senior secured credit facility	$ 102,460	$	$	$ 102,460
Accounts payable	60,787	6,992		67,779
Manufacturer flooring plans payable	49,062			49,062
Dividends payable	656	(23)		633
Accrued expenses payable and other liabilities	54,066	373		54,439
Senior unsecured notes	628,546			628,546
Capital leases payable		2,278		2,278
Deferred income taxes	88,291			88,291
Deferred compensation payable	2,040			2,040
Total liabilities	985,908	9,620		995,528
Stockholders equity	94,812	165,703	(165,703)	94,812
Total liabilities and stockholders equity	$ 1,080,720	$ 175,323	$ (165,703)	$ 1,090,340

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended September 30, 2014			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 89,965	$ 18,273	$	$ 108,238
New equipment sales	67,626	13,132		80,758
Used equipment sales	21,010	4,188		25,198
Parts sales	25,394	3,615		29,009
Services revenues	13,273	2,349		15,622
Other	13,231	2,988		16,219
Total revenues	230,499	44,545		275,044
Cost of revenues:				
Rental depreciation	31,578	6,076		37,654
Rental expense	12,761	3,120		15,881
New equipment sales	59,904	11,726		71,630
Used equipment sales	14,751	2,599		17,350
Parts sales	18,167	2,538		20,705
Services revenues	4,477	879		5,356
Other	12,475	2,927		15,402
Total cost of revenues	154,113	29,865		183,978
Gross profit:				
Equipment rentals	45,626	9,077		54,703
New equipment sales	7,722	1,406		9,128
Used equipment sales	6,259	1,589		7,848
Parts sales	7,227	1,077		8,304
Services revenues	8,796	1,470		10,266
Other	756	61		817
Gross profit	76,386	14,680		91,066
Selling, general and administrative expenses	42,274	9,311		51,585
Equity in earnings of guarantor subsidiaries	2,304		(2,304)	
Gain on sales of property and equipment, net	381	131		512
Income from operations	36,797	5,500	(2,304)	39,993
Other income (expense):				
Interest expense	(9,936)	(3,235)		(13,171)
Other, net	254	39		293

Total other expense, net	(9,682)	(3,196)		(12,878)
Income before income taxes	27,115	2,304	(2,304)	27,115
Income tax expense	11,815			11,815
Net income	$ 15,300	$ 2,304	$ (2,304)	$ 15,300

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended September 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 73,537	$ 15,883	$	$ 89,420
New equipment sales	81,547	8,673		90,220
Used equipment sales	31,934	4,845		36,779
Parts sales	23,111	3,460		26,571
Services revenues	11,692	2,037		13,729
Other	11,300	2,430		13,730
Total revenues	233,121	37,328		270,449
Cost of revenues:				
Rental depreciation	26,079	5,448		31,527
Rental expense	10,995	2,555		13,550
New equipment sales	72,790	7,869		80,659
Used equipment sales	23,712	3,374		27,086
Parts sales	16,681	2,442		19,123
Services revenues	4,177	766		4,943
Other	10,739	2,522		13,261
Total cost of revenues	165,173	24,976		190,149
Gross profit (loss):				
Equipment rentals	36,463	7,880		44,343
New equipment sales	8,757	804		9,561
Used equipment sales	8,222	1,471		9,693
Parts sales	6,430	1,018		7,448
Services revenues	7,515	1,271		8,786
Other	561	(92)		469
Gross profit	67,948	12,352		80,300
Selling, general and administrative expenses	38,525	8,452		46,977
Equity in earnings of guarantor subsidiaries	1,328		(1,328)	
Gain on sales of property and equipment, net	457	152		609
Income from operations	31,208	4,052	(1,328)	33,932
Other income (expense):				
Interest expense	(10,457)	(2,736)		(13,193)
Other, net	225	12		237

Total other expense, net	(10,232)	(2,724)		(12,956)
Income before income taxes	20,976	1,328	(1,328)	20,976
Income tax expense	7,023			7,023
Net income	$ 13,953	$ 1,328	$ (1,328)	$ 13,953

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Nine Months Ended September 30, 2014			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 247,138	$ 46,138	$	$ 293,276
New equipment sales	209,437	31,449		240,886
Used equipment sales	68,645	17,295		85,940
Parts sales	72,341	10,841		83,182
Services revenues	38,701	6,671		45,372
Other	36,368	7,627		43,995
Total revenues	672,630	120,021		792,651
Cost of revenues:				
Rental depreciation	89,401	16,700		106,101
Rental expense	37,712	7,974		45,686
New equipment sales	184,663	28,114		212,777
Used equipment sales	46,719	12,105		58,824
Parts sales	51,455	7,573		59,028
Services revenues	13,395	2,469		15,864
Other	33,854	7,599		41,453
Total cost of revenues	457,199	82,534		539,733
Gross profit:				
Equipment rentals	120,025	21,464		141,489
New equipment sales	24,774	3,335		28,109
Used equipment sales	21,926	5,190		27,116
Parts sales	20,886	3,268		24,154
Services revenues	25,306	4,202		29,508
Other	2,514	28		2,542
Gross profit	215,431	37,487		252,918
Selling, general and administrative expenses	127,244	25,080		152,324
Equity in earnings of guarantor subsidiaries	4,116		(4,116)	
Gain on sales of property and equipment, net	1,535	397		1,932
Income from operations	93,838	12,804	(4,116)	102,526
Other income (expense):				
Interest expense	(29,920)	(8,823)		(38,743)
Other, net	808	135		943

Total other expense, net	(29,112)	(8,688)		(37,800)
Income before income taxes	64,726	4,116	(4,116)	64,726
Income tax expense	26,264			26,264
Net income	$ 38,462	$ 4,116	$ (4,116)	$ 38,462

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Nine Months Ended September 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$ 205,816	$ 42,702	$	$ 248,518
New equipment sales	195,300	21,679		216,979
Used equipment sales	87,687	15,902		103,589
Parts sales	67,057	10,914		77,971
Services revenues	36,305	5,745		42,050
Other	32,232	6,838		39,070
Total revenues	624,397	103,780		728,177
Cost of revenues:				
Rental depreciation	73,785	15,894		89,679
Rental expense	33,886	7,515		41,401
New equipment sales	173,964	19,489		193,453
Used equipment sales	62,533	11,473		74,006
Parts sales	48,840	7,820		56,660
Services revenues	13,683	2,060		15,743
Other	29,996	7,047		37,043
Total cost of revenues	436,687	71,298		507,985
Gross profit (loss):				
Equipment rentals	98,145	19,293		117,438
New equipment sales	21,336	2,190		23,526
Used equipment sales	25,154	4,429		29,583
Parts sales	18,217	3,094		21,311
Services revenues	22,622	3,685		26,307
Other	2,236	(209)		2,027
Gross profit	187,710	32,482		220,192
Selling, general and administrative expenses	116,306	24,041		140,347
Equity in earnings of guarantor subsidiaries	929		(929)	
Gain on sales of property and equipment, net	1,404	311		1,715
Income from operations	73,737	8,752	(929)	81,560
Other income (expense):				
Interest expense	(30,674)	(7,876)		(38,550)
Other, net	892	53		945

Total other expense, net	(29,782)	(7,823)		(37,605)
Income before income taxes	43,955	929	(929)	43,955
Income tax expense	14,416			14,416
Net income	$ 29,539	$ 929	$ (929)	$ 29,539

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Nine Months Ended September 30, 2014			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income	$ 38,462	$ 4,116	$ (4,116)	$ 38,462
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization on property and equipment	13,122	1,791		14,913
Depreciation on rental equipment	89,401	16,700		106,101
Amortization of deferred financing costs	714			714
Accretion of note discount, net of premium amortization	126			126
Provision for losses on accounts receivable	1,794	343		2,137
Provision for inventory obsolescence	156			156
Increase in deferred income taxes	23,582			23,582
Stock-based compensation expense	2,192			2,192
Gain on sales of property and equipment, net	(1,535)	(397)		(1,932)
Gain on sales of rental equipment, net	(20,379)	(5,071)		(25,450)
Equity in earnings of guarantor subsidiaries	(4,116)		4,116	
Changes in operating assets and liabilities:				
Receivables	(11,253)	(5,433)		(16,686)
Inventories	(72,018)	(20,435)		(92,453)
Prepaid expenses and other assets	(1,841)	(21)		(1,862)
Accounts payable	11,217	10,951		22,168
Manufacturer flooring plans payable	43,352			43,352
Accrued expenses payable and other liabilities	(9,043)	96		(8,947)
Deferred compensation payable	49			49
Net cash provided by operating activities	103,982	2,640		106,622
Cash flows from investing activities:				
Purchases of property and equipment	(23,372)	(1,614)		(24,986)
Purchases of rental equipment	(223,174)	(51,102)		(274,276)
Proceeds from sales of property and equipment	1,775	397		2,172
Proceeds from sales of rental equipment	55,780	15,813		71,593
Investment in subsidiaries	(33,999)		33,999	
Net cash used in investing activities .	(222,990)	(36,506)	33,999	(225,497)
Cash flows from financing activities:				
Purchases of treasury stock	(1,467)			(1,467)
Excess tax benefit from stock-based awards	556			556

Borrowings on senior secured credit facility	917,301			917,301
Payments on senior secured credit facility	(799,276)			(799,276)
Payments of deferred financing costs	(909)			(909)
Dividends paid	(9,517)			(9,517)
Payments on capital lease obligations		(133)		(133)
Capital contributions		33,999	(33,999)	
Net cash provided by financing activities	106,688	33,866	(33,999)	106,555
Net decrease in cash	(12,320)			(12,320)
Cash, beginning of period	17,607			17,607
Cash, end of period	$ 5,287	$	$	$ 5,287

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Nine Months Ended September 30, 2013			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income	$ 29,539	$ 929	$ (929)	$ 29,539
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization on property and equipment	10,840	1,515		12,355
Depreciation on rental equipment	73,785	15,894		89,679
Amortization of deferred financing costs	826			826
Accretion of note discount, net of premium amortization	189			189
Provision for losses on accounts receivable	1,884	464		2,348
Provision for inventory obsolescence	208			208
Increase in deferred income taxes	6,879			6,879
Stock-based compensation expense	2,109			2,109
Gain on sales of property and equipment, net	(1,404)	(311)		(1,715)
Gain on sales of rental equipment, net	(23,383)	(4,388)		(27,771)
Writedown of goodwill for tax-deductible goodwill in excess of book goodwill	657			657
Equity in earnings of guarantor subsidiaries	(929)		929	
Changes in operating assets and liabilities:				
Receivables	397	(2,547)		(2,150)
Inventories	(68,876)	(4,021)		(72,897)
Prepaid expenses and other assets	(1,190)	(59)		(1,249)
Accounts payable	14,880	1,624		16,504
Manufacturer flooring plans payable	(682)	(448)		(1,130)
Accrued expenses payable and other liabilities	(5,558)	914		(4,644)
Deferred compensation payable	49			49
Net cash provided by operating activities	40,220	9,566		49,786
Cash flows from investing activities:				
Purchases of property and equipment	(19,093)	(1,641)		(20,734)
Purchases of rental equipment	(168,466)	(29,297)		(197,763)
Proceeds from sales of property and equipment	1,441	371		1,812
Proceeds from sales of rental equipment	68,891	13,386		82,277
Investment in subsidiaries	(7,764)		7,764	
Net cash used in investing activities	(124,991)	(17,181)	7,764	(134,408)
Cash flows from financing activities:				

Purchases of treasury stock	(890)			(890)
Excess tax benefit from stock-based awards	387			387
Borrowings on senior secured credit facility	827,539			827,539
Payments on senior secured credit facility	(850,178)			(850,178)
Proceeds from issuance of unsecured notes	107,250			107,250
Payments of deferred financing costs	(733)			(733)
Dividends paid	(832)	(23)		(855)
Payments on capital lease obligations		(126)		(126)
Capital contributions		7,764	(7,764)	
Net cash provided by financing activities	82,543	7,615	(7,764)	82,394
Net decrease in cash	(2,228)			(2,228)
Cash, beginning of period	8,894			8,894
Cash, end of period	$ 6,666	$	$	$ 6,666

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ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion summarizes the financial position of H&E Equipment Services, Inc. and its subsidiaries as of September 30, 2014, and its results of operations for the three and nine month periods ended September 30, 2014, and should be read in conjunction with (i) the unaudited condensed consolidated financial statements and notes thereto included elsewhere in this Quarterly Report on Form 10-Q and (ii) the audited consolidated financial statements and accompanying notes to our Annual Report on Form 10-K for the year ended December 31, 2013. The following discussion contains, in addition to historical information, forward-looking statements that include risks and uncertainties (see discussion of Forward-Looking Statements included elsewhere in this Quarterly Report on Form 10-Q). Our actual results may differ materially from those anticipated in these forward-looking statements as a result of certain factors, including those factors set forth under Item 1A Risk Factors of our Annual Report on Form 10-K for the year ended December 31, 2013.

Overview

Background

As one of the largest integrated equipment services companies in the United States focused on heavy construction and industrial equipment, we rent, sell and provide parts and services support for four core categories of specialized equipment: (1) hi-lift or aerial work platform equipment; (2) cranes; (3) earthmoving equipment; and (4) industrial lift trucks. By providing equipment rental, sales, on-site parts, repair and maintenance functions under one roof, we are a one-stop provider for our customers varied equipment needs. This full service approach provides us with multiple points of customer contact, enables us to maintain a high quality rental fleet, as well as an effective distribution channel for fleet disposal and provides cross-selling opportunities among our new and used equipment sales, rental, parts sales and services operations.

As of October 24, 2014, we operated 69 full-service facilities throughout the Intermountain, Southwest, Gulf Coast, West Coast, Southeast and Mid-Atlantic regions of the United States. Our work force includes distinct, focused sales forces for our new and used equipment sales and rental operations, highly skilled service technicians, product specialists and regional managers. We focus our sales and rental activities on, and organize our personnel principally by, our four core equipment categories. We believe this allows us to provide specialized equipment knowledge, improve the effectiveness of our rental and sales force and strengthen our customer relationships. In addition, we have branch managers for each location who are responsible for managing their assets and financial results. We believe this fosters accountability in our business and strengthens our local and regional relationships.

Through our predecessor companies, we have been in the equipment services business for approximately 53 years. H&E Equipment Services L.L.C. (H&E LLC) was formed in June 2002 through the business combination of Head & Engquist Equipment, LLC (Head & Engquist), a wholly-owned subsidiary of Gulf Wide Industries, L.L.C. (Gulf Wide), and ICM Equipment Company L.L.C. (ICM). Head & Engquist, founded in 1961, and ICM, founded in 1971, were two leading regional, integrated equipment service companies operating in contiguous geographic markets. In the June 2002 transaction, Head & Engquist and ICM were merged with and into Gulf Wide, which was renamed H&E LLC. Prior to the combination, Head & Engquist operated 25 facilities in the Gulf Coast region, and ICM operated 16 facilities in the Intermountain region of the United States.

Prior to our initial public offering in February 2006, our business was conducted through H&E LLC. In connection with our initial public offering, we converted H&E LLC into H&E Equipment Services, Inc. In order to have an operating Delaware corporation as the issuer for our initial public offering, H&E Equipment Services, Inc. was formed as a Delaware corporation and wholly-owned subsidiary of H&E Holdings L.L.C. (H&E Holdings), and immediately prior to the closing of our initial public offering, on February 3, 2006, H&E LLC and H&E Holdings merged with and into us (H&E Equipment Services, Inc.), with us surviving the reincorporation merger as the operating company. Effective February 3, 2006, H&E LLC and H&E Holdings no longer existed under operation of law pursuant to the reincorporation merger.

Critical Accounting Policies

Item 7, included in Part II of our Annual Report on Form 10-K for the year ended December 31, 2013, presents the accounting policies and related estimates that we believe are the most critical to understanding our consolidated financial statements, financial condition, and results of operations and cash flows, and which require complex management judgment and assumptions, or involve uncertainties. There have been no changes to these critical accounting policies and estimates during the quarter ended September 30, 2014. These policies include, among others, revenue recognition, the adequacy of the allowance for doubtful accounts, the propriety of our estimated useful life of rental equipment and property and equipment, the potential impairment of long-lived assets including goodwill and intangible assets, obsolescence reserves on inventory, the allocation of purchase price related to business combinations, reserves for claims, including self-insurance reserves, and deferred income taxes, including the valuation of any related deferred tax assets.

Information regarding our other significant accounting policies is included in note 2 to our consolidated financial statements in Item 8 of Part II of our Annual Report on Form 10-K for the year ended December 31, 2013 and in note 2 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

Business Segments

We have five reportable segments because we derive our revenues from five principal business activities: (1) equipment rentals; (2) new equipment sales; (3) used equipment sales; (4) parts sales; and (5) repair and maintenance services. These segments are based upon how we allocate resources and assess performance. In addition, we also have non-segmented revenues and costs that relate to equipment support activities.

Equipment Rentals. Our rental operation primarily rents our four core types of construction and industrial equipment. We have a well-maintained rental fleet and our own dedicated sales force, focused by equipment type. We actively manage the size, quality, age and composition of our rental fleet based on our analysis of key measures such as time utilization (which we analyze as equipment usage based on: (1) the number of rental equipment units available for rent, and (2) as a percentage of original equipment cost), rental rate trends and targets, rental equipment dollar utilization and maintenance and repair costs, which we closely monitor. We maintain fleet quality through regional quality control managers and our parts and services operations.

New Equipment Sales. Our new equipment sales operation sells new equipment in all of our four core product categories. We have a retail sales force focused by equipment type that is separate from our rental sales force. Manufacturer purchase terms and pricing are managed by our product specialists.

Used Equipment Sales. Our used equipment sales are generated primarily from sales of used equipment from our rental fleet, as well as from sales of inventoried equipment that we acquire through trade-ins from our equipment customers and through selective purchases of high quality used equipment. Used equipment is sold by our dedicated retail sales force. Our used equipment sales are an effective way for us to manage the size and composition of our rental fleet and provide a profitable distribution channel for disposal of rental equipment.

Parts Sales. Our parts business sells new and used parts for the equipment we sell and also provides parts to our own rental fleet. To a lesser degree, we also sell parts for equipment produced by manufacturers whose products we neither rent nor sell. In order to provide timely parts and services support to our customers as well as our own rental fleet, we maintain an extensive parts inventory.

Services. Our services operation provides maintenance and repair services for our customers equipment and to our own rental fleet at our facilities as well as at our customers locations. As the authorized distributor for numerous equipment manufacturers, we are able to provide service to that equipment that will be covered under the manufacturer s warranty.

Our non-segmented revenues and costs relate to equipment support activities that we provide, such as transportation, hauling, parts freight and damage waivers, and are not generally allocated to reportable segments.

For additional information about our business segments, see note 8 to the condensed consolidated financial statements in this Quarterly Report on Form 10-Q.

Revenue Sources

We generate all of our total revenues from our five business segments and our non-segmented equipment support activities. Equipment rentals and new equipment sales account for more than half of our total revenues. For the nine month period ended September 30, 2014, approximately 37.0% of our total revenues were attributable to equipment rentals, 30.4% of our total revenues were attributable to new equipment sales, 10.8% were attributable to used equipment sales, 10.5% were attributable to parts sales, 5.7% were attributable to our services revenues and 5.6% were attributable to non-segmented other revenues.

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The equipment that we sell, rent and service is principally used in the construction industry, as well as by companies for commercial and industrial uses such as plant maintenance and turnarounds, as well as in the petrochemical and energy sectors. As a result, our total revenues are affected by several factors including, but not limited to, the demand for and availability of rental equipment, rental rates and other competitive factors, the demand for new and used equipment, the level of construction and industrial activities, spending levels by our customers, adverse weather conditions and general economic conditions. For a discussion of the impact of seasonality on our revenues, see Seasonality below.

Equipment Rentals. Our rental operation primarily rents our four core types of construction and industrial equipment. We have a well-maintained rental fleet and our own dedicated sales force, focused by equipment type. We actively manage the size, quality, age and composition of our rental fleet based on our analysis of key measures such as time utilization (which we analyze: (1) as equipment usage based on the number of rental equipment units available for rent and (2) as a percentage of original equipment cost), rental rate trends and targets, rental equipment dollar utilization and maintenance and repair costs, which we closely monitor. We maintain fleet quality through regional quality control managers and our parts and services operations. We recognize revenue from equipment rentals in the period earned on a straight-line basis, over the contract term, regardless of the timing of the billing to customers.

New Equipment Sales. We seek to optimize revenues from new equipment sales by selling equipment through a professional in-house retail sales force focused by product type. While sales of new equipment are impacted by the availability of equipment from the manufacturer, we believe our status as a leading distributor for some of our key suppliers improves our ability to obtain equipment. New equipment sales are an important component of our integrated model due to customer interaction and service contact and new equipment sales also lead to future parts and services revenues. We recognize revenue from the sale of new equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Used Equipment Sales. We generate the majority of our used equipment sales revenues by selling equipment from our rental fleet. The remainder of our used equipment sales revenues comes from the sale of inventoried equipment that we acquire through trade-ins from our equipment customers and selective purchases of high-quality used equipment. Our policy is not to offer specified price trade-in arrangements on equipment for sale. Sales of our rental fleet equipment allow us to manage the size, quality, composition and age of our rental fleet, and provide us with a profitable distribution channel for the disposal of rental equipment. We recognize revenue for the sale of used equipment at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Parts Sales. We generate revenues from the sale of new and used parts for equipment that we rent or sell, as well as for other makes of equipment. Our product support sales representatives are instrumental in generating our parts revenues. They are product specialists and receive performance incentives for achieving certain sales levels. Most of our parts sales come from our extensive in-house parts inventory. Our parts sales provide us with a relatively stable revenue stream that is generally less sensitive to the economic cycles that tend to affect our rental and equipment sales operations. We recognize revenues from parts sales at the time of delivery to, or pick-up by, the customer and when all obligations under the sales contract have been fulfilled and collectibility is reasonably assured.

Services. We derive our services revenues from maintenance and repair services to customers for their owned equipment. In addition to repair and maintenance on an as-needed or scheduled basis, we also provide ongoing preventative maintenance services to industrial customers. Our after-market service provides a high-margin, relatively stable source of revenue through changing economic cycles. We recognize services revenues at the time services are rendered and collectibility is reasonably assured.

Our non-segmented revenues relate to equipment support activities that we provide, such as transportation, hauling, parts freight and damage waivers, and are not generally allocated to reportable segments. We recognize non-segmented other revenues at the time of billing and after the related services have been provided.

Principal Costs and Expenses

Our largest expenses are the costs to purchase the new equipment we sell, the costs associated with the used equipment we sell, rental expenses, rental depreciation and costs associated with parts sales and services, all of which are included in cost of revenues. For the nine month period ended September 30, 2014, our total cost of revenues was approximately $539.7 million. Our operating expenses consist principally of selling, general and administrative expenses. For the nine month period ended September 30, 2014, our selling, general and administrative expenses were $152.3 million. In addition, we have interest expense related to our debt instruments. Operating expenses and all other income and expense items below the gross profit line of our consolidated statements of income are not generally allocated to our reportable segments.

We are also subject to federal and state income taxes. Future income tax examinations by state and federal agencies could result in additional income tax expense based on probable outcomes of such matters.

Cost of Revenues:

Rental Depreciation. Depreciation of rental equipment represents the depreciation costs attributable to rental equipment. Estimated useful lives vary based upon type of equipment. Generally, we depreciate cranes and aerial work platforms over a ten year estimated useful life, earthmoving equipment over a five year estimated useful life with a 25% salvage value, and industrial lift trucks over a seven year estimated useful life. Attachments and other smaller types of equipment are depreciated over a three year estimated useful life. We periodically evaluate the appropriateness of remaining depreciable lives assigned to rental equipment.

Rental Expense. Rental expense represents the costs (excluding depreciation) associated with rental equipment, including, among other things, the cost of servicing and maintaining our rental equipment, property taxes on our fleet and other miscellaneous costs of rental equipment.

New Equipment Sales. Cost of new equipment sold primarily consists of the equipment cost of the new equipment that is sold, net of any amount of credit given to the customer towards the equipment for trade-ins.

Used Equipment Sales. Cost of used equipment sold consists of the net book value of rental equipment for used equipment sold from our rental fleet, the equipment costs for used equipment we purchase for sale or the trade-in value of used equipment that we obtain from customers in equipment sales transactions.

Parts Sales. Cost of parts sales represents costs attributable to the sale of parts directly to customers.

Services Support. Cost of services revenues represents costs attributable to service provided for the maintenance and repair of customer-owned equipment and equipment then on-rent by customers.

Non-Segmented Other. These expenses include costs associated with providing transportation, hauling, parts freight, and damage waiver including, among other items, drivers wages, fuel costs, shipping costs, and our costs related to damage waiver policies.

Selling, General and Administrative Expenses:

Our selling, general and administrative (SG&A) expenses include sales and marketing expenses, payroll and related benefit costs, insurance expenses, legal and professional fees, rent and other occupancy costs, property and other taxes, administrative overhead, depreciation associated with property and equipment (other than rental equipment) and amortization expense associated with intangible assets. These expenses are not generally allocated to our reportable segments.

Interest Expense:

Interest expense for the periods presented represents the interest on our outstanding debt instruments, including aggregate amounts outstanding under our revolving senior secured credit facility (the Credit Facility), senior unsecured notes due 2022 and our capital lease obligations, as well as our extinguished senior unsecured notes due 2016 (the Old Notes) for the periods during which such Old Notes were outstanding. Interest expense also includes interest on our outstanding manufacturer flooring plans payable which are used to finance inventory and rental equipment purchases. Non-cash interest expense related to the amortization cost of deferred financing costs is also included in interest expense.

Principal Cash Flows

We generate cash primarily from our operating activities and, historically, we have used cash flows from operating activities, manufacturer floor plan financings and available borrowings under the Credit Facility as the primary sources of funds to purchase inventory and to fund working capital and capital expenditures, growth and expansion opportunities (see also Liquidity and Capital

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Resources below). Our management of our working capital is closely tied to operating cash flows, as working capital can be significantly impacted by, among other things, our accounts receivable activities, the level of new and used equipment inventories, which may increase or decrease in response to current and expected demand, and the size and timing of our trade accounts payable payment cycles.

Rental Fleet

A substantial portion of our overall value is in our rental fleet equipment. The net book value of our rental equipment at September 30, 2014 was $852.8 million, or approximately 64.7% of our total assets. Our rental fleet as of September 30, 2014 consisted of 25,302 units having an original acquisition cost (which we define as the cost originally paid to manufacturers or the original amount financed under operating leases) of approximately $1.2 billion. As of September 30, 2014, our rental fleet composition was as follows (dollars in millions):

	Units	% of Total Units	Original Acquisition Cost	% of Original Acquisition Cost	Average Age in Months
Hi-Lift or Aerial Work Platforms	16,796	66.4%	$ 735.9	61.5%	36.8
Cranes	437	1.7%	139.3	11.6%	36.3
Earthmoving	2,536	10.0%	231.5	19.3%	19.0
Industrial Lift Trucks	784	3.1%	30.7	2.6%	25.8
Other	4,749	18.8%	59.6	5.0%	21.8
Total	25,302	100.0%	$ 1,197.0	100.0%	31.8

Determining the optimal age and mix for our rental fleet equipment is subjective and requires considerable estimates and judgments by management. We constantly evaluate the mix, age and quality of the equipment in our rental fleet in response to current economic and market conditions, competition and customer demand. The mix and age of our rental fleet, as well as our cash flows, are impacted by sales of equipment from the rental fleet, which are influenced by used equipment pricing at the retail and secondary auction market levels, and the capital expenditures to acquire new rental fleet equipment. In making equipment acquisition decisions, we evaluate current economic and market conditions, competition, manufacturers availability, pricing and return on investment over the estimated useful life of the specific equipment, among other things. As a result of our in-house service capabilities and extensive maintenance program, we believe our rental fleet is well-maintained.

The original acquisition cost of our gross rental fleet increased by approximately $196.2 million, or 19.6%, for the nine month period ended September 30, 2014. The average age of our rental fleet equipment decreased by approximately 3.1 months for the nine months ended September 30, 2014.

Our average rental rates for the nine month period ended September 30, 2014 were 2.5% higher than in the nine month period ended September 30, 2013. Our average rental rates for the three month period ended September 30, 2014 were 2.9% higher than in the three month period ended September 30, 2013 and 1.3% higher than the three month period ended June 30, 2014 (see further discussion on rental rates in Results of Operations below).

The rental equipment mix among our four core product lines for the nine months ended September 30, 2014 was largely consistent with that of the prior year comparable period as a percentage of total units available for rent and as a percentage of original acquisition cost.

Principal External Factors that Affect our Businesses

We are subject to a number of external factors that may adversely affect our businesses. These factors, and other factors, are discussed below and under the heading Forward-Looking Statements, and in Item 1A Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013.

Economic downturns. The demand for our products is dependent on the general economy, the stability of the global credit markets, the industries in which our customers operate or serve, and other factors. Downturns in the general economy or in the construction and manufacturing industries, as well as adverse credit market conditions, can cause demand for our products to materially decrease.

Spending levels by customers. Rentals and sales of equipment to the construction industry and to industrial companies constitute a significant portion of our total revenues. As a result, we depend upon customers in these businesses and their ability and willingness to make capital expenditures to rent or buy specialized equipment. Accordingly, our business is impacted by fluctuations in customers spending levels on capital expenditures and by the availability of credit to those customers.

Adverse weather. Adverse weather in a geographic region in which we operate may depress demand for equipment in that region. Our equipment is primarily used outdoors and, as a result, prolonged adverse weather conditions may prohibit our customers from continuing their work projects. Adverse weather also has a seasonal impact in parts of our Intermountain region, particularly in the winter months.

We believe that our integrated business tempers the effects of downturns in a particular segment. For a discussion of seasonality, see Seasonality on page 37 of this Quarterly Report on Form 10-Q.

Results of Operations

The tables included in the period-to-period comparisons below provide summaries of our revenues and gross profits for our business segments and non-segmented revenues for the three and nine months ended September 30, 2014 and 2013. The period-to-period comparisons of our financial results are not necessarily indicative of future results.

Three Months Ended September 30, 2014 Compared to the Three Months Ended September 30, 2013

Revenues.

	Three Months Ended September 30,		Total Dollar Increase	Total Percentage Increase
	2014	2013	(Decrease)	(Decrease)
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	$ 108,238	$ 89,420	$ 18,818	21.0%
New equipment sales	80,758	90,220	(9,462)	(10.5)%
Used equipment sales	25,198	36,779	(11,581)	(31.5)%
Parts sales	29,009	26,571	2,438	9.2%
Services revenues	15,622	13,729	1,893	13.8%
Non-Segmented revenues	16,219	13,730	2,489	18.1%
Total revenues	$ 275,044	$ 270,449	$ 4,595	1.7%

Total Revenues. Our total revenues were $275.0 million for the three month period ended September 30, 2014 compared to $270.4 million for the three month period ended September 30, 2013, an increase of $4.6 million, or 1.7%. Revenues for all reportable segments are further discussed below.

Equipment Rental Revenues. Our revenues from equipment rentals for the three month period ended September 30, 2014 increased $18.8 million, or 21.0%, to $108.2 million from $89.4 million in the three month period ended September 30, 2013. Rental revenues from aerial work platforms increased $11.3 million, while rental revenues from earthmoving equipment increased $3.8 million. Other equipment rental revenues increased $2.4 million. Rental revenues from cranes increased $1.2 million and rental revenues from lift trucks increased $0.1 million. Our average rental rates for the three month period ended September 30, 2014 increased 2.9% compared to the same three month period last year and increased 1.3% from the quarter ended June 30, 2014.

Rental equipment dollar utilization (annual rental revenues divided by the average original rental fleet equipment costs) for the three month period ended September 30, 2014 was 36.9% compared to 36.7% in the three month period ended September 30, 2013, an increase of 0.2%. The increase in comparative rental equipment dollar utilization was primarily driven by a 2.9% increase in average rental rates and the mix of equipment rented, combined with an improvement in rental equipment time utilization. Rental equipment time utilization as a percentage of original equipment cost was 74.1% for the three month period ended September 30, 2014 compared to 72.3% in the three month period ended September 30, 2013, an increase of 1.8%. Rental equipment time utilization based on the number of rental equipment units available for rent was 68.3% for the three month period ended September 30, 2014 compared to 66.6% in the same period last year, an increase of 1.7%. The increase in equipment rental time utilization based on original equipment cost and based on the number of units available for rent is largely reflective of increased demand for rental equipment.

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New Equipment Sales Revenues. Our new equipment sales for the three month period ended September 30, 2014 decreased $9.5 million, or 10.5%, to approximately $80.8 million from $90.2 million for the three month period ended September 30, 2013. Sales of new earthmoving equipment decreased approximately $4.8 million and sales of new cranes decreased $3.4 million. Sales of new lift trucks and sales of new aerial work platform equipment decreased $0.8 million and $0.4 million, respectively. We experienced a significant decrease in our third quarter new equipment sales on a year over year basis, which we believe was driven by exceptionally strong 2013 results.

Used Equipment Sales Revenues. Our used equipment sales decreased $11.6 million, or 31.5%, to $25.2 million for the three month period ended September 30, 2014, from $36.8 million for the same three month period in 2013. Sales of used aerial work platform equipment decreased $6.2 million and sales of used crane equipment decreased $3.8 million. Sales of used earthmoving equipment decreased $2.1 million. Partially offsetting these decreases were increases in used lift truck revenues of $0.4 million and an increase in used other equipment of $0.1 million. The decrease in used equipment sales is largely due to the Company having a younger fleet, resulting in less equipment being at an age at which it is typically sold in the normal fleet life cycle.

Parts Sales Revenues. Our parts sales increased approximately $2.4 million, or 9.2%, to $29.0 million for the three month period ended September 30, 2014 from approximately $26.6 million for the same three month period in 2013. The increase in parts revenues was due to higher demand for parts compared to last year.

Services Revenues. Our services revenues for the three month period ended September 30, 2014 increased $1.9 million, or 13.8%, to $15.6 million from $13.7 million for the same three month period last year. The increase in services revenues was due to higher demand for services compared to last year.

Non-Segmented Other Revenues. Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the three month period ended September30, 2014, our other revenues were approximately $16.2 million, an increase of $2.5 million, or 18.1%, from $13.7 million in the same three month period in 2013. The increase was primarily due to an increase in hauling revenues and higher damage waiver income associated with our increased equipment rental activity.

Gross Profit.

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Total Dollar Change Increase (Decrease)	Total Percentage Change Increase (Decrease)
	(in thousands, except percentages)			
Segment Gross Profit:				
Equipment rentals	$ 54,703	$ 44,343	$ 10,360	23.4%
New equipment sales	9,128	9,561	(433)	(4.5)%
Used equipment sales	7,848	9,693	(1,845)	(19.0)%
Parts sales	8,304	7,448	856	11.5%
Services revenues	10,266	8,786	1,480	16.8%
Non-Segmented revenues	817	469	348	74.2%
Total gross profit	$ 91,066	$ 80,300	$ 10,766	13.4%

Total Gross Profit. Our total gross profit was $91.1 million for the three month period ended September 30, 2014 compared to $80.3 million for the same three month period in 2013, an increase of $10.8 million, or 13.4%. Total gross profit margin for the three month periods ended September 30, 2014 was 33.1%, an increase of 3.4% from 29.7% during the same three month period last year. Comparative gross margins were impacted by revenue mix with a significant increase in new equipment sales for the three month period ended September 30, 2013 compared to the three month period ended September 30, 2014. Gross profit and gross margin for all reportable segments are further described below:

Equipment Rentals Gross Profit. Our gross profit from equipment rentals for the three month period ended September 30, 2014 increased $10.4 million, or 23.4%, to $54.7 million from $44.3 million in the same three month period in 2013. The increase in equipment rentals gross profit was the result of an $18.8 million increase in rental revenues, which was partially offset by a $2.3

million increase in rental expenses and a $6.1 million increase in rental equipment depreciation expense. The increase in rental expenses and rental equipment depreciation expense was due to a larger fleet size in 2014 compared to 2013. As a percentage of equipment rental revenues, rental expenses were 14.7% for the three month period ended September 30, 2014 compared to 15.2% for the same period last year. Depreciation expense was 34.8% of equipment rental revenues for the three month period ended September 30, 2014 compared to 35.3% for the same period last year. The percentage decreases in rental expenses and depreciation as a percentage of equipment rental revenues was primarily attributable to the increase in comparative rental revenues.

Gross profit margin on equipment rentals for the three month period ended September 30, 2014 was approximately 50.5%, a 0.9% increase compared to a gross profit margin of 49.6% for the same period in 2013. This increase in gross profit margin was primarily due to the increase in equipment rental revenues resulting from higher average rental rates and an increase in time utilization for the three month period ended September 30, 2014 compared to the three month period ended September 30, 2013, combined with the decrease in rental expenses and depreciation as a percentage of equipment rental revenues.

New Equipment Sales Gross Profit. Our new equipment sales gross profit for the three month period ended September 30, 2014 decreased $0.4 million, or 4.5%, to $9.1 million compared to approximately $9.6 million for the same three month period in 2013 on a total new equipment sales decrease of $9.5 million. Gross profit margin on new equipment sales for the three month period ended September 30, 2014 was 11.3%, an increase of 0.7% from 10.6% in the same three month period in 2013, reflecting higher margins on sales of new earthmoving equipment, cranes and aerial work platform equipment in the current year period.

Used Equipment Sales Gross Profit. Our used equipment sales gross profit for the three month period ended September 30, 2014 decreased approximately $1.8 million, or 19.0%, to $7.8 million from $9.7 million in the same period in 2013 on a used equipment sales decrease of $11.6 million. Gross profit margin on used equipment sales for the three month period ended September 30, 2014 was 31.1%, up 4.8% from 26.3% for the same three month period in 2013, primarily as a result of higher margins on sales of used aerial work platform equipment and earthmoving equipment. Our used equipment sales from the rental fleet, which comprised approximately 75.6% and 87.8% of our used equipment sales for the three month periods ended September 30, 2014 and 2013, respectively, were approximately 161.8% and 142.3% of net book value for the three month periods ended September 30, 2014 and 2013, respectively.

Parts Sales Gross Profit. For the three month period ended September 30, 2014, our parts sales revenue gross profit increased $0.9 million, or 11.5%, to $8.3 million from $7.4 million for the same three month period in 2013 on a $2.4 million increase in parts sales revenues. Gross profit margin for the three month period ended September 30, 2014 was 28.6%, an increase of 0.6% from 28.0% in the same three month period in 2013, as a result of the mix of parts sold.

Services Revenues Gross Profit. For the three month period ended September 30, 2014, our services revenues gross profit increased $1.5 million, or 16.8%, to $10.3 million from $8.8 million for the same three month period in 2013 on a $1.9 million increase in services revenues. Gross profit margin for the three month period ended September 30, 2014 was 65.7%, up 1.7% from 64.0% in the same three month period in 2013, as a result of services revenues mix.

Non-Segmented Other Revenues Gross Profit. Our non-segmented other revenues gross profit increased approximately $0.3 million, or 74.2%, to $0.8 million for the three month period ended September 30, 2014 from $0.5 million for the same period in 2013 on a $2.5 million increase in non-segmented other revenues. Gross margin for the three month period ended September 30, 2014 was 5.0% compared to a gross margin of 3.4% in the same three month period last year, an increase of 1.6%, primarily reflective of improved margins on hauling revenues.

Selling, General and Administrative Expenses. SG&A expenses increased $4.6 million, or 9.8%, to $51.6 million for the three month period ended September 30, 2014 compared to $47.0 million for the three month period ended September 30, 2013. The net increase in SG&A expenses was attributable to several factors. Employee wages, incentives and benefits increased approximately $2.7 million as a result of higher salaries, wages and payroll taxes stemming primarily from a larger work force and an increase in commission and incentive pay that resulted from higher profits. Legal and professional fees increased $0.6 million. Liability insurance costs increased $0.4 million and utility related expenses increased $0.2 million. Depreciation expense increased $0.3 million. Stock-based compensation expense was $0.6 million and $0.5 million for the three month periods ended September 30, 2014 and 2013, respectively. Of the $4.6 million increase in SG&A expenses, approximately $0.3 million was attributable to branches opened since December 31, 2012 with less than three full months of operations (or no operations) in the third quarter of 2013. As a percentage of total revenues, SG&A expenses were 18.8% for the three month period ended September 30, 2014, an increase of 1.4% from 17.4% for the same three month period in 2013, largely as a result of the decline in new equipment sales revenues in the three month period ended September 30, 2014 compared to the same period last year.

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Other Income (Expense). For the three month period ended September 30, 2014, our net other expenses decreased approximately $0.1 million to $12.9 million compared to $13.0 million for the same three month period in 2013. Interest expense was approximately $13.2 million in each of the three month periods ended September 30, 2014 and 2013. Miscellaneous other income increased $0.1 million to $0.3 million for the three month period ended September 30, 2014 compared to $0.2 million for the three month period ended September 30, 2013.

Income Taxes. We recorded income tax expense of $11.8 million for the three month period ended September 30, 2014 compared to income tax expense of $7.0 million for the three month period ended September 30, 2013. Our effective income tax rate was 43.6% for the three month period ended September 30, 2014 compared to 33.5% for the same three month period last year. The increase in our effective tax rate is primarily due to a decrease in permanent differences in the relation to current year pre-tax income. We also recorded a reduction of book goodwill of approximately $0.2 million for the three month period ended September 30, 2013 for tax benefits realized from tax-deductible goodwill in excess of book goodwill. Based on available evidence, both positive and negative, we believe it is more likely than not that our deferred tax assets at September 30, 2014 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

Nine Months Ended September 30, 2014 Compared to the Nine Months Ended September 30, 2013

Revenues.

	Nine Months Ended September 30, 2014	**Nine Months Ended September 30, 2013**	**Total Dollar Increase (Decrease)**	**Total Percentage Increase (Decrease)**
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	$ 293,276	$ 248,518	$ 44,758	18.0%
New equipment sales	240,886	216,979	23,907	11.0%
Used equipment sales	85,940	103,589	(17,649)	(17.0)%
Parts sales	83,182	77,971	5,211	6.7%
Services revenues	45,372	42,050	3,322	7.9%
Non-Segmented revenues	43,995	39,070	4,925	12.6%
Total revenues	$ 792,651	$ 728,177	$ 64,474	8.9%

Total Revenues. Our total revenues were $792.7 million for the nine month period ended September 30, 2014 compared to $728.2 million for the nine month period ended September 30, 2013, an increase of $64.5 million, or 8.9%. Revenues for all reportable segments are further discussed below.

Equipment Rental Revenues. Our revenues from equipment rentals for the nine month period ended September 30, 2014 increased $44.8 million, or 18.0%, to $293.3 million from $248.5 million in the nine month period ended September 30, 2013. Rental revenues from aerial work platforms increased $26.9 million, while rental revenues from earthmoving equipment increased $8.4 million. Rental revenues from other equipment increased approximately $5.9 million and rental revenues from cranes increased $2.9 million. Lift truck rental revenues increased $0.7 million. Our average rental rates for the nine month period ended September 30, 2014 increased 2.5% compared to the same nine month period last year.

Rental equipment dollar utilization (annual rental revenues divided by the average original rental fleet equipment costs) for the nine month period ended September 30, 2014 improved to 35.9% from 35.5% in the nine month period ended September 30, 2013, an increase of approximately 0.4%. The increase in comparative rental equipment dollar utilization was primarily driven by an increase in rental equipment time utilization combined with a 2.5% increase in average rental rates. Rental equipment time utilization as a percentage of original equipment cost was approximately 72.1% for the nine month period ended September 30, 2014 compared to 70.4% in the nine month period ended September 30, 2013, an increase of appromimately1.7%. Rental equipment time utilization based on the number of rental equipment units available for rent was 66.7% for the nine month period ended September 30, 2014 compared to 65.5% in the same period last year, an increase of approximately 1.2%. The increase in equipment rental time utilization based on original equipment cost and based on the number of units available for rent is reflective of increased equipment rental demand.

New Equipment Sales Revenues. Our new equipment sales for the nine month period ended September 30, 2014 increased approximately $23.9 million, or 11.0%, to $240.9 million from $217.0 million for the nine month period ended September 30, 2013. Sales of new cranes increased $17.2 million and sales of sales of new aerial work platform equipment increased $6.2 million. Sales of new earthmoving equipment increased $2.1 million. New other equipment sales decreased $0.7 million and sales of new lift trucks decreased $0.9 million.

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Used Equipment Sales Revenues. Our used equipment sales decreased approximately $17.6 million, or 17.0%, to $85.9 million for the nine month period ended September 30, 2014, from $103.6 million for the same nine month period in 2013. The decrease in used equipment sales was primarily driven by a $14.4 million decrease in used crane sales. Used aerial work platform equipment sales decreased $6.4 million. Partially offsetting these decreases were an increase in sales of used earthmoving equipment of $2.5 million and a $0.6 million increase in used lift truck sales. The decrease in used equipment sales is largely due to the Company having a younger fleet, resulting in less equipment being at an age at which it is typically sold in the normal fleet life cycle.

Parts Sales Revenues. Our parts sales increased $5.2 million, or 6.7%, to $83.2 million for the nine month period ended September 30, 2014 from approximately $78.0 million for the same nine month period in 2013. The increase in parts revenues was due to higher demand for parts compared to the same period last year.

Services Revenues. Our services revenues for the nine month period ended September 30, 2014 increased $3.3 million, or 7.9%, to approximately $45.4 million from $42.1 million for the same nine month period last year. The increase in services revenues was primarily due to higher demand for services compared to last year.

Non-Segmented Other Revenues. Our non-segmented other revenues consisted primarily of equipment support activities including transportation, hauling, parts freight and damage waiver charges. For the nine month period ended September 30, 2014, our non-segmented other revenues were $44.0 million, an increase of approximately $4.9 million, or 12.6%, from $39.1 million in the same nine month period in 2013. The increase was primarily due to an increase in hauling revenues and higher damage waiver income associated with our increased equipment rental activity.

Gross Profit.

	Nine Months Ended September 30,		**Total Dollar Change Increase (Decrease)**	**Total Percentage Change Increase (Decrease)**
	2014	**2013**		
	(in thousands, except percentages)			
Segment Gross Profit:				
Equipment rentals	$ 141,489	$ 117,438	$ 24,051	20.5%
New equipment sales	28,109	23,526	4,583	19.5%
Used equipment sales	27,116	29,583	(2,467)	(8.3)%
Parts sales	24,154	21,311	2,843	13.3%
Services revenues	29,508	26,307	3,201	12.2%
Non-Segmented revenues	2,542	2,027	515	25.4%
Total gross profit	$ 252,918	$ 220,192	$ 32,726	14.9%

Total Gross Profit. Our total gross profit was $252.9 million for the nine month period ended September 30, 2014 compared to $220.2 million for the same nine month period in 2013, an increase of $32.7 million, or 14.9%. Total gross profit margin for the nine month period ended September 30, 2014 was 31.9%, an increase of 1.7% from the 30.2% gross profit margin for the same nine month period in 2013. Gross profit and gross margin for all reportable segments are further described below:

Equipment Rentals Gross Profit. Our gross profit from equipment rentals for the nine month period ended September 30, 2014 increased $24.1 million, or 20.5%, to $141.5 million from $117.4 million in the same nine month period in 2013. The increase in equipment rentals gross profit was the result of a $44.8 million increase in rental revenues for the nine month period ended September 30, 2014, which was partially offset by a $4.3 million increase in rental expenses and a $16.4 million increase in rental equipment depreciation expense. The increase in rental expenses and rental equipment depreciation expense was due to a larger fleet size in 2014 compared to 2013. As a percentage of equipment rental revenues, rental expenses were 15.6% for the nine month period ended September 30, 2014 compared to 16.7% for the same period last year. This percentage decrease was primarily attributable to the increase in comparative rental revenues. Depreciation expense was 36.2% of equipment rental revenues for the nine month period ended September 30, 2014 compared to 36.1% for the same period in 2013, up 0.1% as a result of an increase in the volume of rental purchase option agreements.

Gross profit margin on equipment rentals for the nine month period ended September 30, 2014 was 48.2%, up approximately 0.9% from 47.3% for the same period in 2013. This gross profit margin improvement was primarily due to the increase in comparative rental revenues resulting from higher average rental rates and the increase in time utilization for the nine month period ended September 30, 2014 compared to the nine month period ended September 30, 2013, combined with the decrease in rental expenses as a percentage of equipment rental revenues.

New Equipment Sales Gross Profit. Our new equipment sales gross profit for the nine month period ended September 30, 2014 increased $4.6 million, or 19.5%, to $28.1 million compared to $23.5 million for the same nine month period in 2013 on a total new equipment sales increase of $23.9 million. Gross profit margin on new equipment sales for the nine month period ended September 30, 2014 was 11.7%, an increase of 0.9% from 10.8% in the same nine month period in 2013, primarily reflecting higher margins on new crane and earthmoving equipment sales.

Used Equipment Sales Gross Profit. Our used equipment sales gross profit for the nine month period ended September 30, 2014 decreased $2.5 million, or 8.3%, to $27.1 million from $29.6 million in the same period in 2013 on a used equipment sales decrease of $17.6 million. Gross profit margin on used equipment sales for the nine month period ended September 30, 2014 was 31.6%, up approximately 3.0% from 28.6% for the same nine month period in 2013, primarily as a result of higher margins on sales of used earthmoving equipment and aerial work platform equipment. Our used equipment sales from the rental fleet, which comprised approximately 83.3% and 79.4% of our used equipment sales for the nine month periods ended September 30, 2014 and 2013, respectively, were approximately155.2% and 151.0% of net book value for the nine month periods ended September 30, 2014 and 2013, respectively.

Parts Sales Gross Profit. For the nine month period ended September 30, 2014, our parts sales revenue gross profit increased $2.8 million, or 13.3%, to approximately $24.2 million from $21.3 million for the same nine month period in 2013 on a $5.2 million increase in parts sales revenues. Gross profit margin for the nine month period ended September 30, 2014 was 29.0%, an increase of 1.7% from 27.3% in the same nine month period in 2013, as a result of the mix of parts sold and pricing on other equipment parts.

Services Revenues Gross Profit. For the nine month period ended September 30, 2014, our services revenues gross profit increased $3.2 million, or 12.2%, to $29.5 million from $26.3 million for the same nine month period in 2013 on a $3.3 million increase in services revenues. Gross profit margin for the nine month period ended September 30, 2014 was 65.0%, up approximately 2.4% from 62.6% in the same nine month period in 2013, as a result of services revenues mix.

Non-Segmented Other Revenues Gross Profit. Our non-segmented other revenues gross profit increased $0.5 million, or 25.4%, to $2.5 million for the nine month period ended September 30, 2014 from approximately $2.0 million for the same period in 2013. Gross margin for the nine month period ended September 30, 2014 was 5.8% compared to a gross margin of 5.2% in the same nine month period last year, an increase of 0.6%, primarily reflective of improvement in damage waiver income margins and other miscellaneous income margins.

Selling, General and Administrative Expenses. SG&A expenses increased approximately $12.0 million, or 8.5%, to $152.3 million for the nine month period ended September 30, 2014 compared to $140.3 million for the nine month period ended September 30, 2013. The net increase in SG&A expenses was attributable to several factors. Employee wages, incentives and benefits increased approximately $6.5 million as a result of higher salaries, wages and payroll taxes stemming primarily from a larger work force and an increase in commission and incentive pay that resulted from higher revenues and profits. Legal and professional fees increased $1.2 million and liability insurance costs increased $1.1 million. Depreciation expense increased $0.8 million. Facility and utility related expenses increased [Illegible] million. Stock-based compensation expense was $2.2 million for the nine month periods ended September 30, 2014 compared to $2.1 million for the same period in 2013. Of the $12.0 million increase in SG&A expenses, approximately $1.7 million was attributable to branches opened since December 31, 2012 with less than nine full months of operations (or no operations) in the first nine months of 2013. As a percentage of total revenues, SG&A expenses were 19.2% for the nine month period ended September 30, 2014, a decrease of 0.1% from 19.3% for the same nine month period in 2013.

Other Income (Expense). For the nine month period ended September 30, 2014, our net other expenses increased approximately $0.2 million to $37.8 million compared to $37.6 million for the same nine month period in 2013. The increase was the result of a $0.2 million increase in interest expense to $38.8 million for the nine month period ended September 30, 2014 compared to $38.6 million for the same nine month period in 2013. The increase in interest expense is the net result of an approximately $0.7 million increase in expense related to our senior unsecured notes due to the increase in the aggregate principal amount of these notes from $530 million to $630 million on February 4, 2013 and a $0.5 million decrease in interest expense related to lower average borrowing rates on manufacturing flooring plans used to finance inventory purchases. While our average borrowings under the senior secured credit facility for the nine months ended September 30, 2014 increased, interest expense increased less than $0.1 million as our average borrowing rate decreased for the nine months ended September 30, 2014 compared to the same period last year.

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Income Taxes. We recorded income tax expense of approximately $26.3 million for the nine month period ended September 30, 2014 compared to income tax expense of $14.4 million for the nine month period ended September 30, 2013. Our effective income tax rate was 40.6% for the nine month period ended September 30, 2014 compared to 32.8% for the same nine month period last year. The increase in our effective tax rate is primarily due to a decrease in permanent differences in the relation to current year pre-tax income. We also recorded a reduction of book goodwill of approximately $0.7 million for the nine month period ended September 30, 2013 for tax benefits realized from tax-deductible goodwill in excess of book goodwill. Based on available evidence, both positive and negative, we believe it is more likely than not that our deferred tax assets at September 30, 2014 are fully realizable through future reversals of existing taxable temporary differences and future taxable income, and are not subject to any limitations.

Liquidity and Capital Resources

Cash flow from operating activities. For the nine month period ended September 30, 2014, the cash provided by our operating activities was $106.6 million. Our reported net income of $38.5 million, which, when adjusted for non-cash income and expense items, such as depreciation and amortization, deferred income taxes, net amortization (accretion) of note discount (premium), provision for losses on accounts receivable, provision for inventory obsolescence, stock-based compensation expense and net gains on the sale of long-lived assets, provided positive cash flows of $161.0 million. These cash flows from operating activities were also positively impacted by a $43.4 million increase in manufacturing flooring plans payable and a $22.2 million increase in accounts payable. Partially offsetting these positive cash flows was an increase of $92.5 million in inventories as a result of increasing demand and improving sales of new equipment as compared to last year and a $16.7 million increase in receivables. Also decreasing our operating cash flows were a $8.9 million decrease in accrued expenses payable and other liabilities and a $1.9 million increase in prepaid expenses and other assets.

For the nine month period ended September 30, 2013, the cash provided by our operating activities was $49.8 million. Our reported net income of approximately $29.5 million, which, when adjusted for non-cash income and expense items, such as depreciation and amortization, deferred income taxes, provision for losses on accounts receivable, provision for inventory obsolescence, stock-based compensation expense, writedown of goodwill for tax-deductible goodwill in excess of book goodwill, and net gains on the sale of long-lived assets, provided positive cash flows of $115.3 million. These cash flows from operating activities were also positively impacted by a $16.5 million increase in accounts payable. Offsetting these positive cash flows was an increase of $72.9 million in inventories as a result of increasing demand and improving sales of new and used equipment. Also decreasing our operating cash flows were a $2.2 million increase in accounts receivable, a $1.2 million increase in prepaid expenses and other assets, a $1.1 million decrease in manufacturing flooring plans payable and a $4.6 million decrease in accrued expenses payable and other liabilities.

Cash flow from investing activities. For the nine month period ended September 30, 2014, cash provided by our investing activities was exceeded by cash used in our investing activities, resulting in net cash used in our investing activities of $225.5 million. This was a result of purchases of rental and non-rental equipment totaling $299.3 million, which was partially offset by proceeds from the sale of rental and non-rental equipment of approximately $73.8 million.

For the nine month period ended September 30, 2013, cash provided by our investing activities was exceeded by cash used in our investing activities, resulting in net cash used in our investing activities of approximately $134.4 million. This was a result of purchases of rental and non-rental equipment totaling $218.5 million, which was partially offset by proceeds from the sale of rental and non-rental equipment of $84.1 million.

Cash flow from financing activities. For the nine month period ended September 30, 2014, cash provided by our financing activities was approximately $106.6 million. Net borrowings under the Credit Facility totaled $118.0 million. We also realized a $0.6 million excess tax benefit from stock-based awards. Partially offsetting these positive cash flows were deferred financing costs of $0.9 million and capital lease payments of $0.1 million. Purchases of treasury stock totaled $1.5 million. We also paid dividends totaling $9.5 million. As more fully described in our Quarterly Report on Form 10-Q for the three months ended September 30, 2012, the Company on September 19, 2012 paid a one-time special dividend of $7.00 per share on the then-outstanding common stock and dividends on nonvested stock at that time were to be paid upon vesting of those shares. On June 6, 2014, the Company paid all remaining dividends on those shares of common stock totaling $0.7 million. On July 28, 2014, the Company announced a quarterly cash dividend of $0.25 per share of common stock to stockholders of record as of the close of business on August 25, 2014. On September 9, 2014, the Company paid the announced dividend totaling approximately $8.8 million.

For the nine month period ended September 30, 2013, cash provided by our financing activities was $82.4 million. Net proceeds from our 7% senior notes due 2022 issued on February 4, 2013 (the Add-on Notes) were approximately $107.3 million. Excess tax benefits realized from stock-based awards totaled $0.4 million. Partially offsetting these positive cash flows were net payments under the Credit Facility of $22.6 million, payments of deferred financing costs of $0.7 million and dividends paid of $0.9 million. Additionally, purchases of treasury stock totaled $0.9 million and payments on capital leases were $0.1 million.

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Senior Secured Credit Facility

We and our subsidiaries are parties to a senior secured Credit Facility with General Electric Capital Corporation as agent, and the lenders named therein.

On May 21, 2014, we amended, extended and restated its existing $402.5 million senior secured credit facility with General Electric Capital Corporation by entering into the Fourth Amended and Restated Credit Agreement (the Amended and Restated Credit Agreement) by and among the Company, Great Northern Equipment, Inc., H&E Equipment Services (California), LLC, the other credit parties named therein, the lenders named therein, General Electric Capital Corporation, as administrative agent, Bank of America, N.A. as co-syndication agent and documentation agent, Wells Fargo Capital Finance, LLC, as co-syndication agent and Deutsche Bank Securities Inc. as joint lead arranger and joint bookrunner.

The Amended and Restated Credit Agreement, among other things, (i) extends the maturity date of the credit facility from February 29, 2017 to May 21, 2019, (ii) increases the uncommitted incremental revolving capacity from $130 million to $150 million, (iii) permits a like-kind exchange program under Section 1031 of the Internal Revenue Code of 1986, as amended, (iv) provides that the unused commitment fee margin will be either 0.50%, 0.375% or 0.25%, depending on the ratio of the average of the daily closing balances of the aggregate revolving loans, swing line loans and letters of credit outstanding during each month to the aggregate commitments for the revolving loans, swing line loans and letters of credit, (v) lowers the interest rate (a) in the case of index rate revolving loans, to the index rate plus an applicable margin of 0.75% to 1.25% depending on the leverage ratio and (b) in the case of LIBOR revolving loans, to LIBOR plus an applicable margin of 1.75% to 2.25%, depending on the leverage ratio, (vi) lowers the margin applicable to the letter of credit fee to between 1.75% and 2.25%, depending on the leverage ratio, and (vii) permits, under certain conditions, for the payment of dividends and/or stock repurchases or redemptions on the capital stock of the Company of up to $75 million per calendar year and further additionally permits the payment of the special cash dividend of $7.00 per share previously declared by the Company on August 20, 2012 to the holders of outstanding restricted stock of the Company following the declared payment date with such permission not tied to the vesting of such restricted stock (which includes the Company s payment in June 2014 of all amounts that remained payable to the holders of the restricted stock of the Company with respect to such special dividend that was otherwise payable following the applicable vesting dates in May and July 2014 and 2015).

At September 30, 2014, the interest rate on the Credit Facility was based on LIBOR plus 200 basis points. The weighted average interest rate at September 30, 2014 was approximately 2.6%. At October 24, 2014, we had $155.7 million of available borrowings under our Credit Facility, net of $6.5 million of outstanding letters of credit.

Senior Unsecured Notes

On August 20, 2012, the Company closed on its offering of $530 million aggregate principal amount of its 7% senior notes due 2022 (the New Notes) in an unregistered offering. The New Notes and related guarantees were offered in a private placement solely to qualified institutional buyers in reliance on Rule 144A under the Securities Act of 1933, as amended (the Securities Act), or outside the United States to persons other than U.S. persons in compliance with Regulation S under the Securities Act.

Net proceeds to the Company from the sale of the New Notes totaled approximately $520.7 million. The Company used a portion of the net proceeds from the sale of the New Notes to repurchase $158.7 million of the $250 million aggregate principal amount of its 8 3/8% senior notes due 2016 (the Old Notes) in early settlement of a tender offer and consent solicitation (the Tender Offer) that the Company launched on August 6, 2012. Holders who tendered their Old Notes prior to the early tender deadline received $1,031.67 per $1,000 principal amount of Old Notes tendered, plus accrued and unpaid interest to the date of repurchase. Having received the requisite consents from the holders of the Old Notes in the Tender Offer, the Company, certain of its subsidiaries and The Bank of New York Mellon Trust Company, N.A., as trustee, executed a supplemental indenture amending the indenture relating to the Old Notes. Also on August 20, 2012, the Company satisfied and discharged its obligations under the indenture relating to the Old Notes and issued a notice of redemption for the remaining outstanding principal amount of the Old Notes. On September 19, 2012, the Company redeemed the remaining $91.3 million principal amount outstanding of the Old Notes at a redemption price equal to 102.792% of the aggregate principal amount of the Old Notes being redeemed, plus accrued and unpaid interest on the Old Notes to the redemption date.

The Company used the remaining net proceeds of the offering of the New Notes to pay on September 19, 2012 a special, one-time cash dividend. Actual dividends paid totaled approximately $244.4 million, representing $7.00 per share paid on 34,911,455 outstanding shares of Common Stock of the Company. Dividends on 232,431 outstanding shares of non-vested common stock totaling approximately $1.5 million, net of estimated forfeitures, are to be paid upon vesting of those shares pursuant to their respective stock awards terms and conditions.

In connection with the above transactions, the Company recorded a one-time loss on the early extinguishment of debt of approximately $10.2 million, or approximately $6.6 million after-tax, reflecting payment of $5.0 million of tender premiums and $2.6 million to redeem the Old Notes that remained outstanding following completion of the Tender Offer, combined with the write-off of approximately $2.6 million of unamortized deferred financing costs related to the Old Notes. Transaction costs incurred in connection with the offering of the New Notes totaled approximately $1.7 million.

The New Notes were issued at par and require semiannual interest payments on March 1 and September 1 of each year, commencing on March 1, 2013. No principal payments are due until maturity (September 1, 2022).

The New Notes are redeemable, in whole or in part, at any time on or after September 1, 2017 at specified redemption prices plus accrued and unpaid interest to the date of redemption. We may redeem up to 35% of the aggregate principal amount of the New Notes before September 1, 2015 with the net cash proceeds from certain equity offerings. We may also redeem the New Notes prior to September 1, 2017 at a specified make-whole redemption price plus accrued and unpaid interest to the date of redemption.

The New Notes rank equally in right of payment to all of our existing and future senior indebtedness and rank senior to any of our subordinated indebtedness. The New Notes are unconditionally guaranteed on a senior unsecured basis by all of our current and future significant domestic restricted subsidiaries. In addition, the New Notes are effectively subordinated to all of our and the guarantors existing and future secured indebtedness, including the Credit Facility, to the extent of the assets securing such indebtedness, and are structurally subordinated to all of the liabilities and preferred stock of any of our subsidiaries that do not guarantee the New Notes.

If we experience a change of control, we will be required to offer to purchase the New Notes at a repurchase price equal to 101% of the principal amount, plus accrued and unpaid interest to the date of repurchase.

On February 4, 2013, the Company closed on its offering of $100 million aggregate principal amount of Add-on Notes in an unregistered offering through a private placement. The Add-on Notes were priced at 108.5% of the principal amount. Net proceeds from the offering of the Add-on Notes, including accrued interest from August 20, 2012 totaled approximately $110.4 million. The Company used the proceeds from the offering to repay indebtedness outstanding under its Credit Facility and for the payment of fees and expenses related to the offering.

The Add-on Notes were issued as additional notes under an indenture dated as of August 20, 2012, pursuant to which the Company previously issued the New Notes as described above. The Add-on Notes have identical terms to, rank equally with and form a part of a single class of securities with the New Notes.

In order to satisfy our obligations under two separate registration rights agreements, one entered into between the Company, the guarantors of the New Notes and the initial purchasers of the New Notes, and the other entered into between the Company, the guarantors of the Add-on Notes and the initial purchaser of the Add-on Notes, we commenced an offering on April 1, 2013 to exchange the New Notes and guarantees and the Add-on Notes and guarantees for registered, publicly tradable notes and guarantees that have terms identical in all material respects to the New Notes and the Add-on Notes (except that the exchange notes will not contain any transfer restrictions). This exchange offer closed on April 30, 2013.

Cash Requirements Related to Operations

Our principal sources of liquidity have been from cash provided by operating activities and the sales of new, used and rental fleet equipment, proceeds from the issuance of debt, and borrowings available under the Credit Facility. Our principal uses of cash have been to fund operating activities and working capital (including new and used equipment inventories), purchases of rental fleet equipment and property and equipment, fund payments due under facility operating leases and manufacturer flooring plans payable, and to meet debt service requirements. In the future, we may pursue additional strategic acquisitions and seek to open new start-up locations. We anticipate that the above described uses will be the principal demands on our cash in the future.

The amount of our future capital expenditures will depend on a number of factors including general economic conditions and growth prospects. Our gross rental fleet capital expenditures for the nine month period ended September 30, 2014 were approximately $316.4 million, including $42.1 million of non-cash transfers from new and used equipment to rental fleet inventory. Our gross property and equipment capital expenditures for the nine month period ended September 30, 2014 were $25.0 million. In response to changing economic conditions, we believe we have the flexibility to modify our capital expenditures by adjusting them (either up or down) to match our actual performance.

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To service our debt, we will require a significant amount of cash. Our ability to pay interest and principal on our indebtedness (including the New Notes and the Add-on Notes, the Credit Facility and our other indebtedness), will depend upon our future operating performance and the availability of borrowings under the Credit Facility and/or other debt and equity financing alternatives available to us, which will be affected by prevailing economic conditions and conditions in the global credit and capital markets, as well as financial, business and other factors, some of which are beyond our control. Based on our current level of operations and given the current state of the capital markets, we believe our cash flow from operations, available cash and available borrowings under the Credit Facility will be adequate to meet our future liquidity needs for the foreseeable future. As of October 24, 2014, we had $155.7 million of available borrowings under the Credit Facility, net of $6.5 million of outstanding letters of credit.

We cannot provide absolute assurance that our future cash flow from operating activities will be sufficient to meet our long-term obligations and commitments. If we are unable to generate sufficient cash flow from operating activities in the future to service our indebtedness and to meet our other commitments, we will be required to adopt one or more alternatives, such as refinancing or restructuring our indebtedness, selling material assets or operations or seeking to raise additional debt or equity capital. Given current economic and market conditions, including the significant disruptions in the global capital markets, we cannot assure investors that any of these actions could be effected on a timely basis or on satisfactory terms or at all, or that these actions would enable us to continue to satisfy our capital requirements. In addition, our existing debt agreements, including the Credit Facility and the indenture governing the New Notes and the Add-on Notes, as well as any future debt agreements, contain or may contain restrictive covenants, which may prohibit us from adopting any of these alternatives. Our failure to comply with these covenants could result in an event of default which, if not cured or waived, could result in the acceleration of all of our debt.

Quarterly Dividend

On July 28, 2014, the Company announced a quarterly dividend of $0.25 per share to stockholders of record as of the close of business on August 25, 2014, which was paid on September 9, 2014.

Seasonality

Although we believe our business is not materially impacted by seasonality, the demand for our rental equipment tends to be lower in the winter months. The level of equipment rental activities is directly related to commercial and industrial construction and maintenance activities. Therefore, equipment rental performance will be correlated to the levels of current construction activities. The severity of weather conditions can have a temporary impact on the level of construction activities. Adverse weather has a seasonal impact in parts of the markets we serve, including our Intermountain region, particularly in the winter months.

Equipment sales cycles are also subject to some seasonality with the peak selling period during the spring season and extending through the summer. Parts and services activities are typically less affected by changes in demand caused by seasonality.

Contractual and Commercial Commitments

There have been no material changes from the information included in our Annual Report on Form 10-K for the year ended December 31, 2013.

Off-Balance Sheet Arrangements

There have been no material changes from the information included in our Annual Report on Form 10-K for the year ended December 31, 2013.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our earnings may be affected by changes in interest rates since interest expense on the Credit Facility is currently calculated based upon the index rate plus an applicable margin of 0.75% to 1.25%, depending on the leverage ratio, in the case of index rate revolving loans and LIBOR plus an applicable margin of 1.75% to 2.25%, depending on the leverage ratio, in the case of LIBOR revolving loans. At September 30, 2014, we had total borrowings outstanding under the Credit Facility of approximately $220.5

million. A 1.0% increase in the interest rate on the Credit Facility would result in approximately a $2.2 million increase in interest expense on an annualized basis. At October 24, 2014, we had $155.7 million of available borrowings under the Credit Facility, net of $6.5 million of outstanding letters of credit. We did not have significant exposure to changing interest rates as of September 30, 2014 on the fixed-rate New Notes and Add-on Notes. Historically, we have not engaged in derivatives or other financial instruments for trading, speculative or hedging purposes, though we may do so from time to time if such instruments are available to us on acceptable terms and prevailing market conditions are accommodating.

Item 4. Controls and Procedures

Management s Quarterly Evaluation of Disclosure Controls and Procedures

We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that the Company files or furnishes under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms, and that such information is accumulated and communicated to the Company s management, including its Chief Executive Officer and Chief Financial Officer, as appropriate, to allow timely decisions regarding required financial disclosure.

Our Chief Executive Officer and Chief Financial Officer (our principal executive officer and principal financial officer, respectively) have evaluated the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended) as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our principal executive officer and principal financial officer have concluded that, as of September 30, 2014, our current disclosure controls and procedures were effective.

The design of any system of control is based upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated objectives under all future events, no matter how remote, or that the degree of compliance with the policies or procedures may not deteriorate. Because of its inherent limitations, disclosure controls and procedures may not prevent or detect all misstatements. Accordingly, even effective disclosure controls and procedures can only provide reasonable assurance of achieving their control objectives.

Changes in Internal Control Over Financial Reporting

There were no changes in the Company s internal control over financial reporting (as defined in Exchange Act Rule 13a-15(f)) that occurred during the quarter ended September 30, 2014 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings.

From time to time, we are involved in various claims and legal actions arising in the ordinary course of our business. In the opinion of management, after consultation with legal counsel, the ultimate disposition of these various matters will not have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity.

Item 1A. Risk Factors.

In addition to the other information set forth in this Quarterly Report on Form 10-Q, you should carefully consider the factors discussed in Part I, Item 1A - Risk Factors, in our Annual Report on Form 10-K for the year ended December 31, 2013, which could materially affect our business, financial condition or future results.

As of the date of this Quarterly Report on Form 10-Q, there have been no material changes with respect to the Company s risk factors previously disclosed on Form 10-K for the year ended December 31, 2013.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds.

On July 1, 2014, 30,767 shares of non-vested stock that were issued in 2011 vested at $38.46 per share. Certain holders of those vested shares returned an aggregate of 13,148 shares of common stock to the Company during the quarter ended September 30, 2014 as payment for their respective employee withholding taxes. This resulted in an addition of 13,148 shares to treasury stock.

On July 1, 2014, 32,197 shares of non-vested stock that were issued in 2012 vested at $38.46 per share. Certain holders of those vested shares returned an aggregate of 13,414 shares of common stock to the Company during the quarter ended September 30, 2014 as payment for their respective employee withholding taxes. This resulted in an addition of 13,414 shares to treasury stock.

On July 1, 2014, 27,499 shares of non-vested stock that were issued in 2013 vested at $38.46 per share. Certain holders of those vested shares returned an aggregate of 11,260 shares of common stock to the Company during the quarter ended September 30, 2014 as payment for their respective employee withholding taxes. This resulted in an addition of 11,260 shares to treasury stock.

On September 13, 2014, 767 shares of non-vested stock that were issued in 2013 vested at $40.00 per share. The holder of those vested shares returned 312 shares of common stock to the Company during the quarter ended September 30, 2014 as payment of their employee withholding taxes. This resulted in an addition of 312 shares to treasury stock.

Item 3. Defaults upon Senior Securities.

None.

Item 4. Mine Safety Disclosures.

Not applicable.

Item 5. Other Information.

None.

Item 6. Exhibits.

31.1	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
31.2	Certification pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (filed herewith).
32.1	Certification pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document (filed herewith).
101.SCH	XBRL Taxonomy Extension Schema Document (filed herewith).
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document (filed herewith).
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document (filed herewith).
101.LAB	XBRL Taxonomy Extension Label Linkbase Document (filed herewith).
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document (filed herewith).

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SIGNATURES

Pursuant to the requirements of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

	H&E EQUIPMENT SERVICES, INC.
Dated: October 30, 2014	By: /s/ John M. Engquist John M. Engquist Chief Executive Officer (Principal Executive Officer)
Dated: October 30, 2014	By: /s/ Leslie S. Magee Leslie S. Magee Chief Financial Officer and Secretary (Principal Financial and Accounting Officer)

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