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

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

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

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**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. 2020 Stock Incentive Plan**  
(f/k/a the Henry Schein, Inc. 2013 Stock Incentive Plan, as amended)  
(Full title of the plan)

**Walter Siegel, 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)

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*Copies of all communications to:*

**Steven L. Kirshenbaum, Esq.**  
**Proskauer Rose LLP**  
**Eleven Times Square**  
**New York, New York 10036**  
**212-969-3000**

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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   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
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 7(a)(2)(B) of the Securities Act.

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**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(3)
Common Stock, par value \$.01	5,700,000 shares	\$64.96	\$370,272,000	\$40,396.68

- (1) Represents 5,700,000 additional shares of common stock, par value \$.01 per share ("Common Stock"), of Henry Schein, Inc. (the "Company" or the "registrant") that may be issued under the Henry Schein, Inc. 2013 Stock Incentive Plan, as amended, which has been renamed the Henry Schein, Inc. 2020 Stock Incentive Plan, as amended from time to time (the "Plan"). Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement also covers any additional shares of Common Stock that become issuable under the 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.
- (2) Estimated for the sole purpose of determining the registration fee. Pursuant to Rules 457(c) and 457(h) under the Securities Act, the proposed maximum offering price per share is calculated based upon the average of the high and low selling prices per share of Common Stock as reported by the Nasdaq Stock Market on February 22, 2021.
- (3) Pursuant to General Instruction E to Form S-8, a filing fee is only being paid with respect to the registration of 5,700,000 additional shares of Common Stock under the Plan.
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## EXPLANATORY NOTE

Incorporation by Reference. Pursuant to General Instruction E to Form S-8, the following documents 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>
333-05453	June 7, 1996
333-33193	August 8, 1997
333-35144	April 19, 2000
333-91778	July 2, 2002
333-111914	January 14, 2004
333-164360	January 15, 2010
333-192788	December 12, 2013

Registration of Additional Shares of Common Stock Under the Plans. This registration statement relates to the registration of 5,700,000 additional shares of Common Stock reserved for issuance under the Plan.

## PART II

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The contents of the Company's prior registration statements on Form S-8 with the file numbers set forth above, filed with the SEC on the dates set forth above in the section titled "Incorporation by Reference" are incorporated herein by reference, except as the same may be modified by the information set forth herein. In addition, the following documents filed by the Company with the SEC are incorporated by reference in this registration statement:

1. The Company's Annual Report on [Form 10-K](#) for the fiscal year ended December 26, 2020 filed on February 17, 2021;
2. The Company's Current Report on [Form 8-K](#) filed on February 10, 2021;
3. All other reports filed by the Company pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") since the end of the fiscal year ended December 26, 2020; and
4. The description of the Company's Common Stock under the heading "Description of Capital Stock" contained in Amendment No. 1 to the Registration Statement on [Form S-3](#) (Registration No. 333-120246) filed on January 14, 2005, as updated by [Exhibit 4.4](#) to the Company's Annual Report on Form 10-K for the fiscal year ended December 28, 2019 filed on February 20, 2020, together with any amendment or report filed for the purposes of updating such description.

All documents subsequently filed by the Company 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. In no event, however, will any information that the Company discloses under Item 2.02 or Item 7.01 of any Current Report on Form 8-K that the Company may from time to time furnish to the SEC be incorporated by reference into, or otherwise become a part of, this registration statement (including any exhibits included with such information, unless otherwise indicated therein). Any statement contained in any document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for 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 such statement so modified or superseded shall not be deemed to constitute a part of this registration statement, except as so modified or superseded. Any statement contained in a document that is deemed to be incorporated by reference or deemed to be part of this registration statement after the most recent effective date may modify or replace existing statements contained in this registration statement.

#### Item 6. Indemnification of Directors and Officers.

Article TENTH of the Company's Second Amended and Restated Certificate of Incorporation provides that the Company 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 Second Amended and Restated Certificate of Incorporation also extends indemnification to those serving at the request of the Company as directors, officers, employees or agents of other enterprises.

In addition, Article NINTH of the Company's Second 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 Company 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 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, in respect of which such breach of fiduciary duty occurred.

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 reasonable cause 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, despite the adjudication of liability but in view of all the circumstances of the case, the defendant officers or directors are fairly and reasonably entitled to indemnity for such expenses.

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.

The Company is party to indemnification agreements with each of its directors and executive officers (collectively, the "Indemnification Agreements"), which supplement the Company's Second Amended and Restated Certificate of Incorporation and Delaware law in providing certain indemnification rights to these individuals. The Indemnification Agreements provide, among other things, that the Company will indemnify these individuals to the fullest extent permitted by Delaware law and to any greater extent that Delaware law may in the future permit, including the advancement of attorneys' fees and other expenses incurred by such individuals in connection with any threatened, pending or completed action, suit or other proceeding, whether of a civil, criminal, administrative, legislative or investigative nature, relating to any occurrence or event before or after the date of the Indemnification Agreements, by reason of the fact that such individuals are or were directors or officers of the Company, subject to certain exclusions and procedures set forth in the Indemnification Agreements.

**Item 8. Exhibits.**

<u>Exhibit Number</u>	<u>Description</u>
4.1	<a href="#"><u>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)</u></a>
4.2	<a href="#"><u>Second Amended and Restated By-Laws of Henry Schein, Inc. (Incorporated by reference to Exhibit 3.2 to our Current Report on Form 8-K filed on June 1, 2018)</u></a>
5.1	<a href="#"><u>Opinion of Proskauer Rose LLP</u></a>
23.1	<a href="#"><u>Consent of BDO USA, LLP</u></a>
23.2	<a href="#"><u>Consent of Proskauer Rose LLP (included in Exhibit 5.1)</u></a>
24.1	<a href="#"><u>Powers of Attorney (included on signature page)</u></a>
99.1	<a href="#"><u>Henry Schein, Inc. 2020 Stock Incentive Plan (Incorporated by reference to Exhibit 10.1 to our Current Report on Form 8-K filed on May 26, 2020)</u></a>

## 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. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20% change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement.
- (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) of this section do not apply if the registration statement is on Form S-8, and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the SEC by the registrant pursuant to section 13 or section 15(d) of the Exchange Act (15 U.S.C. 78m or 78o(d)) 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 that 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 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to 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 SEC 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

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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, 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 February 26, 2021.

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 Steven Paladino, 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 February 26, 2021, 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/ Steven Paladino</u> Steven Paladino	Director, Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)
<u>/s/ James P. Breslawski</u> James P. Breslawski	Director, Vice Chairman and President of Henry Schein, Inc.

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<u>/s/ Gerald A. Benjamin</u> Gerald A. Benjamin	Director, Executive Vice President and Chief Administrative 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/ Barry J. Alperin</u> Barry J. Alperin	Director
<u>/s/ Paul Brons</u> Paul Brons	Director
<u>/s/ Deborah Derby</u> Deborah Derby	Director
<u>/s/ Shira Goodman</u> Shira Goodman	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

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/s/ E. Dianne Rekow, DDS, Ph.D. Director  
E. Dianne Rekow, DDS, Ph.D.

/s/ Bradley T. Sheares, Ph. D. Director  
Bradley T. Sheares, Ph. D.

February 26, 2021

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 5,700,000 shares (the "Shares") of the common stock, par value \$.01, of the Company reserved for issuance under the Henry Schein, Inc. 2020 Stock Incentive Plan (formerly known as the Henry Schein, Inc. 2013 Stock Incentive Plan, as amended from time to time) (the "Plan").

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 Plan 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**

Henry Schein, Inc.  
Melville, New York

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our reports dated February 17, 2021, relating to the consolidated financial statements and schedule of Henry Schein, Inc. (the “Company”) and the effectiveness of the Company’s internal control over financial reporting, appearing in the Company’s Annual Report on Form 10-K for the year ended December 26, 2020.

/s/ BDO USA, LLP

New York, New York  
February 26, 2021