H&E Equipment Services, Inc.
Form 10-Q
July 28, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D. C. 20549

FORM 10-Q

R QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended June 30, 2016

o 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 R No o

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 R No o

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 R	Accelerated Filer o
Non-Accelerated Filer o	Smaller Reporting Company o

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

As of July 21, 2016, there were 35,462,060 shares of H&E Equipment Services, Inc. common stock, $0.01 par value, outstanding.

H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

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June 30, 2016

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”, “intend 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;
- our ability to forecast trends in our business accurately, and the impact of economic downturns and economic uncertainty on the markets we serve;
- the impact of conditions in the global credit and commodity 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, 2015.

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, 2015, 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.

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 June 30, 2016 (Unaudited)	December 31, 2015
ASSETS		
Cash	$10,353	$7,159
Receivables, net of allowance for doubtful accounts of $4,594 and $4,729, respectively	138,210	147,328
Inventories, net of reserves for obsolescence of $834 and $934, respectively	114,810	96,818
Prepaid expenses and other assets	9,565	10,054
Rental equipment, net of accumulated depreciation of $407,259 and $390,317, respectively	888,792	893,393
Property and equipment, net of accumulated depreciation and amortization of $116,078 and $107,170, respectively	108,255	110,785
Deferred financing costs, net of accumulated amortization of $11,753 and $11,347, respectively	2,370	2,777
Goodwill	31,197	31,197
Total assets	$1,303,552	$1,299,511
LIABILITIES AND STOCKHOLDERS' EQUITY		
Liabilities:		
Amounts due on senior secured credit facility	$174,504	$184,857
Accounts payable	89,098	66,777
Manufacturer flooring plans payable	45,967	62,433
Accrued expenses payable and other liabilities	60,185	55,551
Dividends payable	45	32
Senior unsecured notes, net of unaccreted discount of $2,492 and $2,694, respectively	627,508	627,306
Capital leases payable	1,807	1,907
Deferred income taxes	165,068	155,886
Deferred compensation payable	1,811	2,174
Total liabilities	1,165,993	1,156,923
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; 39,373,548 and 39,333,571 shares issued at June 30, 2016 and December 31, 2015, respectively, and 35,462,060 and 35,428,868 shares outstanding at June 30, 2016 and December 31, 2015, respectively	393	392
Additional paid-in capital	222,290	220,879
Treasury stock at cost, 3,911,488 and 3,904,703 shares of common stock held at June 30, 2016 and December 31, 2015, respectively	(60,405)	(60,405)
Retained deficit	(24,719)	(18,278)
Total stockholders' equity	137,559	142,588
Total liabilities and stockholders' equity	$1,303,552	$1,299,511

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		Six Months Ended	
	June 30,		June 30,	
	2016	2015	2016	2015
Revenues:				
Equipment rentals	$108,650	$108,628	$211,488	$210,017
New equipment sales	49,893	64,376	107,072	108,913
Used equipment sales	23,769	28,932	51,343	54,002
Parts sales	26,654	28,347	54,623	55,432
Services revenues	16,945	15,769	33,246	30,725
Other	16,184	16,308	31,333	30,681
Total revenues	242,095	262,360	489,105	489,770
Cost of revenues:				
Rental depreciation	39,675	40,214	79,172	80,158
Rental expense	18,021	17,701	34,784	33,312
New equipment sales	44,531	56,749	95,005	96,068
Used equipment sales	16,875	19,613	35,387	36,499
Parts sales	19,213	20,607	39,476	40,126
Services revenues	5,990	5,158	11,291	10,435
Other	16,082	15,914	31,138	30,428
Total cost of revenues	160,387	175,956	326,253	327,026
Gross profit	81,708	86,404	162,852	162,744
Selling, general and administrative expenses	57,049	54,414	116,423	107,880
Gain on sales of property and equipment, net	712	972	1,374	1,430
Income from operations	25,371	32,962	47,803	56,294
Other income (expense):				
Interest expense	(13,353)	(13,749)	(26,760)	(27,194)
Other, net	689	228	1,119	582
Total other expense, net	(12,664)	(13,521)	(25,641)	(26,612)
Income before provision for income taxes	12,707	19,441	22,162	29,682
Provision for income taxes	5,204	7,961	9,085	12,116
Net income	$7,503	$11,480	$13,077	$17,566
Net income per common share:				
Basic	$0.21	$0.33	$0.37	$0.50
Diluted	$0.21	$0.33	$0.37	$0.50
Weighted average common shares outstanding:				
Basic	35,354	35,238	35,347	35,232
Diluted	35,480	35,314	35,439	35,300
Dividends declared per common share outstanding	$0.275	$0.25	$0.55	$0.50

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)

	Six Months Ended June 30, 2016	2015
Cash flows from operating activities:		
Net income	$13,077	$17,566
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of property and equipment	13,464	11,654
Depreciation of rental equipment	79,172	80,158
Amortization of deferred financing costs	526	511
Accretion of note discount, net of premium amortization	83	84
Provision for losses on accounts receivable	2,008	1,393
Provision for inventory obsolescence	14	99
Change in deferred income taxes	9,182	11,862
Stock-based compensation expense	1,667	1,505
Gain from sales of property and equipment, net	(1,374)	(1,430)
Gain from sales of rental equipment, net	(15,467)	(16,774)
Changes in operating assets and liabilities:		
Receivables	7,110	15,134
Inventories	(52,467)	(47,927)
Prepaid expenses and other assets	489	(6,099)
Accounts payable	22,322	10,505
Manufacturer flooring plans payable	(16,466)	(20,745)
Accrued expenses payable and other liabilities	4,600	(1,888)
Deferred compensation payable	(363)	34
Net cash provided by operating activities	67,577	55,642
Cash flows from investing activities:		
Purchases of property and equipment	(11,465)	(12,872)
Purchases of rental equipment	(69,144)	(71,919)
Proceeds from sales of property and equipment	1,683	1,987
Proceeds from sales of rental equipment	44,501	44,411
Net cash used in investing activities	(34,425)	(38,393)
Cash flows from financing activities:		
Borrowings on senior secured credit facility	482,513	506,455
Payments on senior secured credit facility	(492,866)	(509,256)
Payments of deferred financing costs	—	(725)
Dividends paid	(19,505)	(17,629)
Payments of capital lease obligations	(100)	(94)
Net cash used in financing activities	(29,958)	(21,249)
Net increase (decrease) in cash	3,194	(4,000)
Cash, beginning of period	7,159	15,861

Cash, end of period	$10,353	$11,861

H&E EQUIPMENT SERVICES, INC. AND SUBSIDIARIES

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Continued)

(Unaudited)

(Amounts in thousands)

	Six Months Ended June 30,	
	2016	2015
Supplemental schedule of noncash investing and financing activities:		
Noncash asset purchases:		
Assets transferred from new and used inventory to rental fleet	$34,461	$42,152
Purchases of property and equipment included in accrued expenses payable and other liabilities	$222	$—
Supplemental disclosures of cash flow information:		
Cash paid during the period for:		
Interest	$26,215	$26,714
Income taxes paid, net of refunds received	$269	$375

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

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 six month periods ended June 30, 2016 are not necessarily indicative of the results that may be expected for the year ending December 31, 2016, 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, 2015, from which the consolidated balance sheet amounts as of December 31, 2015 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 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.

(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, 2015. During the six month period ended June 30, 2016, 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.

Recent Accounting Pronouncements

In May 2014, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("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. The FASB agreed to a one-year deferral of the original effective date of this guidance and, as a result, it will become effective for fiscal years and interim periods after December 15, 2017. However, entities may adopt the new guidance as of the original effective date (for fiscal years and interim periods beginning after December 15, 2016). We expect to adopt ASU 2014-09 as of January 1, 2018 and expect to use the modified retrospective application method. While evaluation of the new comprehensive standard is ongoing, we do not expect that the adoption of this standard will have a material impact on the Company's consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, Leases (Topic 842) ("ASU 2016-02"). The new standard is intended to provide enhanced transparency and comparability by requiring lessees to record right-of-use assets and corresponding lease liabilities on the balance sheet, with the exception of leases with a term of 12 months or less, which permits a lessee to make an accounting policy election by class of underlying asset not to recognize lease assets and liabilities. ASU 2016-02 is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years, and early adoption is permitted. The new standard requires the recognition and measurement of leases at the beginning of the earliest period presented using a modified retrospective approach, which includes a number of optional practical expedients that entities may elect to apply. We are currently evaluating the impact this guidance will have on our consolidated financial statements.

In March 2016, the FASB Issued ASU No. 2016-09, Compensation-Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting ("ASU 2016-09"). The updated guidance changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as classification in the statement of cash flows. ASU 2016-09 is effective for annual periods beginning after December 15, 2016 and interim periods within those annual periods, with early application permitted. We are currently evaluating the effect the guidance will have on our consolidated financial statements.

Guidance Adopted in the First Quarter of 2016

In April 2015, the FASB issued ASU No. 2015-03, Simplifying the Presentation of Debt Issuance Costs ("ASU 2015-03"), which requires debt issuance costs to be presented in the balance sheet as a direct deduction from the carrying value of the associated debt liability, consistent with the presentation of a debt discount. The guidance in the new standard is limited to the presentation of debt issuance costs and does not affect the recognition and measurement of debt issuance costs. In August 2015, the FASB issued ASU No. 2015-15, Interest-Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements - Amendments to SEC Paragraphs Pursuant to Staff Announcements ("ASU 2015-15"). ASU 2015-15 amends Subtopic 835-30 to include that the SEC would not object to the deferral and presentation of debt issuance costs as an asset and subsequent amortization of debt issuance costs over the term of the line-of-credit arrangement, whether or not there are any outstanding borrowings on the line-of-credit arrangement. This guidance became effective for us in the first quarter of 2016 and was applied on a retrospective basis. As a result of adopting this guidance, total assets and total liabilities as of December 31, 2015 changed as shown below (amounts in thousands).

	Deferred Financing Costs	Total Assets	Senior Unsecured Notes	Total Liabilities	Total Liabilities and Stockholders' Equity
Previously reported	$ 4,353	$ 1,301,087	$ 628,882	$ 1,158,499	$ 1,301,087
Reclassification of debt issuance costs	(1,576)	(1,576)	(1,576)	(1,576)	(1,576)
Current presentation	$ 2,777	$ 1,299,511	$ 627,306	$ 1,156,923	$ 1,299,511

(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 June 30, 2016 and December 31, 2015 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.

	June 30, 2016	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.00% (Level 3)	$45,967	$40,281
Senior unsecured notes with interest computed at 7.0% (Level 1)	627,508	648,900
Capital leases payable with interest computed at 5.929% to 9.55% (Level 3)	1,807	1,225
Letter of credit (Level 3)	—	155

	December 31, 2015	
	Carrying Amount	Fair Value
Manufacturer flooring plans payable with interest computed at 5.00% (Level 3)	$62,433	$54,710
Senior unsecured notes with interest computed at 7.0% (Level 1)	627,306	617,400

Capital leases payable with interest computed at 5.929% to 9.55% (Level 3)	1,907	1,329
Letter of credit (Level 3)	—	145

During the three and six month periods ended June 30, 2016 and 2015, there were no transfers of financial assets or liabilities in or out of Level 1, Level 2 or Level 3 of the fair value hierarchy.

(4) Stockholders' Equity

The following table summarizes the activity in Stockholders' Equity for the six month period ended June 30, 2016 (amounts in thousands, except share data):

	Common Stock Shares Issued	Amount	Additional Paid-in Capital	Treasury Stock	Retained Earnings (Deficit)	Total Stockholders' Equity
Balances at December 31, 2015	39,333,571	$ 392	$ 220,879	$ (60,405)	$ (18,278)	$ 142,588
Stock-based compensation	—	—	1,667	—	—	1,667
Cash dividends declared on common stock ($0.275 per share)	—	—	—	—	(19,518)	(19,518)
Tax deficiency associated with stock-based awards	—	—	(256)	—	—	(256)
Issuance of common stock	39,977	1	—	—	—	1
Net income	—	—	—	—	13,077	13,077
Balances at June 30, 2016	39,373,548	$ 393	$ 222,290	$ (60,405)	$ (24,719)	$ 137,559

(5) Stock-Based Compensation

We account for our stock-based compensation plan using the fair value recognition provisions of Accounting Standards Codification (“ASC”) 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).

Over the last ten years, we have been granting awards under our 2006 Stock-Based Incentive Compensation Plan, as amended (the “Prior Stock Plan”). The Prior Stock Plan expired pursuant to its terms in June 2016, and the Company will no longer be able to grant equity awards under the Prior Stock Plan. At our annual meeting of stockholders in May 2106, our stockholders approved our 2016 Stock-Based Incentive Compensation Plan. Shares available for future stock-based payment awards under our 2016 Stock-Based Incentive Compensation Plan were 2,100,000 shares as of June 30, 2016. To the extent that awards granted under the Prior Stock Plan are forfeited or otherwise terminate for any reason whatsoever without an actual distribution or issuance of shares, the plan limit will be increased by such number of shares.

Non-vested Stock

The following table summarizes our non-vested stock activity, all of which was granted pursuant to the Prior Stock Plan, for the six months ended June 30, 2016:

	Number of Shares	Weighted Average Grant Date Fair Value
Non-vested stock at December 31, 2015	322,355	$ 19.90
Granted	39,977	$ 11.61
Vested	(39,977)	$ 11.61
Forfeited	(6,785)	$ 18.63
Non-vested stock at June 30, 2016	315,570	$ 19.93

As of June 30, 2016, 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 approximately 2.2 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 six months ended June 30, 2016 and 2015 (amounts in thousands):

	For the Three Months Ended		For the Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Compensation expense	$ 626	$ 484	$ 1,667	$ 1,505

Stock Options

At June 30 2016, there is no unrecognized compensation expense as all stock option awards have fully vested. The following table represents stock option activity for the six months ended June 30, 2016:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Contractual Life In Years
Outstanding options at December 31, 2015	51,000	$ 17.80	
Granted	—	—	
Exercised	—	—	
Canceled, forfeited or expired	(45,000)	$ 17.60	
Outstanding options at June 30, 2016	6,000	$ 19.27	1.1
Options exercisable at June 30, 2016	6,000	$ 19.27	1.1

The closing price of our common stock at June 30, 2016 was $19.03. Options outstanding at June 30, 2016, all of which were granted pursuant to the Prior Stock Plan, have grant date fair values that exceed the June 30, 2016 closing stock price.

(6) Income per Share

Income per common share for the three and six months ended June 30, 2016 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. The number of restricted common shares outstanding was approximately 0.7% and 0.4% of total outstanding shares for each of the three and six months ended June 30, 2016 and 2015, respectively, and, consequently, was immaterial to the basic and diluted EPS calculations. Therefore, use of the two-class method had no impact on our basic and diluted EPS calculations for the periods presented. The following table sets forth the computation of basic and diluted net income per common share for the three and six months ended June 30, 2016 and 2015 (amounts in thousands, except per share amounts):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2016	2015	2016	2015
Basic net income per share:				
Net income	$7,503	$11,480	$13,077	$17,566
Weighted average number of common shares outstanding	35,354	35,238	35,347	35,232
Net income per share of common stock – basic	$0.21	$0.33	$0.37	$0.50
Diluted net income per share:				
Net income	$7,503	$11,480	$13,077	$17,566
Weighted average number of common shares outstanding	35,354	35,238	35,347	35,232
Effect of dilutive securities:				
Effect of dilutive stock options	—	20	—	20
Effect of dilutive non-vested restricted stock	126	56	92	48
Weighted average number of common shares outstanding – diluted	35,480	35,314	35,439	35,300
Net income per share of common stock – diluted	$0.21	$0.33	$0.37	$0.50
Common shares excluded from the denominator as anti-dilutive:				
Stock options	1	—	7	—
Non-vested restricted stock	—	—	4	—

(7) Senior Secured Credit Facility

We and our subsidiaries are parties to a $602.5 million senior secured credit facility (the "Credit Facility") with Wells Fargo Capital Finance, LLC ("Wells Fargo"), as agent (as successor in such capacity to General Electric Capital Corporation ("GE Capital")), and the lenders named therein (the "Lenders").

On May 21, 2014, we amended, extended and restated the Credit Facility 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, GE Capital, as administrative agent, Bank of America, N.A. as co-syndication agent and documentation agent, Wells Fargo, as co-syndication agent and Deutsche Bank Securities Inc. as joint lead arranger and joint bookrunner. In March 2016, Wells Fargo succeeded and was substituted for GE Capital as the administrative agent under the Amended and Restated Credit Agreement.

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).

On February 5, 2015, we entered into an amendment of the Credit Facility which, among other things, increased the total amount of revolving loan commitments under the Amended and Restated Credit Agreement from $402.5 million to $602.5 million.

As of June 30, 2016, we were in compliance with our financial covenants under the Credit Facility. At June 30, 2016, the Company could borrow up to an additional $420.3 million and remain in compliance with the debt covenants under the Company's Credit Facility.

At June 30, 2016, the interest rate on the Credit Facility was based on a 3.25% U.S. Prime Rate plus 100 basis points and LIBOR plus 200 basis points. The weighted average interest rate at June 30, 2016 was approximately 2.8%. At July 21, 2016, we had $419.6 million of available borrowings under our Credit Facility, net of $7.7 million of outstanding letters of credit.

(8) Senior Unsecured Notes

The following table reconciles our Senior Unsecured Notes to our Condensed Consolidated Balance Sheets (amounts in thousands):

Balance at December 31, 2014	$628,714
Accretion of discount through December 31, 2015	1,055
Amortization of note premium through December 31, 2015	(887)
Reclass of deferred financing costs to debt discount (see footnote 2)	(1,576)
Balance at December 31, 2015	$627,306
Accretion of discount through June 30, 2016	527
Amortization of note premium through June 30, 2016	(443)
Amortization of deferred financing costs through June 30, 2016	118
Balance at June 30, 2016	$627,508

(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		Six Months Ended	
	June 30, 2016	2015	June 30, 2016	2015
Segment Revenues:				
Equipment rentals	$108,650	$108,628	$211,488	$210,017
New equipment sales	49,893	64,376	107,072	108,913
Used equipment sales	23,769	28,932	51,343	54,002
Parts sales	26,654	28,347	54,623	55,432
Services revenues	16,945	15,769	33,246	30,725
Total segmented revenues	225,911	246,052	457,772	459,089
Non-segmented revenues	16,184	16,308	31,333	30,681
Total revenues	$242,095	$262,360	$489,105	$489,770
Segment Gross Profit:				
Equipment rentals	$50,954	$50,713	$97,532	$96,547
New equipment sales	5,362	7,627	12,067	12,845
Used equipment sales	6,894	9,319	15,956	17,503
Parts sales	7,441	7,740	15,147	15,306
Services revenues	10,955	10,611	21,955	20,290
Total segmented gross profit	81,606	86,010	162,657	162,491
Non-segmented gross profit (loss)	102	394	195	253
Total gross profit	$81,708	$86,404	$162,852	$162,744

	Balances at	
	June 30, 2016	December 31, 2015
Segment identified assets:		
Equipment sales	$96,766	$77,365
Equipment rentals	888,792	893,393
Parts and services	18,044	19,453
Total segment identified assets	1,003,602	990,211
Non-segment identified assets	299,950	309,300
Total assets	$1,303,552	$1,299,511

The Company operates primarily in the United States and our sales to international customers for the three month period ended June 30, 2016 and 2015 were 0.3% and 0.6%, respectively, of total revenues. Our sales to international customers for the six month period ended June 30, 2016 and 2015 were 0.5% and 0.7%, respectively, of total revenues. 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.

CONDENSED CONSOLIDATING BALANCE SHEET

	As of June 30, 2016			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$ 10,353	$ —	$ —	$ 10,353
Receivables, net	111,539	26,671	—	138,210
Inventories, net	97,067	17,743	—	114,810
Prepaid expenses and other assets	9,362	203	—	9,565
Rental equipment, net	736,116	152,676	—	888,792
Property and equipment, net	96,820	11,435	—	108,255
Deferred financing costs, net	2,370	—	—	2,370
Investment in guarantor subsidiaries	226,452	—	(226,452)	—
Goodwill	1,671	29,526	—	31,197
Total assets	$ 1,291,750	$ 238,254	$ (226,452)	$ 1,303,552
Liabilities and Stockholders' Equity:				
Amounts due on senior secured credit facility	$ 174,504	$ —	$ —	$ 174,504
Accounts payable	78,469	10,629	—	89,098
Manufacturer flooring plans payable	45,967	—	—	45,967
Accrued expenses payable and other liabilities	60,785	(600)	—	60,185
Dividends payable	79	(34)	—	45
Senior unsecured notes	627,508	—	—	627,508
Capital leases payable	—	1,807	—	1,807
Deferred income taxes	165,068	—	—	165,068
Deferred compensation payable	1,811	—	—	1,811
Total liabilities	1,154,191	11,802	—	1,165,993
Stockholders' equity	137,559	226,452	(226,452)	137,559
Total liabilities and stockholders' equity	$ 1,291,750	$ 238,254	$ (226,452)	$ 1,303,552

CONDENSED CONSOLIDATING BALANCE SHEET

	As of December 31, 2015			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Assets:				
Cash	$7,159	$ —	$ —	$ 7,159
Receivables, net	124,157	23,171	—	147,328
Inventories, net	88,831	7,987	—	96,818
Prepaid expenses and other assets	9,909	145	—	10,054
Rental equipment, net	750,773	142,620	—	893,393
Property and equipment, net	99,342	11,443	—	110,785
Deferred financing costs, net	2,777	—	—	2,777
Investment in guarantor subsidiaries	211,542	—	(211,542)	—
Goodwill	1,671	29,526	—	31,197
Total assets	$1,296,161	$ 214,892	$ (211,542)	$ 1,299,511
Liabilities and Stockholders' Equity:				
Amount due on senior secured credit facility	$184,857	$ —	$ —	$ 184,857
Accounts payable	63,959	2,818	—	66,777
Manufacturer flooring plans payable	62,433	—	—	62,433
Dividends payable	62	(30)	—	32
Accrued expenses payable and other liabilities	56,896	(1,345)	—	55,551
Senior unsecured notes	627,306	—	—	627,306
Capital leases payable	—	1,907	—	1,907
Deferred income taxes	155,886	—	—	155,886
Deferred compensation payable	2,174	—	—	2,174
Total liabilities	1,153,573	3,350	—	1,156,923
Stockholders' equity	142,588	211,542	(211,542)	142,588
Total liabilities and stockholders' equity	$1,296,161	$ 214,892	$ (211,542)	$ 1,299,511

CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended June 30, 2016			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$88,592	$ 20,058	$ —	$ 108,650
New equipment sales	41,808	8,085	—	49,893
Used equipment sales	19,821	3,948	—	23,769
Parts sales	23,295	3,359	—	26,654
Services revenues	14,468	2,477	—	16,945
Other	13,121	3,063	—	16,184
Total revenues	201,105	40,990	—	242,095
Cost of revenues:				
Rental depreciation	32,831	6,844	—	39,675
Rental expense	14,960	3,061	—	18,021
New equipment sales	37,273	7,258	—	44,531
Used equipment sales	14,161	2,714	—	16,875
Parts sales	16,833	2,380	—	19,213
Services revenues	5,182	808	—	5,990
Other	13,106	2,976	—	16,082
Total cost of revenues	134,346	26,041	—	160,387
Gross profit:				
Equipment rentals	40,801	10,153	—	50,954
New equipment sales	4,535	827	—	5,362
Used equipment sales	5,660	1,234	—	6,894
Parts sales	6,462	979	—	7,441
Services revenues	9,286	1,669	—	10,955
Other	15	87	—	102
Gross profit	66,759	14,949	—	81,708
Selling, general and administrative expenses	46,989	10,060	—	57,049
Equity in earnings of guarantor subsidiaries	2,761	—	(2,761)	—
Gain on sales of property and equipment, net	636	76	—	712
Income from operations	23,167	4,965	(2,761)	25,371
Other income (expense):				
Interest expense	(11,084)	(2,269)	—	(13,353)
Other, net	624	65	—	689
Total other expense, net	(10,460)	(2,204)	—	(12,664)
Income before income taxes	12,707	2,761	(2,761)	12,707
Income tax expense	5,204	—	—	5,204
Net income	$7,503	$ 2,761	$ (2,761)	$ 7,503

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Three Months Ended June 30, 2015			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$89,590	$ 19,038	$ —	$ 108,628
New equipment sales	61,564	2,812	—	64,376
Used equipment sales	23,909	5,023	—	28,932
Parts sales	24,303	4,044	—	28,347
Services revenues	13,218	2,551	—	15,769
Other	13,149	3,159	—	16,308
Total revenues	225,733	36,627	—	262,360
Cost of revenues:				
Rental depreciation	33,542	6,672	—	40,214
Rental expense	14,736	2,965	—	17,701
New equipment sales	54,234	2,515	—	56,749
Used equipment sales	16,389	3,224	—	19,613
Parts sales	17,697	2,910	—	20,607
Services revenues	4,332	826	—	5,158
Other	12,848	3,066	—	15,914
Total cost of revenues	153,778	22,178	—	175,956
Gross profit:				
Equipment rentals	41,312	9,401	—	50,713
New equipment sales	7,330	297	—	7,627
Used equipment sales	7,520	1,799	—	9,319
Parts sales	6,606	1,134	—	7,740
Services revenues	8,886	1,725	—	10,611
Other	301	93	—	394
Gross profit	71,955	14,449	—	86,404
Selling, general and administrative expenses	45,350	9,064	—	54,414
Equity in earnings of guarantor subsidiaries	1,982	—	(1,982)	—
Gain on sales of property and equipment, net	860	112	—	972
Income from operations	29,447	5,497	(1,982)	32,962
Other income (expense):				
Interest expense	(10,199)	(3,550)	—	(13,749)
Other, net	193	35	—	228
Total other expense, net	(10,006)	(3,515)	—	(13,521)
Income before income taxes	19,441	1,982	(1,982)	19,441
Income tax expense	7,961	—	—	7,961
Net income	$11,480	$ 1,982	$ (1,982)	$ 11,480

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CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Six Months Ended June 30, 2016			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$174,617	$ 36,871	$ —	$ 211,488
New equipment sales	87,340	19,732	—	107,072
Used equipment sales	42,737	8,606	—	51,343
Parts sales	47,516	7,107	—	54,623
Services revenues	28,447	4,799	—	33,246
Other	25,547	5,786	—	31,333
Total revenues	406,204	82,901	—	489,105
Cost of revenues:				
Rental depreciation	65,944	13,228	—	79,172
Rental expense	29,008	5,776	—	34,784
New equipment sales	77,388	17,617	—	95,005
Used equipment sales	29,803	5,584	—	35,387
Parts sales	34,439	5,037	—	39,476
Services revenues	9,784	1,507	—	11,291
Other	25,353	5,785	—	31,138
Total cost of revenues	271,719	54,534	—	326,253
Gross profit:				
Equipment rentals	79,665	17,867	—	97,532
New equipment sales	9,952	2,115	—	12,067
Used equipment sales	12,934	3,022	—	15,956
Parts sales	13,077	2,070	—	15,147
Services revenues	18,663	3,292	—	21,955
Other	194	1	—	195
Gross profit	134,485	28,367	—	162,852
Selling, general and administrative expenses	96,591	19,832	—	116,423
Equity in earnings of guarantor subsidiaries	4,496	—	(4,496)	—
Gain on sales of property and equipment, net	1,166	208	—	1,374
Income from operations	43,556	8,743	(4,496)	47,803
Other income (expense):				
Interest expense	(22,386)	(4,374)	—	(26,760)
Other, net	992	127	—	1,119
Total other expense, net	(21,394)	(4,247)	—	(25,641)
Income before income taxes	22,162	4,496	(4,496)	22,162
Income tax expense	9,085	—	—	9,085
Net income	$13,077	$ 4,496	$ (4,496)	$ 13,077

CONDENSED CONSOLIDATING STATEMENT OF INCOME

	Six Months Ended June 30, 2015			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Revenues:				
Equipment rentals	$174,502	$ 35,515	$ —	$ 210,017
New equipment sales	99,346	9,567	—	108,913
Used equipment sales	43,949	10,053	—	54,002
Parts sales	48,086	7,346	—	55,432
Services revenues	26,073	4,652	—	30,725
Other	24,902	5,779	—	30,681
Total revenues	416,858	72,912	—	489,770
Cost of revenues:				
Rental depreciation	67,042	13,116	—	80,158
Rental expense	27,596	5,716	—	33,312
New equipment sales	87,553	8,515	—	96,068
Used equipment sales	30,171	6,328	—	36,499
Parts sales	34,887	5,239	—	40,126
Services revenues	8,908	1,527	—	10,435
Other	24,555	5,873	—	30,428
Total cost of revenues	280,712	46,314	—	327,026
Gross profit (loss):				
Equipment rentals	79,864	16,683	—	96,547
New equipment sales	11,793	1,052	—	12,845
Used equipment sales	13,778	3,725	—	17,503
Parts sales	13,199	2,107	—	15,306
Services revenues	17,165	3,125	—	20,290
Other	347	(94)	—	253
Gross profit	136,146	26,598	—	162,744
Selling, general and administrative expenses	91,157	16,723	—	107,880
Equity in earnings of guarantor subsidiaries	3,359	—	(3,359)	—
Gain on sales of property and equipment, net	1,075	355	—	1,430
Income from operations	49,423	10,230	(3,359)	56,294
Other income (expense):				
Interest expense	(20,238)	(6,956)	—	(27,194)
Other, net	497	85	—	582
Total other expense, net	(19,741)	(6,871)	—	(26,612)
Income before income taxes	29,682	3,359	(3,359)	29,682
Income tax expense	12,116	—	—	12,116
Net income	$17,566	$ 3,359	$ (3,359)	$ 17,566

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2016			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income	$ 13,077	$ 4,496	$ (4,496)	$ 13,077
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization on property and equipment	11,952	1,512	—	13,464
Depreciation of rental equipment	65,944	13,228	—	79,172
Amortization of deferred financing costs	526	—	—	526
Accretion of note discount, net of premium amortization	83	—	—	83
Provision for losses on accounts receivable	1,979	29	—	2,008
Provision for inventory obsolescence	14	—	—	14
Change in deferred income taxes	9,182	—	—	9,182
Stock-based compensation expense	1,667	—	—	1,667
Gain from sales of property and equipment, net	(1,166)	(208)	—	(1,374)
Gain from sales of rental equipment, net	(12,481)	(2,986)	—	(15,467)
Equity in earnings of guarantor subsidiaries	(4,496)	—	4,496	—
Changes in operating assets and liabilities:				
Receivables	10,639	(3,529)	—	7,110
Inventories	(38,755)	(13,712)	—	(52,467)
Prepaid expenses and other assets	547	(58)	—	489
Accounts payable	14,511	7,811	—	22,322
Manufacturer flooring plans payable	(16,466)	—	—	(16,466)
Accrued expenses payable and other liabilities	3,855	745	—	4,600
Deferred compensation payable	(363)	—	—	(363)
Net cash provided by operating activities	60,249	7,328	—	67,577
Cash flows from investing activities:				
Purchases of property and equipment	(9,903)	(1,562)	—	(11,465)
Purchases of rental equipment	(44,643)	(24,501)	—	(69,144)
Proceeds from sales of property and equipment	1,417	266	—	1,683
Proceeds from sales of rental equipment	36,342	8,159	—	44,501
Investment in subsidiaries	(10,414)	—	10,414	—
Net cash used in investing activities.	(27,201)	(17,638)	10,414	(34,425)
Cash flows from financing activities:				
Borrowings on senior secured credit facility	482,513	—	—	482,513
Payments on senior secured credit facility	(492,866)	—	—	(492,866)
Dividends paid	(19,501)	(4)	—	(19,505)
Payments on capital lease obligations	—	(100)	—	(100)
Capital contributions	—	10,414	(10,414)	—
Net cash provided by (used in) financing activities	(29,854)	10,310	(10,414)	(29,958)
Net increase in cash	3,194	—	—	3,194
Cash, beginning of period	7,159	—	—	7,159
Cash, end of period	$ 10,353	$ —	$ —	$ 10,353

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CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

	Six Months Ended June 30, 2015			
	H&E Equipment Services	Guarantor Subsidiaries	Elimination	Consolidated
	(Amounts in thousands)			
Cash flows from operating activities:				
Net income	$17,566	$ 3,359	$ (3,359)	$ 17,566
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization on property and equipment	10,216	1,438	—	11,654
Depreciation of rental equipment	67,042	13,116	—	80,158
Amortization of deferred financing costs	511	—	—	511
Accretion of note discount, net of premium amortization	84	—	—	84
Provision for losses on accounts receivable	1,225	168	—	1,393
Provision for inventory obsolescence	99	—	—	99
Change in deferred income taxes	11,862	—	—	11,862
Stock-based compensation expense	1,505	—	—	1,505
Gain from sales of property and equipment, net	(1,075)	(355)	—	(1,430)
Gain from sales of rental equipment, net	(13,060)	(3,714)	—	(16,774)
Equity in earnings of guarantor subsidiaries	(3,359)	—	3,359	-
Changes in operating assets and liabilities:				
Receivables	6,007	9,127	—	15,134
Inventories	(36,533)	(11,394)	—	(47,927)
Prepaid expenses and other assets	(6,009)	(90)	—	(6,099)
Accounts payable	8,035	2,470	—	10,505
Manufacturer flooring plans payable	(20,745)	—	—	(20,745)
Accrued expenses payable and other liabilities	(2,193)	305	—	(1,888)
Deferred compensation payable	34	—	—	34
Net cash provided by operating activities	41,212	14,430	—	55,642
Cash flows from investing activities:				
Purchases of property and equipment	(11,000)	(1,872)	—	(12,872)
Purchases of rental equipment	(49,051)	(22,868)	—	(71,919)
Proceeds from sales of property and equipment	1,563	424	—	1,987
Proceeds from sales of rental equipment	34,546	9,865	—	44,411
Investment in subsidiaries	(117)	—	117	—
Net cash used in investing activities.	(24,059)	(14,451)	117	(38,393)
Cash flows from financing activities:				
Borrowings on senior secured credit facility	506,455	—	—	506,455
Payments on senior secured credit facility	(509,256)	—	—	(509,256)
Dividends paid	(17,627)	(2)	—	(17,629)
Payments of deferred financing costs	(725)	—	—	(725)
Payments on capital lease obligations	—	(94)	—	(94)
Capital contributions	—	117	(117)	-
Net cash provided by (used in) financing activities	(21,153)	21	(117)	(21,249)
Net decrease in cash	(4,000)	—	—	(4,000)
Cash, beginning of period	15,861	—	—	15,861

Cash, end of period	$11,861	$ —	$ —	$ 11,861

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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 June 30, 2016, and its results of operations for the three and six month periods ended June 30, 2016, 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, 2015. 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, 2015.

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 July 21, 2016, we operated 76 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 55 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 H&E Equipment Services, Inc., which survived 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, 2015, 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 six month period ended June 30, 2016. 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, 2015 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) a percentage of original equipment cost, and (2) the number of rental equipment units available for rent), 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 9 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 six month period ended June 30, 2016, approximately 43.2% of our total revenues were attributable to equipment rentals, 21.9% of our total revenues were attributable to new equipment sales, 10.5% were attributable to used equipment sales, 11.2% were attributable to parts sales, 6.8% were attributable to our services revenues and 6.4% were attributable to non-segmented other revenues.

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 as equipment usage based on: (1) a percentage of original equipment cost, and (2) the number of rental equipment units available for rent), 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 other 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 six month period ended June 30, 2016, our total cost of revenues was $326.3 million. Our operating expenses consist principally of selling, general and administrative expenses. For the six month period ended June 30, 2016, our selling, general and administrative expenses were $116.4 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 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 type 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 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 capital leases and software. 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. 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 and accretion (amortization) of debt discount (premium) are 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 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 June 30, 2016 was $888.8 million, or approximately 68.2% of our total assets. Our rental fleet as of June 30, 2016 consisted of 28,185 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 $1.3 billion. As of June 30, 2016, 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	18,545	65.8	%	$ 791.1	61.1	%	34.6
Cranes	372	1.3	%	126.8	9.8	%	44.7
Earthmoving	3,051	10.8	%	273.5	21.1	%	22.2
Industrial Lift Trucks	927	3.3	%	32.6	2.5	%	30.7
Other	5,290	18.8	%	71.1	5.5	%	25.5
Total	28,185	100.0	%	$ 1,295.1	100.0	%	31.6

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 $8.8 million, or 0.7%, for the six month period ended June 30, 2016. The average age of our rental fleet equipment increased by approximately 0.2 months for the six month period ended June 30, 2016.

Our average rental rates for the six month period ended June 30, 2016 were 0.2% lower than in the six month period ended June 30, 2015 (see further discussion on rental rates in "Results of Operations" below) and approximately 0.5% lower than in the three month period ended March 31, 2016.

The rental equipment mix among our four core product lines for the six month period ended June 30, 2016 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 this

Annual Report on Form 10 K for the year ended December 31, 2015.

- 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.

- Regional and Industry-Specific Activity and Trends. Expenditures by our customers may be impacted by the overall level of construction activity in the markets and regions in which they operate, the price of oil and other commodities and other general economic trends impacting the industries in which our customers and end users operate. As our customers adjust their activity and spending levels in response to these external factors, our rentals and sales of equipment to those customers will be impacted. For example, high levels of industrial activity in our Gulf Coast and Intermountain regions have been a meaningful driver of recent growth in our revenues. However, the recent decline in oil and natural gas prices, and uncertainty regarding future price levels, has caused, and may continue to cause, some of our customers in those markets to adjust their activity and spending levels.

We believe that our integrated business tempers the effects of downturns in a particular segment. For a discussion of seasonality, see "Seasonality" on page 35 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 six months ended June 30, 2016 and 2015. The period-to-period comparisons of our financial results are not necessarily indicative of future results.

Three Months Ended June 30, 2016 Compared to the Three Months Ended June 30, 2015

Revenues.

	Three Months Ended June 30,		Total Dollar Increase	Total Percentage Increase
	2016	2015	(Decrease)	(Decrease)
	(in thousands, except percentages)			
Segment Revenues:				
Equipment rentals	$108,650	$108,628	$ 22	0.0 %
New equipment sales	49,893	64,376	(14,483)	(22.5)%
Used equipment sales	23,769	28,932	(5,163)	(17.8)%
Parts sales	26,654	28,347	(1,693)	