SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person [*] Brous David B Jr			2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]	(Check	tionship of Reporting Per (all applicable) Director Officer (give title	son(s) to Issuer 10% Owner Other (specify
	Last) (First) (Middle) C/O HENRY SCHEIN, INC. 35 DURYEA ROAD		3. Date of Earliest Transaction (Month/Day/Year) 03/01/2023	X	below) CEO, Strategic Busi	below)
(Street) MELVILLE (City)	NY (State)	11747 (Zip)	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line) X	ridual or Joint/Group Filing Form filed by One Rep Form filed by More that Person	orting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1150.4)
Common Stock, par value \$0.01 per share	03/01/2023		A		12,861(1)	A	\$0.00	83,450 ⁽²⁾	D	
Common Stock, par value \$0.01 per share								1,051 ⁽³⁾	Ι	By 401(k) plan

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code (8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) (D) Date Exercisable an Expiration Date (Month/Day/Year)		ate	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v				Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Grant of restricted stock units (RSU) pursuant to the Issuer's 2020 Stock Incentive Plan. Subject to certain exceptions, 50% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued perf. of services for the Issuer. 50% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued perf. of services for the Issuer. With respect to the performance-based RSU, if the continued service requirement is satisfied and achievement of the perf. goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below 100% of target (shortfall).

2. Includes shares of Issuer's common stock held in joint tenancy with reporting person's spouse

3. Reflects the reporting person's interest in equivalent shares of Henry Schein common stock held by the unitized stock fund in the Henry Schein, Inc. 401(k) Savings Plan (the "Plan"). The unitized stock fund consists of Henry Schein common stock and cash or cash equivalents. The number of shares attributed to the reporting person as a participant in the Plan and expressed as equivalent shares has been calculated based on the closing price of Henry Schein common stock on March 1, 2023.

Remarks:

<u>/s/ Jennifer Ferrero (as</u> <u>Attorney-in-Fact for David P.</u>

Brous, Jr.)

** Signature of Reporting Person Date

03/03/2023

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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