

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 11747
516-843-5500

(Address of principal executive offices) (Zip code)

HENRY SCHEIN, INC. 1994 STOCK OPTION PLAN
(Full title of the plan)

Henry Schein, Inc.
135 Duryea Road
Melville, New York 11747
516-843-5500

(Name and address, and telephone number,
including area code, of agent for service)

Copies of all communications to:
Robert A. Cantone, Esq.
Proskauer Rose Goetz & Mendelsohn LLP
1585 Broadway
New York, New York 10036
212-969-3000

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price(2)	Amount of Registration Fee
Common Stock, par value \$.01 per share	678,635 shares	\$13.35	\$9,059,777.00	\$3,124.06

(1) Represents the maximum number of shares of common stock, par value \$.01 per share ("Common Stock"), as to which awards may be granted under the Henry Schein, Inc. 1994 Stock Option Plan, as amended and restated effective as of July 1, 1995 (the "Plan"). Pursuant to Rule

416 promulgated under the Securities Act of 1933, as amended (the "Securities Act"), there are also being registered such additional indeterminate number of shares as may be required to cover possible adjustments under the Plan.

- (2) Computed pursuant to Rule 457(c) promulgated under the Securities Act, based on a price per share of \$4.21 in the case of outstanding options to purchase 221,397 shares of Common Stock at an exercise price of \$4.21 per share, a price per share of \$16.00 in the case of outstanding options to purchase 402,400 shares of Common Stock at an exercise price of \$16.00 per share, a price per share of \$29.00 in the case of outstanding options to purchase 35,000 shares of Common Stock at a price of \$29.00 per share, a price per share of \$31.00 in the case of outstanding options to purchase 10,000 shares of Common Stock at a price of \$31.00 per share and \$36.75 (the average of the high and low sale prices of the Common Stock as reported on the NASDAQ National Market on June 3, 1996) in the case of unissued options to purchase 9,838 shares of Common Stock.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference.

The following documents filed with the Securities and Exchange Commission (the "Commission") by Henry Schein, Inc., a Delaware corporation (the "Corporation" or the "Registrant"), are incorporated herein by reference:

(1) The Corporation's Annual Report filed on Form 10-K for the fiscal year ended December 30, 1995.

(2) The Corporation Quarterly Report on Form 10-Q for the fiscal quarter ended March 30, 1996.

(3) The description of the Corporation's common stock, par value \$.01 per share, contained in the Company's Registration Statement filed on Form 8-A pursuant to Section 12 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").

All documents subsequently filed by the Corporation pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all remaining securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of filing such documents. Any statement in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interest of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Article TENTH of the Corporation's Amended and Restated Certificate of Incorporation provides that the Corporation shall indemnify and hold harmless, to the fullest extent authorized by the Delaware General Corporation Law, its officers and directors against all expenses, liability and loss actually and reasonably incurred in connection with any civil, criminal, administrative or investigative action, suit or proceeding. The Certificate of Incorporation also extends indemnification to those serving at the request of the Corporation as directors, officers, employees or agents of other enterprises.

In addition, Article NINTH of the Corporation's Amended and Restated Certificate of Incorporation provides that no director shall be personally liable for any breach of fiduciary duty. Article NINTH does not eliminate a director's liability (i) for a breach of his or her duty of loyalty to the Corporation or its stockholders, (ii) for acts of intentional misconduct, (iii) under Section 174 of the Delaware General Corporation Law for unlawful declarations of dividends or unlawful stock purchases or redemptions, or (iv) for any transactions from which the director derived an improper personal benefit.

Section 145 of the Delaware General Corporation Law permits a corporation to indemnify its directors and officers against expenses (including attorney's fees), judgments, fines and amounts paid in settlements actually and reasonably incurred by them in connection with any action, suit or proceeding brought by third parties, if such directors or officers acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the corporation and, with respect to any criminal action or proceeding, had no reason to believe their conduct was unlawful. In a derivative action, i.e., one by or in the right of the corporation, indemnification may be made only for expenses actually and reasonably incurred by directors and officers in connection with the defense or settlement of an action or suit, and only with respect to a matter as to which they shall have acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interest of the corporation, except that no indemnification shall be made if such person shall have been adjudged liable to the corporation, unless and only to the extent that the court in which the action or suit was brought shall determine upon application that the defendant officers or directors are reasonably entitled to indemnity for such expenses despite such adjudication of liability.

Section 102(b)(7) of the Delaware General Corporation Law provides that a corporation may eliminate or limit the personal liability of a director to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that such provision shall not eliminate or limit the liability of a director (i) for any breach of the director's duty of loyalty to the corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware General Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit. No such provision shall eliminate or limit the liability of a director for any act or omission occurring prior to the date when such provision becomes effective.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

Exhibit Number -----	Description -----
4.1	Amended and Restated Articles of Incorporation of the Corporation (incorporated by reference to Exhibit 3.1 to the Corporation's Registration Statement on Form S-1 (Registration No. 33-96528))
4.2	Bylaws of the Corporation (incorporated by reference to Exhibit 3.2 to the Corporation's Registration Statement on Form S-1 (Registration No. 33-96528))
5	Opinion of Proskauer Rose Goetz & Mendelsohn LLP
23.1	Consent of BDO Seidman, LLP
23.2	Consent of Proskauer Rose Goetz & Mendelsohn LLP (included in Exhibit 5)
24	Powers of Attorney (included on Page II-5)
99	Henry Schein, Inc. 1994 Stock Option Plan, as amended and restated effective as of July 1, 1995 (incorporated by reference to Exhibit 10.8 to the Corporation's Registration Statement on Form S-1 (Registration No. 33-96528))

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement: (i) to include any prospectus required by Section 10(a)(3) of the Securities Act; (ii) to reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the Registration Statement; and (iii) to include any

material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement; provided, however, that paragraphs (a) (1) (i) and (a) (1) (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at the time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 June 6, 1996.

HENRY SCHEIN, INC.

By: /s/ Stanley M. Bergman

Name: Stanley M. Bergman
Title: Chief Executive Officer and
President

POWERS OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that each person whose signature appears below constitutes and appoints Stanley M. Bergman and Mark E. Mlotek, or either 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 a Registration Statement on Form S-8 of Henry Schein, Inc., and any or all amendments (including post-effective amendments) thereto, relating to the registration, under the Securities Act of 1933, as amended, of shares of Common Stock of the Company to be issued pursuant to the Company's 1994 Stock Option Plan, as amended and restated effective as of July 1, 1995, and to file the same, with all exhibits thereto, and 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, their substitute or substitutes may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

Signatures -----	Title -----	Date -----
/s/ Stanley M. Bergman ----- Stanley M. Bergman	Chairman, Chief Executive Office and President (Principal Executive Officer)	June 6, 1996
/s/ Steven Paladino ----- Steven Paladino	Director, Senior Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	June 6, 1996
/s/ James P. Breslawski ----- James P. Breslawski	Director and Executive Vice President	June 6, 1996
/s/ Gerald A. Benjamin ----- Gerald A. Benjamin	Director and Senior Vice President of Administration and Customer Satisfaction	June 6, 1996
/s/ Leonard A. David ----- Leonard A. David	Director, Vice President of Human Resources and Special Counsel	June 6, 1996
/s/ Mark E. Mlotek ----- Mark E. Mlotek	Director, Vice President, General Counsel and Secretary	June 6, 1996
/s/ Pamela Joseph ----- Pamela Joseph	Director	June 6, 1996
/s/ Marvin H. Schein ----- Marvin H. Schein	Director	June 6, 1996
/s/ Irving Shafran ----- Irving Shafran	Director	June 6, 1996

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June 6, 1996

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

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 with exhibits thereto (the "Registration Statement") filed by the Company under the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder, relating to the registration of 678,635 shares (the "Shares") of common stock, par value \$.01 per share, of the Company. The Shares are to be issued by the Company upon exercise of certain stock options (the "Options") granted and to be granted to certain employees of the Company and its subsidiaries pursuant to the Company's 1994 Stock Option Plan, as amended and restated effective as of July 1, 1995 (the "Plan").

As such counsel, we have reviewed the corporate proceedings in connection with the adoption of the Plan. We have also 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 upon due exercise of options granted under the Plans in accordance with the provisions of the Plan and in accordance with stock option agreements entered into in accordance

with the provisions of the Plan (including payment of the option exercise price provided for therein), legally issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as Exhibit 5 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,

PROSKAUER ROSE GOETZ & MENDELSON LLP

Consent of Independent Certified Public Accountants

Henry Schein, Inc.
Melville, New York

We hereby consent to the incorporation by reference in this registration statement on Form S-8 of our report dated February 23, 1996, relating to the consolidated financial statements of Henry Schein, Inc. and Subsidiaries appearing in the Company's Annual Report on Form 10-K for the year ended December 30, 1995. We also consent to the incorporation by reference of our report on the financial statement schedule appearing in the Company's Annual Report on Form 10-K.

BDO Seidman, LLP

New York, New York
June 6, 1996