

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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SCHEDULE 13E-3  
(Rule 13e-100)

TRANSACTION STATEMENT UNDER SECTION 13(e) OF THE SECURITIES  
EXCHANGE ACT OF 1934 AND RULE 13e-3 THEREUNDER

RULE 13e-3 TRANSACTION STATEMENT UNDER SECTION 13(e) OF THE  
SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)

HURCO COMPANIES, INC.  
(Name of Issuer)

HURCO COMPANIES, INC.  
(Name of Person(s) Filing Statement)

Common Stock, no par value  
(Title of Class of Securities)

447324104  
(CUSIP Number of Class of Securities)

Michael Doar  
Chairman of the Board and Chief Executive Officer  
Hurco Companies, Inc.  
One Technology Way  
Indianapolis, Indiana 46268  
(317) 293-5309

(Name, Address and Telephone Number of Person Authorized to  
Receive Notices and Communications on Behalf of the Person(s) Filing Statement)

With copies to:

Stephen H. Cooper, Esq.  
767 Fifth Avenue  
New York, New York 10153  
(212) 310-8000

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This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1993.
- c.  A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction.

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CALCULATION OF FILING FEE

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Transaction valuation: \$27,805*	Amount of filing fee: \$2.25
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\* Calculated solely for the purpose of determining the filing fee, based upon the odd-lot tender offer price of \$3.35 share for the eligible common stock, multiplied by 8,300, the maximum number of shares to be purchased in the offer.

X Check the box if any part of the fee is offset as provided by

Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$2.25                      Filing Party: Hurco Companies, Inc.  
Form or Registration No.: Schedule              Date Filed: June 3, 2003  
13E-3

This Amendment No. 5 (this "Amendment") amends and supplements the Schedule 13E-3 Transaction Statement filed with the Securities and Exchange Commission (the "Commission") on June 3, 2003, Amendment No. 1 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 13, 2003, Amendment No. 2 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 18, 2003, Amendment No. 3 to the Schedule 13E-3 Transaction Statement filed with the Commission on June 20, 2003 and Amendment No. 4 to the Schedule 13E-3 Transaction Statement filed with the Commission on July 14, 2003 (as so amended, the "Schedule 13E-3") by Hurco Companies, Inc. (the "Company"). This Schedule 13E-3 relates to the offer (the "Offer") by the Company to purchase for cash all shares of the Company's common stock, no par value (the "Common Stock"), held by stockholders that own 99 or less shares of Common Stock as of the close of business on June 2, 2003, pursuant to the Offer to Purchase, dated June 3, 2003 and the related Letter of Transmittal.

The information set forth in the Offer to Purchase and the related Letter of Transmittal is expressly incorporated herein by reference in response to all the items of this Amendment, except as set forth below. In addition, the information set forth in Items 1 through 16 of the Schedule 13E-3 are incorporated herein by reference with respect to Items 1 through 16 of this Amendment, except those Items as to which information specifically provided herein is relevant, in which case the information contained in the Schedule 13E-3 is incorporated herein by reference in partial answer to those Items unless otherwise noted hereto.

Item 16: Exhibits.

Item 16 of Schedule 13E-3 is hereby amended and supplemented by adding the following exhibit thereto:

- (a) (10) Press Release of the Company, dated June 3, 2003 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 3, 2003).\*
- (a) (11) Press Release of the Company, dated June 23, 2003 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed June 23, 2003).\*
- (a) (12) Press Release of the Company, dated July 2, 2003 (filed as Exhibit 99.1 to the Company's Current Report on Form 8-K filed July 2, 2003).\*
- (a) (13) Press Release of the Company, dated August 1, 2003

SIGNATURE

After due 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: August 1, 2003

HURCO COMPANIES, INC.

By: /s/ Michael Doar

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Name: Michael Doar  
Title: Chairman of the Board and  
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.	Exhibit
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\* Incorporated herein by reference.

HURCO EXTENDS ODD LOT TENDER OFFER

INDIANAPOLIS--(BUSINESS WIRE)--August 1, 2003 . . . Hurco Companies, Inc. (NASDAQ: HURC) today announced that the expiration date of its tender offer for the purchase of all shares of its common stock held by persons owning 99 or fewer shares as of the close of business on June 2, 2003 has been extended to 5:00 p.m., New York City time, on Tuesday, September 2, 2003. The offer had been scheduled to expire at 5:00 p.m., New York City time, on Thursday, July 31, 2003.

To date, the Company has received tenders from 45 holders eligible to participate in the offer (exclusive of those holding their shares in street name), who in the aggregate have tendered 1,699 shares of common stock. In addition, 56 eligible holders holding their shares in street name have tendered 4,627 shares.

The Company will pay \$3.35 for each share purchased in the tender offer. This price represents a premium of 19.6% over the last sale price of the common stock on the Nasdaq National Market on June 2, 2003, the last trading day prior to the date of the offer, and 48.9% over the last sale price on July 31, 2003.

The offer is not conditioned on the receipt of any minimum number of tenders.

If, after completion of the tender offer, the Company has fewer than 300 stockholders of record, the Company intends to terminate the registration of its common stock under the Securities Exchange Act of 1934 and become a non-reporting company. If that occurs, the Company will no longer file periodic reports with the Securities and Exchange Commission, including annual reports on Form 10-K and quarterly reports on Form 10-Q, and will not be subject to the SEC's proxy rules. In addition, the common stock will no longer be eligible for trading on the Nasdaq market.

Questions or requests for documents may be directed to Innisfree M&A Incorporated, the Information Agent for the offer, by telephone at (888) 750-5834 (toll free) or in writing at 501 Madison Avenue, 20th Floor, New York, New York 10022.

Hurco Companies, Inc. is an industrial technology company that designs and produces interactive computer controls, software and computerized machine tools for the worldwide metal cutting and metal forming industry. The end market for the Company's products consists primarily of independent job shops and short-run manufacturing operations within large corporations in industries such as the aerospace, defense, medical equipment, energy, transportation and computer equipment. The Company is based in Indianapolis, Indiana, and has sales, application engineering and service subsidiaries in High Wycombe, England; Munich, Germany; Paris, France; Milan, Italy; Shanghai, China and Singapore, along with manufacturing operations in Taiwan. Products are sold through independent agents and distributors in the United States, Europe and Asia. The Company also has direct sales forces in the United Kingdom, Germany, France, Italy, and Asia.

This announcement is not an offer to purchase or a solicitation of an offer to purchase with respect to the common stock. The tender offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase and the accompanying Letter of Transmittal, each dated June 3, 2003, as amended.

Contact: Roger J. Wolf  
Sr. Vice President and CFO Hurco Companies, Inc.  
317-293-5309