

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

SCHEDULE 13D  
Under the Securities Exchange Act of 1934

(AMENDMENT NO. 12)

Hurco Companies, Inc.  
(Name of Issuer)

COMMON STOCK, NO PAR VALUE  
(Title of class of securities) 447324 10 4  
(CUSIP number)

STEPHEN H. COOPER, ESQ.  
WEIL, GOTSHAL & MANGES LLP  
767 FIFTH AVENUE  
NEW YORK, NY 10153  
(212) 310-8000  
(Name, address and telephone number of person authorized  
to receive notices and communications)

MARCH 31, 1999  
(Date of event which requires filing of this statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box .

Check the following box if a fee is being paid with the statement .

(A fee is not required only if the reporting person: (1) has a previous statement on file reporting beneficial ownership of more than five percent of the class of securities described in Item 1; and (2) has filed no amendment subsequent thereto reporting beneficial ownership of five percent or less of such class.) (See Rule 13d-7.)

Note: When filing this statement in paper format, six copies of this statement, including exhibits, should be filed with the Commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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CUSIP No. 447324 10 4

13D

1 NAME OF REPORTING PERSON: BRYNWOOD PARTNERS II L.P.  
S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
(B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: WC

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

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6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE	
-----			
NUMBER OF SHARES	7	SOLE VOTING POWER:	0
-----			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	278,001
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	9	SOLE DISPOSITIVE POWER:	0
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	10	SHARED DISPOSITIVE POWER:	278,001
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11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON:	278,001	
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12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:		[_]
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11):	4.7%	
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14	TYPE OF REPORTING PERSON:	PN	
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CUSIP No. 447324 10 4

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13D

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1	NAME OF REPORTING PERSON: S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON:	BRYNWOOD MANAGEMENT II L.P.	
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2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP:		(A) [X] (B) [_]
-----			
3	SEC USE ONLY		
-----			
4	SOURCE OF FUNDS:	N/A	
-----			
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):		[_]
-----			
6	CITIZENSHIP OR PLACE OF ORGANIZATION:	DELAWARE	
-----			
NUMBER OF SHARES	7	SOLE VOTING POWER:	0
-----			
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	8	SHARED VOTING POWER:	278,001
-----			
	9	SOLE DISPOSITIVE POWER:	0
-----			
	10	SHARED DISPOSITIVE POWER:	278,001
-----			
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY	278,001	
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REPORTING PERSON:

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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:    
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 4.7%   
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 14 TYPE OF REPORTING PERSON: PN   
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 CUSIP No. 447324 10 4 13D   
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 1 NAME OF REPORTING PERSON: HENDRIK J. HARTONG, JR.   
 S.S. OR I.R.S. IDENTIFICATION NO.   
 OF ABOVE PERSON:   
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 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)    
 (B)    
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 3 SEC USE ONLY   
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 4 SOURCE OF FUNDS: PF   
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 5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):    
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 6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES   
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 NUMBER OF 7 SOLE VOTING POWER: 53,012\*   
 SHARES   
 BENEFICIALLY   
 OWNED BY   
 EACH   
 REPORTING   
 PERSON WITH   
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 8 SHARED VOTING POWER: 278,001   
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 9 SOLE DISPOSITIVE POWER: 53,012(\*)   
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 10 SHARED DISPOSITIVE POWER: 278,001   
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 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 331,013   
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 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:    
 Excludes 4,000 shares of Common Stock held by Hendrik J. Hartong, Jr.'s children as to which Mr. Hartong disclaims beneficial ownership.   
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 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 5.6%   
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 14 TYPE OF REPORTING PERSON: IN   
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 \* INCLUDES 10,000 SHARES THAT MAY BE ACQUIRED UPON THE EXERCISE OF CURRENTLY EXERCISABLE OPTIONS.

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 CUSIP No. 447324 10 4  
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1 NAME OF REPORTING PERSON: RICHARD T. NINER  
 S.S. OR I.R.S. IDENTIFICATION NO.  
 OF ABOVE PERSON:

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP: (A)   
 (B)

3 SEC USE ONLY

4 SOURCE OF FUNDS: N/A

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) OR 2(e):

6 CITIZENSHIP OR PLACE OF ORGANIZATION: UNITED STATES

NUMBER OF 7 SOLE VOTING POWER: 291,548\*  
 SHARES

BENEFICIALLY 8 SHARED VOTING POWER: 278,001  
 OWNED BY

EACH 9 SOLE DISPOSITIVE POWER: 291,548(\*)  
 REPORTING

PERSON WITH 10 SHARED DISPOSITIVE POWER: 278,001

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY REPORTING PERSON: 569,549\*

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES:   
 Excludes 2,500 shares of Common Stock held by Richard T. Niner's children as to which Mr. Niner disclaims beneficial ownership.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11): 9.6%

14 TYPE OF REPORTING PERSON: IN

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 \* Includes 10,000 shares that may be acquired upon the exercise of currently exercisable options.

This Statement constitutes Amendment No. 12 to the Statement on Schedule 13D (the "Schedule 13D") filed with the Securities and Exchange Commission by Brynwood Partners II L.P., a Delaware limited partnership ("Brynwood II"), its general partner, Brynwood Management II L.P., a Delaware limited partnership ("Brynwood Management II"), Hendrik J. Hartong, Jr. and Richard T. Niner (collectively, the "Beneficial Owners"), with respect to the

Common Stock, no par value (the "Common Stock"), of Hurco Companies, Inc. (the "Company").

Item 3. Source and Amount of Funds or Other Considerations.

The total amount required by Mr. Niner to effect the purchases, described in paragraph (c) of Item 5 of this Amendment No. 12 was \$975,010.57, all of which was derived from Mr. Niner's personal funds.

Item 4. Purpose of the Transaction.

The purchases of shares of Common Stock by Mr. Niner reported in paragraph (c) of Item 5 of this Amendment No. 12 were made solely for the purpose of increasing Mr. Niner's equity position in the Company at prices deemed favorable. Mr. Niner may purchase additional shares of Common Stock from time to time in the open market or in privately negotiated transactions as and when appropriate opportunities may arise.

Item 5. Interest in Securities of the Issuer.

(a)-(b) As of April 2, 1999, the Beneficial Owners beneficially owned the following shares of Common Stock:

(i) Brynwood II is the direct owner of 278,001 shares of Common Stock. The 278,001 shares represent approximately 4.7% of the 5,945,359 outstanding shares of Common Stock.

(ii) By virtue of being the general partner of Brynwood II, Brynwood Management II is, for the purposes of this Schedule 13D, a beneficial owner of all of the shares of Common Stock beneficially owned by Brynwood II.

(iii) Hendrik J. Hartong, Jr. is the direct owner of 53,012 shares of Common Stock (including 10,000 shares of Common Stock issuable upon the exercise of non-qualified stock options that are currently exercisable). The 53,012 shares represent approximately 1.1% of the 5,945,359 outstanding shares

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of Common Stock. Mr. Hartong has sole voting and dispositive power over the shares of Common Stock that he owns directly. Mr. Hartong disclaims beneficial ownership with respect to an aggregate of an additional 4,000 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power. By virtue of being a partner of Brynwood Management II, Mr. Hartong is, for purposes of this Schedule 13D, a beneficial owner of all of the shares of Common Stock beneficially owned by Brynwood Management II. Mr. Hartong has shared voting and dispositive power over the shares beneficially owned by Brynwood II.

(iv) Richard T. Niner is the direct owner of 291,548 shares of Common Stock (including 10,000 shares of Common Stock issuable upon the exercise of non-qualified stock options that are currently exercisable). The 291,548 shares represent approximately 4.9% of the 5,945,359 outstanding shares of Common Stock, and include the 216,746 shares purchased by Mr. Niner on March 31, 1999 and April 1, 1999, as described in paragraph (c) of this Item 5. Mr. Niner has sole voting and dispositive power over the 291,548 shares that he owns directly. Mr. Niner disclaims beneficial ownership with respect to an aggregate of an additional 2,500 shares of Common Stock (less than .1%) held by his children, as to which he has no voting or dispositive power. By virtue of being a partner of Brynwood Management II, Mr. Niner is, for purposes of this Schedule 13D, a beneficial owner of all of the shares of Common Stock beneficially owned by Brynwood Management II. Mr. Niner has shared voting and dispositive power over the shares beneficially owned by Brynwood II.

(c) On March 31, 1999, Mr. Niner purchased in a single block transaction in the open market 196,746 shares of Common Stock at a price of \$4.50 per share, plus a commission. On April 1, 1999, Mr. Niner purchased in a single block transaction in the open market 20,000 shares of Common Stock at a price of \$4.00 per share, plus a commission. Except as set forth in this paragraph (c), none of the Beneficial Owners has effected any transactions in shares of Common Stock during the past sixty days.

(d) Not applicable.

(e) Not applicable.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 6, 1999

BRYNWOOD PARTNERS II L.P.

By: Brynwood Management II L.P.,  
its General Partner

By: /s/ RICHARD T. NINER

-----  
Richard T. Niner,  
a Partner

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 6, 1999

BRYNWOOD MANAGEMENT II L.P.

By: /s/ RICHARD T. NINER

-----  
Richard T. Niner,  
a Partner

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this Statement is true, complete and correct.

Dated: April 6, 1999

Hendrik J. Hartong, Jr.,

By: /s/ RICHARD T. NINER

-----  
Richard T. Niner,  
Attorney-in-Fact

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief,  
I certify that the information set forth in this Statement is true, complete and  
correct.

Dated: April 6, 1999

/s/ RICHARD T. NINER

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Richard T. Niner

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