
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

**FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

HENRY SCHEIN, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

11-3136595
(I.R.S. Employer
Identification No.)

135 Duryea Road
Melville, New York
(Address of Principal Executive Offices)

11747
(Zip code)

Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan
(f/k/a Henry Schein, Inc. 2015 Non-Employee Director Stock Incentive Plan, as amended)
and
Henry Schein, Inc. 2024 Stock Incentive Plan
(f/k/a Henry Schein, Inc. 2020 Stock Incentive Plan, as amended)
(Full title of the plan)

Kelly Murphy, Esq.
Senior Vice President and General Counsel
Henry Schein, Inc.
135 Duryea Road
Melville, New York 11747
(Name and address of agent for service)

631-843-5500
(telephone number, including area code, of agent for service)

Copies of all communications to:

Michael E. Ellis, Esq.
Proskauer Rose LLP
Eleven Times Square
New York, New York 10036
212-969-3000

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

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
		Emerging growth company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This registration statement relates to the registration of (i) 275,000 additional shares of common stock, par value \$.01 per share (“Common Stock”), of Henry Schein, Inc. (the “Company” or the “registrant”) reserved for issuance under the Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan, as amended from time to time, f/k/a the Henry Schein, Inc. 2015 Non-Employee Director Stock Incentive Plan (the “2023 Non-Employee Director Plan”), and (ii) 4,800,000 additional shares of Common Stock reserved for issuance under the Henry Schein, Inc. 2024 Stock Incentive Plan, as amended from time to time, f/k/a the Henry Schein, Inc. 2020 Stock Incentive Plan (the “2024 Plan”). Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also covers any additional shares of Common Stock that become issuable under the 2023 Non-Employee Director Plan and the 2024 Plan by reason of any stock dividend, stock split, recapitalization or any other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged.

Pursuant to General Instruction E to Form S-8, the following registration statements on Form S-8 previously filed by the Company with the Securities and Exchange Commission (the “SEC”) are incorporated by reference into this registration statement, except as the same may be modified by the information set forth herein:

<u>File No.</u>	<u>Date</u>
333-31544	April 19, 2000
333-91778	July 2, 2002
333-111914	January 14, 2004
333-164360	January 15, 2010
333-192788	December 12, 2013
333-212994	August 8, 2016
333-253633	February 26, 2021

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Exhibit Number</u>	<u>Description</u>
4.1	Second Amended and Restated Certificate of Incorporation of Henry Schein, Inc. (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on June 1, 2018)
4.2	Fourth Amended and Restated By-Laws of Henry Schein, Inc. (Incorporated by reference to Exhibit 3.1 to our Current Report on Form 8-K filed on March 24, 2023)
5.1	Opinion of Proskauer Rose LLP*
23.1	Consent of BDO USA, P.C.*
23.2	Consent of Proskauer Rose LLP (included in Exhibit 5.1)*
24.1	Powers of Attorney (included on signature page)

- 10.1 [Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan, as amended and restated effective as of May 23, 2023 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 25, 2023\)](#)
- 10.2 [Henry Schein, Inc. 2024 Stock Incentive Plan, as amended and restated effective as of May 21, 2024 \(Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 24, 2024\)](#)
- 107 [Filing Fee Table*](#)

* filed herewith

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Melville, State of New York, on December 13, 2024.

HENRY SCHEIN, INC.

By: /s/ Stanley M. Bergman
Name: Stanley M. Bergman
Title: Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Stanley M. Bergman and Ronald N. South, and each of them, his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to act, without the other, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement on Form S-8 of Henry Schein, Inc., and to file the same, with all exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as full to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed on December 13, 2024, by the following persons in the capacities indicated:

<u>Signatures</u>	<u>Title</u>
<u>/s/ Stanley M. Bergman</u> Stanley M. Bergman	Chairman and Chief Executive Officer (Principal Executive Officer)
<u>/s/ Ronald N. South</u> Ronald N. South	Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)

<u>/s/ Mark E. Mlotek</u> Mark E. Mlotek	Director, Executive Vice President and Chief Strategic Officer
<u>/s/ Mohamad Ali</u> Mohamad Ali	Director
<u>/s/ Deborah Derby</u> Deborah Derby	Director
<u>/s/ Carole T. Faig</u> Carole T. Faig	Director
<u>/s/ Joseph L. Herring</u> Joseph L. Herring	Director
<u>/s/ Kurt P. Kuehn</u> Kurt P. Kuehn	Director
<u>/s/ Philip A. Laskawy</u> Philip A. Laskawy	Director
<u>/s/ Anne H. Margulies</u> Anne H. Margulies	Director
<u>/s/ Carol Raphael</u> Carol Raphael	Director
<u>/s/ Scott Serota</u> Scott Serota	Director
<u>/s/ Bradley T. Sheares, Ph.D.</u> Bradley T. Sheares, Ph.D.	Director
<u>/s/ Reed V. Tuckson, M.D., FACP</u> Reed V. Tuckson, M.D., FACP	Director

December 13, 2024

Henry Schein, Inc.
135 Duryea Road
Melville, New York 11747

Re: Henry Schein, Inc.

Ladies and Gentlemen:

We are acting as counsel to Henry Schein, Inc., a Delaware corporation (the “Company”), in connection with the Registration Statement on Form S-8 (the “Registration Statement”) to be filed by the Company in connection with the registration under the Securities Act of 1933, as amended, of an aggregate of 5,075,000 shares (the “Shares”) of the common stock, par value \$.01, of the Company, with (i) 275,000 of the Shares reserved for issuance under the Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan (formerly known as the Henry Schein, Inc. 2015 Non-Employee Director Stock Incentive Plan, as amended from time to time) (the “2023 Non-Employee Director Plan”), and (ii) 4,800,000 of the Shares reserved for issuance under the Henry Schein, Inc. 2024 Stock Incentive Plan (formerly known as the Henry Schein, Inc. 2020 Stock Incentive Plan, as amended from time to time) (the “2024 Plan” and together with the 2023 Non-Employee Director Plan, the “Plans”).

We have examined and relied upon originals or copies, certified or otherwise authenticated to our satisfaction, of all such corporate records, documents, agreements and instruments relating to the Company, and certificates of public officials and of representatives of the Company, and have made such investigations of law, and have discussed with representatives of the Company and such other persons such questions of fact, as we have deemed proper or necessary as a basis for rendering this opinion.

Based upon and subject to the foregoing, we are of the opinion that the Shares will be, when issued in accordance with the provisions of the Plans and, if applicable, the options granted thereunder (including payment of the option exercise prices provided for therein), validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5.1 to the Registration Statement. In giving the foregoing consent, we do not admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Securities and Exchange Commission promulgated thereunder.

Very truly yours,

/s/ Proskauer Rose LLP

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 28, 2024, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting, of Henry Schein, Inc. (the "Company") appearing in the Company's Annual Report on Form 10-K for the year ended December 30, 2023.

/s/ BDO USA, P.C.

New York, New York
December 13, 2024

Calculation of Filing Fee Tables

Form S-8
(Form Type)

Henry Schein, Inc.
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered ⁽¹⁾	Proposed Maximum Offering Price Per Unit ⁽²⁾	Maximum Aggregate Offering Price ⁽²⁾	Fee Rate	Amount of Registration Fee
Equity	Common Stock, \$0.01 par value per share	457(c) and 457(h)	5,075,000	\$72.57	\$368,292,750	0.00015310	\$56,385.62
Total Offering Amounts							\$56,385.62
Total Fee Offsets							—
Net Fee Due							\$56,385.62

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement also covers an indeterminate number of additional shares of common stock, \$0.01 par value per share (the “Common Stock”) that may be offered or sold pursuant to the Henry Schein, Inc. 2023 Non-Employee Director Stock Incentive Plan (the “2023 Non-Employee Director Plan”) and the Henry Schein, Inc. 2024 Stock Incentive Plan (the “2024 Plan”) which may become issuable by reason of any stock dividend, stock split, recapitalization or any other similar transaction, and any other securities with respect to which the outstanding shares are converted or exchanged, as provided in the 2023 Non-Employee Director Plan or the 2024 Plan.
- (2) The proposed maximum offering price per unit and the maximum aggregate offering prices in Table 1 above are estimated solely for the purposes of determining the amount of the registration fee, pursuant to paragraphs (c) and (h) of Rule 457 under the Securities Act, on the basis of the average of the high and low sale prices of Common Stock as reported on the Nasdaq Global Select Market on December 6, 2024, which is a date within five business days prior to filing.