

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

-----  
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. 1)

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

-----  
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.

-----  
CALCULATION OF FILING FEE

=====  
Transaction valuation: \$27,805\*                      Amount of filing fee: \$2.25  
=====

\* 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 13E-3 Date Filed: June 3, 2003

NY2:\1282181\02\RHC502!.DOC\53459.0004

This Amendment No. 1 (this "Amendment") amends and supplements the Schedule 13E-3 Transaction Statement filed with the Securities and Exchange Commission (the "Commission") on June 3, 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)(6) Form of Letter from the Company to Odd Lot Shareholders.

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: June 13, 2003

HURCO COMPANIES, INC.

By:/s/Michael Doar

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

EXHIBIT INDEX

EXHIBIT NO. -----	EXHIBIT -----
(a)(6)	Form of Letter from Hurco Companies, Inc. to Odd Lot Shareholders.



June 11, 2003

SHAREHOLDER NAME  
SHAREHOLDER ADDRESS  
SHAREHOLDER CITY, STATE ZIP

Dear SHAREHOLDER NAME:

On June 3, 2003, Hurco announced that it was offering to purchase all shares of its common stock held by persons owning 99 or fewer shares as of the close of business on June 2, 2003.

By now, you should have received the documents discussing this purchase offer. In summary, Hurco is making the offer in order to reduce the number of holders of record of its common stock to less than 300 so that it can terminate its obligations to file periodic reports and proxy statements with the SEC, which also will result in the delisting of its stock from the NASDAQ market. In this era of heightened federal regulation, continuing as an SEC "reporting company" involves substantial costs. By terminating its status as a reporting company, Hurco expects to save approximately \$400,000 next year.

Hurco is offering \$3.35 per share, which represented a 19.6% premium over the stock's closing price of \$2.80 on June 2, 2003.

We urge you to read the documents you have received relating to this purchase offer and to give the matter your full consideration.

Very truly yours,

/s/ Michael Doar

Michael Doar  
Chairman and Chief Executive Officer

NY2:\1281561\01\RG%X01!.DOC\53459.0004