SEC Form 4	
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FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL
OMB Number: 3235-0287

0.5

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obligations may continue. See Instruction 1(b).

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

of Section 30(1) of the investment company Act of 1940												
1. Name and Address of Reporting Pe		2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]		ationship of Reporting Pe < all applicable)	erson(s) to Issuer							
BERGMAN STANLEY N	<u>vi</u>		X	Director	10% Owner							
(Last) (First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	- x	Officer (give title below)	Other (specify below)							
C/O HENRY SCHEIN, INC.		03/16/2022		Chairman, CEO								
135 DURYEA ROAD												
P		4. If Amendment, Date of Original Filed (Month/Day/Year)		vidual or Joint/Group Filir	ng (Check Applicable							
(Street)			Line)									
MELVILLE NY	11747		X	Form filed by One Re	porting Person							
		_		Form filed by More the Person	an One Reporting							
(City) (State)	(Zip)											

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

Table 1 Non Bernattive Geournes Acquirea, Bisposed of, or Berleholaty Owned												
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)		
Common Stock, par value \$0.01 per share	03/11/2022		G	v	20,385	D	\$0.00 ⁽¹⁾	225,728	D			
Common Stock, par value \$0.01 per share	03/14/2022		G	v	5,850	D	\$0.00 ⁽¹⁾	219,878	D			
Common Stock, par value \$0.01 per share	03/15/2022		G	v	293	D	\$0.00 ⁽¹⁾	219,585	D			
Common Stock, par value \$0.01 per share	03/16/2022		G	v	1,755	D	\$0.00 ⁽¹⁾	217,830	D			
Common Stock, par value \$0.01 per share	03/16/2022		A		36,823(2)	A	\$0.00	254,653	D			
Common Stock, par value \$0.01 per share								544,963	Ι	By Spouse ⁽³⁾		
Common Stock, par value \$0.01 per share								9,418	I	by 401(k) plan ⁽⁴⁾		

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

			(e.g.,	puis,	ount	, wan	unc	, options,	Converta		indes)				
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)		of Derivati Securiti Acquire (A) or Dispose of (D) (I	of Expiration Date Derivative (Month/Day/Year) Securities Acquired		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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy) ⁽⁵⁾	\$86.27	03/16/2022		A		29,579		(6)	03/16/2032	Common Stock, par value \$0.01 per share	29,579	\$0.00	29,579	D	

Explanation of Responses:

1. Gift, not applicable.

2. Grant of restricted stock units (RSU) pursuant to the Issuer's 2020 Stock Incentive Plan. Subject to certain exceptions, 75% 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. 25% 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 that is below 100% of target (shortfall).

3. Represents (i) 204,976 shares held by the Bergman Family 2010 Trust #2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary; (ii) 101 shares held by Mrs. Bergman and (iii) 339,886 shares held by the Bergman Family 2010 Trust #2, LLC of which Marion Bergman, Stanley M. Bergman's wife, is a manager.

4. 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 16, 2022.

5. Acquired pursuant to the Issuer's 2020 Stock Incentive Plan.

6. Subject to certain exceptions, the options will vest in three equal installments on each of the first, second and third anniversary of the grant date, subject to reporting person's continued performance of services for the Issuer.

Remarks:

<u>/s/ Jennifer Ferrero (as</u> <u>Attorney-in-Fact for Stanley M.</u> 03/18/2022 <u>Bergman)</u> ** Signature of Reporting Person Date

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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