SEC Form 4

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject t	റ
Section 16. Form 4 or Form 5	0
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

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		n*	2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner					
(Last) (First) (Middle)									
		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/01/2019		Officer (give title below)	Other (specify below)			
135 DURYEA I	ROAD		4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv	idual or Joint/Group Filing	(Check Applicable			
,				Line)					
(Street)				X	Form filed by One Repo	orting Person			
MELVILLE NY 11747		11747			Form filed by More than One Reportin Person				
(City)	(State)	(Zip)							

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)	3. Transa Code (8)					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	03/01/2019		F		1,422(1)	D	\$60.07	17,686 ⁽²⁾	D			
Common Stock, par value \$0.01 per share	03/01/2019		F		1,318 ⁽³⁾	D	\$60.07	16,368	D			

 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)		of		6. Date Exerc Expiration Da (Month/Day/Y	7. Title Amouri Securi Underl Deriva Securi and 4)	nt of ties ying tive ty (Instr. 3	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				

Explanation of Responses:

1. Represents the surrender of shares to the Issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 2, 2018 grant of time-based restricted stock/units. (Actual vesting date of March 2, 2018 was a non-business day so vesting occurred on the preceding business day.)

2. The number of restricted stock/units included in Column 5 of Table 1 was adjusted in connection with the spin-off and subsequent merger of the Issuer's animal health business on February 7, 2019 (the "Spin-Off"). The adjustment reflects the product of (i) the number of restricted stock/unit awards immediately prior to the Spin-Off and (ii) a ratio equal to a fraction, with the numerator equal to the average of the high and low pre-Spin-Off trading prices of the Issuer's common stock on February 6, 2019 (the "Issuer Pre-Spin-Off Price") and the denominator equal to the difference between (A) the Issuer Pre-Spin-Off Price and (B) the product of (x) 0.4 and (y) the average of the high and low trading prices of the common stock of Covetrus, Inc. (the combined company resulting from the Spin-Off) on February 8, 2019, the trading day immediately following the distribution date of the Spin-Off.

3. Represents the surrender of shares to the Issuer to satisfy the reporting person's tax withholding obligation upon the distribution of the reporting person's March 3, 2015 grant of time-based restricted stock/units, which vested on March 3, 2016 but, per the reporting person's election, was deferred until March 3, 2019. (March 3, 2019 was a non-business day, so distribution of the shares was made on the preceding business day.)

Remarks:

<u>/s/ Jennifer Ferrero (as</u>

Brons)

Attorney-in-Fact for Paul

03/05/2019

** 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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.