

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 21, 2019

Henry Schein, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27078
(Commission
File Number)

11-3136595
(IRS Employer
Identification No.)

135 Duryea Road, Melville, New York
(Address of principal executive offices)

11747
(Zip Code)

Registrant's telephone number, including area code: (631) 843-5500

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	HSIC	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

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 13(a) of the Exchange Act.

Item 7.01. Regulation FD Disclosure.

On October 21, 2019, Henry Schein, Inc. (the “Company”) issued a press release stating that the plaintiff has agreed to dismiss the Company with prejudice as a defendant in the opioid litigation involving Summit County, Ohio, presently before the U.S. District Court for the Northern District of Ohio. The Company is also providing the attached Questions and Answers concerning its sale of opioids (the “Q&A”). The press release and Q&A are attached as Exhibit 99.1 and Exhibit 99.2, respectively, to this Current Report on Form 8-K, and are incorporated herein by reference.

The information in this Current Report on Form 8-K (including the exhibits attached hereto) shall not be deemed “filed” for any purpose, including for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section or incorporated by reference into any filing under the Exchange Act or the Securities Act of 1933, as amended, regardless of any general incorporation language in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release dated October 21, 2019](#)

99.2 [Investor Q&A dated October 21, 2019](#)

104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HENRY SCHEIN, INC.

(Registrant)

Date: October 21, 2019

By: /s/ Walter Siegel

Walter Siegel

Senior Vice President and General Counsel

FOR IMMEDIATE RELEASE**HENRY SCHEIN TO BE DISMISSED FROM SUMMIT COUNTY OPIOID LITIGATION*****Company to Make Donation to Establish Pain Management Education Foundation***

MELVILLE, N.Y., October 21, 2019 – Henry Schein, Inc. (Nasdaq: HSIC) announced today that the plaintiff has agreed to dismiss the Company with prejudice as a defendant in the opioid litigation involving Summit County, Ohio, presently before the U.S. District Court for the Northern District of Ohio.

“The opioid crisis is a terrible national tragedy, and all segments of society need to come together to address the crisis,” said Stanley M. Bergman, Chairman of the Board and Chief Executive Officer, Henry Schein, Inc. “We look forward to playing a constructive role in helping to advance solutions that put an end to opioid addiction. Henry Schein will make a \$1 million donation to establish an educational foundation with Summit County to develop best practices regarding the proper use and prescription of opioids.”

Henry Schein, working with Summit County, will make the donation to a Pain Management Education Foundation dedicated to making grants supporting and aggregating research around best practices for pain management, including the prescription of opioids and alternatives, and educating dentists and physicians, clinical associates, patients, and patient networks on those best practices along with the risks of opioid addiction and alternative pain management treatment options for key indications.

Henry Schein will pay \$250,000 of Summit County’s expenses.

About Henry Schein, Inc.

Henry Schein, Inc. (Nasdaq: HSIC) is a solutions company for health care professionals powered by a network of people and technology. With approximately 19,000 Team Schein Members worldwide, the Company’s network of trusted advisors provides more than 1 million customers globally with more than 300 valued solutions that improve operational success and clinical outcomes. Our Business, Clinical, Technology, and Supply Chain solutions help office-based dental and medical practitioners work more efficiently so they can provide quality care more effectively. These solutions also support dental laboratories, government and institutional health care clinics, as well as other alternate care sites.

Henry Schein operates through a centralized and automated distribution network, with a selection of more than 120,000 branded products and Henry Schein private-brand products in stock, as well as more than 180,000 additional products available as special-order items.

A FORTUNE 500 Company and a member of the S&P 500® and the Nasdaq 100® indexes, Henry Schein is headquartered in Melville, N.Y., and has operations or affiliates in 32 countries. The Company’s sales from continuing operations reached \$9.4 billion in 2018, and have grown at a compound annual rate of approximately 13 percent since Henry Schein became a public company in 1995.

Cautionary Note Regarding Forward-Looking Statements

In accordance with the “Safe Harbor” provisions of the Private Securities Litigation Reform Act of 1995, we provide the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. All forward-looking statements made by us are subject to risks and uncertainties and are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These statements are identified by the use of such terms as “may,” “could,” “expect,” “intend,” “believe,” “plan,” “estimate,” “forecast,” “project,” “anticipate,” “to be,” “to make” or other comparable terms. A full discussion of our operations and financial condition, status of litigation matters, including factors that may affect our business and future prospects, is contained in documents we have filed with the United States Securities and Exchange Commission, or SEC, and will be contained in all subsequent periodic filings we make with the SEC. These documents identify in detail important risk factors that could cause our actual performance to differ materially from current expectations.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: effects of a highly competitive and consolidating market; our dependence on third parties for the manufacture and supply of our products; our dependence upon sales personnel, customers, suppliers and manufacturers; our dependence on our senior management; fluctuations in quarterly earnings; risks from expansion of customer purchasing power and multi-tiered costing structures; increases in shipping costs for our products or other service issues with our third-party shippers; general global macro-economic conditions; risks associated with currency fluctuations; risks associated with political and economic uncertainty; disruptions in financial markets; volatility of the market price of our common stock; changes in the health care industry; implementation of health care laws; failure to comply with regulatory requirements and data privacy laws; risks associated with our global operations; transitional challenges associated with acquisitions and joint ventures, including the failure to achieve anticipated synergies; financial risks associated with acquisitions and joint ventures; litigation risks; new or unanticipated litigation developments; the dependence on our continued product development, technical support and successful marketing in the technology segment; our dependence on third parties for certain technologically advanced components; increased competition by third party online commerce sites; risks from disruption to our information systems; cyberattacks or other privacy or data security breaches; certain provisions in our governing documents that may discourage third-party acquisitions of us; and changes in tax legislation. The order in which these factors appear should not be construed to indicate their relative importance or priority.

We caution that these factors may not be exhaustive and that many of these factors are beyond our ability to control or predict. Accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. We undertake no duty and have no obligation to update forward-looking statements.

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INVESTOR Q&A

Introductory statement

As a distributor of opioids – albeit a very small one – Henry Schein has been named in litigation that has resulted from the crisis. What follows is information about our opioid sales, which represent a negligible part of Henry Schein’s business.

Henry Schein has been and remains committed to doing business ethically and responsibly, and this commitment guides our sales of opioids.

Q1. What portion of Henry Schein’s total sales are related to opioids?

Of Henry Schein’s 2018 revenue of \$9.4 billion from continuing operations, sales of opioids represented less than one-tenth of 1 percent. Opioids represent a negligible part of our business.

Q2. How much of Henry Schein’s opioid sales are administered in a medical setting, e.g. injectable medication administered in a dentist’s office or an ambulatory care setting?

The vast majority of opioids we sold in 2018 were as injectable medicine, which is administered by dentists and physicians in their offices. None of the Company’s opioid sales are made directly to patients.

Q3. What is Henry Schein’s share of the opioid market in the United States?

According to the ARCOS data of the U.S. Drug Enforcement Agency, as published on the website of the Washington Post, Henry Schein’s share of the market among drug distributors for the sale of hydrocodone and oxycodone rounds to *zero percent* for the years 2006 through 2012.

Q4. How does Henry Schein determine whether an order is suspicious?

We cannot get into the details, but if our systems detect an order as potentially suspicious, we flag it and then we investigate it. If, after investigation, we remain concerned, we identify the order as suspicious.

Q5. Do you alert the DEA to suspicious orders? And if so, how often?

Yes, but we are not at liberty to discuss the details.

Q6. Have you dropped customers because of suspicious orders?

Yes, but we cannot disclose any details.

Q7. Do you report controlled substances (Level 2 and Level 3), which include opioid sales, to the DEA and any states that require similar reporting?

Yes, we report sales to the appropriate state authorities and to the DEA.

Q8. What is Henry Schein's response to being named as a defendant in opioid litigation?

We intend to defend ourselves vigorously against these actions.

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