# SEC Form 4

# FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

## OMB APPROVAL

OMB Number:	3235-0287							
Estimated average burden								
hours per response	. 0.5							

1. Name and Address of Reporting Person <sup>*</sup> BRESLAWSKI JAMES P			2. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC</u> [HSIC]		tionship of Reporting Per all applicable) Director	eporting Person(s) to Issuer e) 10% Owner	
(Last)	(Last) (First) (Middle)		3. Date of Earliest Transaction (Month/Day/Year)	x	Officer (give title below)	Other (specify below)	
C/O HENRY S	CHEIN, INC.	, , ,	03/03/2023		Vice Chairman, I	President	
135 DURYEA	ROAD						
(Street)			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filin	g (Check Applicable	
MELVILLE	NY	11747		X	Form filed by One Rep	orting Person	
					Form filed by More tha Person	n One Reporting	
(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. Transaction Code (Instr. 8)			Acquired (D) (Instr.	(A) or 3, 4 and	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)		(1130. 4)	
Common Stock, par value \$0.01 per share	03/03/2023		A		8,436(1)	Α	\$0.00	244,409	D		
Common Stock, par value \$0.01 per share	03/03/2023		F		11,020(2)	D	\$78.9	233,389	D		
Common Stock, par value \$0.01 per share	03/03/2023		F		2,404 <sup>(3)</sup>	D	\$78.9	230,985	D		
Common Stock, par value \$0.01 per share	03/03/2023		F		5,196 <sup>(4)</sup>	D	\$78.9	225,789	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 Deriv Secu Acqu (A) of Dispo of (D) (Instr	of Expiration		6. Date Exercisable and Expiration Date (Month/Day/Year)		A 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		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 additional shares of the Issuer's common stock issued under the Henry Schein, Inc. 2013 Stock Incentive Plan, (now known as the Henry Schein, Inc. 2020 Stock Incentive Plan) that vested on March 3, 2023 in connection with exceeding the performance target with respect to the reporting person's March 3, 2020 grant of performance-based restricted stock units.

2. 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 3, 2020 grant of performance-based restricted stock units.

3. 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 3, 2021 grant of time-based restricted stock units.

4. 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 5, 2019 grant of time-based restricted stock units. (Actual vesting date of March 5, 2023 was a non-business day so vesting occurred on the preceding business day.)

### **Remarks:**

<u>/s/ Jennifer Ferrero (as</u> <u>Attorney-in-Fact for James</u>

03/07/2023

Breslawski) \*\* 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.