

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

JUNE 18, 2004

0-27078

Date of Report (Date of earliest event reported) (Commission File Number)

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

DELAWARE

11-3136595

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification Number)

135 Duryea Road
Melville, New York
11747

(Address of Principal Executive Offices) (Zip Code)

(631) 843-5500

(Registrant's telephone number, including area code)

ITEM 2. ACQUISITION OR DISPOSITION OF ASSETS

On June 18, 2004, Henry Schein, Inc. acquired all of the outstanding shares of demedis GmbH, (excluding demedis' Austrian operations) and Euro Dental Holding GmbH, which includes DentalMV GmbH ("Muller & Weygandt") and KRUGG S.p.A. Demedis GmbH is a leading full-service distributor of dental consumables and equipment in Germany, Austria, and the Benelux countries. KRUGG S.p.A. is a leading distributor of dental consumable products in Italy and Muller & Weygandt is a leading direct marketing distributor of dental consumable products in Germany. Henry Schein plans to continue the businesses of demedis and Euro Dental Holding in the manner in which they were operated before the acquisition.

Henry Schein will divest Muller & Weygandt as part of its agreement with the German regulatory authorities. This divestiture is expected to occur no later than July 31, 2004. The regulatory authorities are continuing their review regarding the demedis business in Austria, which operates under the Austrodent brand.

Excluding sales for Muller & Weygandt and Austrodent, the combined companies, owned by a consortium of investors led by private equity funds advised by Permira, a European-based private equity firm, recorded net sales of approximately EUR 285 million for the fiscal year ended September 30, 2003.

The purchase price was approximately EUR 255 million, which includes the assumption and repayment of bank debt and excludes transaction costs, and was determined by arm's length negotiations. The purchase price of EUR 255 million does not include proceeds from the divestiture of Muller & Weygandt. Henry Schein financed the acquisition with cash on hand, borrowings under its existing revolving credit facility and the proceeds of a bridge loan in the amount of \$150 million provided by JPMorgan Chase and Lehman Brothers, Inc.

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA FINANCIAL INFORMATION AND EXHIBITS.

(a) Not applicable.

(b) Not applicable.

(c) Exhibits:

- 99.1 Press Release, dated January 8, 2004.
- 99.2 Press Release, dated June 16, 2004.
- 99.3 Press Release, dated June 18, 2004.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Henry Schein, Inc.
(Registrant)

By: /s/ Steven Paladino

Steven Paladino
Executive Vice President, Chief
Financial Officer and Director
(principal financial officer and
accounting officer)

Date: July 2, 2004

EXHIBIT INDEX

DOC. NO.	DOCUMENT DESCRIPTION
99.1	Press Release, dated January 8, 2004.
99.2	Press Release, dated June 16, 2004.
99.3	Press Release, dated June 18, 2004.

FOR: Henry Schein, Inc.
CONTACT: Steven Paladino
Executive Vice President and
Chief Financial Officer
steve.paladino@henryschein.com
(631) 843-5500

Susan Vassallo
Manager, Investor and
Public Relations
susan.vassallo@henryschein.com
(631) 843-5562

FOR IMMEDIATE RELEASE

HENRY SCHEIN EXPANDS INTERNATIONAL PRESENCE THROUGH
ACQUISITION OF LEADING EUROPEAN DENTAL DISTRIBUTORS

- o Synergistic transaction to be accretive immediately upon closing, Company raises 2004 EPS guidance
- o Conference call to be held January 9 at 10 a.m. ET

MELVILLE, N.Y. - JANUARY 8, 2004 - Henry Schein, Inc. (Nasdaq NM: HSIC), the largest provider of healthcare products and services to office-based practitioners in the combined North American and European markets, today announced the signing of agreements to acquire:

- o demedis GmbH, a leading full-service distributor of dental consumables and equipment in Germany, Austria, and the Benelux countries, which will further Henry Schein's strategy to be a full-service, high-value provider of products and services to European dentists; and,
- o Euro Dental Holding GmbH ("EDH"), which includes:
 - o KRUGG S.p.A., Italy's leading distributor of dental consumable products, which will provide Henry Schein entree into Europe's second largest dental market, and further its pan-European strategy; and,
 - o DentalMV GmbH ("Muller & Weygandt"), one of Europe's leading direct marketing distributors of dental consumable products, which will enhance Henry Schein's European direct marketing capabilities.

The combined companies (the "Demedis/EDH Group" or the "Group"), owned by a consortium of investors led by private equity funds advised by Permira, a leading European-based private equity firm, recorded net sales of approximately EUR 400 million for the fiscal year ended September 30, 2003.

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The purchase price for the transaction, payable in cash at the closing, is EUR 255 million and will be paid from existing cash resources and an expanded line of credit. After closing, Henry Schein intends to arrange permanent financing. The transaction is subject to standard closing conditions and regulatory approvals. Lehman Brothers served as advisor to Henry Schein for the acquisition.

"The demedis acquisition will complement our earlier acquisition of Hager Dental, a regional German full-service dental distributor, and will further Henry Schein's expansion as a full-service dental distributor across all of Germany and Austria, and the Benelux countries. Demedis will place us in a stronger position to offer our customers a wide range of products and value-added services, thereby helping them operate more efficient and profitable practices while at the same time delivering the highest level of quality care. Furthermore, the acquisition will provide us with a platform to enhance our position in the dental equipment sales and service arena in Germany and Austria, as well as to enter into this important area in the Benelux countries," said Stanley M. Bergman, Chairman, Chief Executive Officer and President of Henry Schein.

Mr. Bergman continued, "The acquisition of Muller & Weygandt will enhance our European direct marketing capabilities, while KRUGG will provide us with an important point of entry into the Italian dental market. To continue to expand our pan-European presence, we will apply the best practices of Henry Schein and the Group across all of Europe, with the goal of replicating the success we have achieved in the United States and Canada."

Henry Schein plans to keep its operations, as well as the Group's operations, intact by continuing to conduct business under the companies' various brands and retain both management teams under the leadership of Michael Zack, Senior Vice President of Henry Schein's International Group. Norbert Orth who has served as Chief Executive Officer of the Group since 2000, will continue to be responsible for the Group's operations in Germany, Austria, Italy, and the Benelux countries, and will assume responsibility for existing Henry Schein operations in Germany and Austria, as well as in Eastern Europe. Robert Minowitz, who currently manages Henry Schein's European business, will continue to be responsible for Henry Schein's existing operations in other European countries, including the United Kingdom, Ireland, France, Spain, Portugal and the Benelux countries.

Customers of demedis, Muller & Weygandt and KRUGG will enjoy the same high levels of service and selection to which they have become accustomed, and should expect to see enhancements in both areas through Henry Schein's expertise and industry knowledge.

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"Speaking on behalf of our management team, we are extremely pleased and proud to be joining Henry Schein, a highly regarded, worldwide industry leader. We are poised for further success and are confident that we will achieve it as part of Henry Schein," said Mr. Orth. "Through Henry Schein's resources, we will have the opportunity to expand our customer base and further strengthen the relationships we enjoy with our dental customers and the manufacturers whose products we represent."

Over the next few years, Henry Schein anticipates that it will realize operational efficiencies from the acquisition, in particular in distribution, purchasing, information technology, and financial and administrative functions.

ABOUT THE DEMEDIS/EDH GROUP

Based in Langen, Germany, located outside Frankfurt, the Group recorded net sales of approximately EUR 400 million for the fiscal year ended September 30, 2003, with approximately 65 percent of those sales occurring in Germany, 14 percent in Italy, 12 percent in Austria, and nine percent in the Benelux countries.

The Group serves more than 75,000 customers through over 1,350 employees, including regional field sales consultants, telesales representatives, and equipment service technicians. This acquisition will enhance Henry Schein's current European sales force, and significantly add to its existing International customer base of over 170,000.

2004 FINANCIAL GUIDANCE

The acquisition is expected to be accretive immediately upon closing. The operating margin of the Demedis/EDH Group is expected to be in the range of 5% to 6%. Additionally, annual operating margin expansion of at least 30 to 50 basis points is expected, consistent with the goals for the entire Henry Schein organization. Assuming the transaction closes by the end of the second quarter of 2004, Henry Schein expects full-year 2004 earnings per diluted share of \$3.57 to \$3.63. The Company notes that this 2004 EPS guidance is for current operations, including previously announced transactions which have already closed, and does not include the impact of potential future acquisitions.

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CONFERENCE CALL

The Company will hold a conference call to discuss this announcement on January 9 at 10 a.m. ET. Individual investors are invited to listen to the conference call over the Internet through Henry Schein's Web site at www.henryschein.com. In addition, a replay will be available beginning shortly after the call has ended.

ABOUT HENRY SCHEIN

Henry Schein, Inc. is the largest distributor of healthcare products and services to office-based practitioners in the combined North American and European markets. Recognized for its excellent customer service and low prices, the Company's four business groups--Dental, Medical, International and Technology--serve more than 400,000 customers worldwide, including dental practices and laboratories, physician practices and veterinary clinics, as well as government and other institutions.

The Company's sales reached a record \$3.1 billion for the twelve months ended September 27, 2003. With a presence in 14 countries, Henry Schein's International Group posted sales of over \$500 million for the same period.

The Company operates through a centralized and automated distribution network, which provides customers in more than 125 countries with a comprehensive selection of over 90,000 national and Henry Schein private-brand products.

Henry Schein also offers a wide range of innovative value-added practice solutions, including such leading practice management software systems as DENTRIX(R) and Easy Dental(R) for dental practices, and AVImark(R) for veterinary clinics, which are installed in over 50,000 practices; and Aruba(R), Henry Schein's electronic catalog and ordering system.

Headquartered in Melville, N.Y., Henry Schein employs over 7,400 people in 16 countries. For more information, visit the Henry Schein Web site at www.henryschein.com.

Certain information contained herein includes information that is forward-looking. The matters referred to in forward-looking statements may be affected by the risks and uncertainties involved in the Company's business. These forward-looking statements are qualified in their entirety by the cautionary statements contained in the Company's Securities and Exchange Commission filings.

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CONTACT: Steven Paladino
Executive Vice
President and Chief
Financial Officer
stepal@henryschein.com
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Director, Public Relations
svassa@henryschein.com
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FOR IMMEDIATE RELEASE

HENRY SCHEIN ACQUISITION OF THE DEMEDIS GROUP
CLEARED TO CLOSE

MELVILLE, N.Y. - JUNE 16, 2004 - Henry Schein, Inc. (Nasdaq NM: HSIC), the largest provider of healthcare products and services to office-based practitioners in the combined North American and European markets, today announced that regulatory authorities in Germany have cleared the Company's acquisition of demedis GmbH and Euro Dental Holding GmbH ("the demedis Group"), which includes DentalMV GmbH ("Muller & Weygandt") and KRUGG S.p.A. Henry Schein expects this transaction to close by next week. As part of the Company's agreement with the German regulatory authorities, Henry Schein has committed to divest Muller & Weygandt, a direct marketing distributor of consumable dental supplies with net sales of approximately EUR 70 million for the fiscal year ended September 30, 2003. The divestiture is expected to be completed shortly after closing.

Henry Schein is now positioned to complete the acquisition of demedis GmbH, the leading full-service distributors of dental consumables and equipment in Germany and the Benelux countries, which will further Henry Schein's strategy to be a full-service, high-value provider of products and services to European dentists. In addition, Henry Schein is in position to complete the acquisition of KRUGG, Italy's leading distributor of dental consumable products, which will provide Henry Schein entree into Europe's second largest dental market and further its Pan-European strategy. For the fiscal year ended September 30, 2003, the demedis and KRUGG businesses had aggregate sales of over EUR 285 million.

Henry Schein noted that this transaction has been previously approved by regulatory authorities in Italy, and did not require regulatory approval in the Benelux countries. The Company also commented that review by the Austrian regulatory authorities continues. Demedis GmbH in Austria operates under the Austrodent brand.

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"It is rare to identify such a sizeable, excellent opportunity as the demedis full-service dental distribution businesses in Germany and the Benelux countries. The demedis full-service businesses in these countries complements Henry Schein's full-service dental consumables and equipment businesses in Europe and North America. The KRUGG direct marketing dental and veterinary business in Italy is of strategic importance as it enables Henry Schein to enter this key market. We are delighted to be nearing the closing of this important strategic acquisition," said Stanley M. Bergman, Chairman, Chief Executive Officer and President of Henry Schein.

"As reported when we first announced this transaction, we plan to continue to conduct business in Europe under the acquired companies' various brands, and to retain the demedis and KRUGG management teams under the leadership of Michael Zack, Senior Vice President of Henry Schein's International Group," added Mr. Bergman.

The Company also noted that Norbert Orth who has served as Chief Executive Officer of the demedis Group since 2000, will continue to be responsible for the demedis Group operations in Germany, Austria, Italy, and the Benelux countries, and will assume responsibility for existing Henry Schein operations in Germany and Austria, as well as in Eastern Europe. Robert Minowitz, who currently manages Henry Schein's European business, will continue to be responsible for Henry Schein's existing operations in the United Kingdom, Ireland, France, Spain, Portugal and the Benelux countries.

Mr. Bergman concluded, "We very much look forward to the future benefits this new transaction will bring for Henry Schein, including strong operating income growth, and for our customers who will enjoy the same high levels of service and product selection to which they have become accustomed. In addition, our existing and new customers will benefit from the combination of expertise and industry knowledge of the demedis Group and Henry Schein."

2004 EPS GUIDANCE

Based on these developments, the Company expects full-year 2004 earnings per diluted share of \$3.55 to \$3.61. This represents growth of 15% to 17% compared with 2003 results from continuing operations on a comparable basis. The Company noted that this 2004 EPS guidance is for current operations, including the acquisitions of demedis and KRUGG, and does not include the impact of other potential future acquisitions.

ABOUT DEMEDIS AND KRUGG

Based in Langen, Germany, located outside Frankfurt, demedis and its Italian affiliate, KRUGG, based in Milan, Italy, serve more than 75,000 customers through over 1,200 employees, including regional field sales consultants, telesales representatives and equipment service technicians. This acquisition will enhance Henry Schein's current European sales force, and significantly add to its existing International customer base of over 170,000.

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ABOUT HENRY SCHEIN

Henry Schein, Inc., a Fortune 500(R) company, is the largest distributor of healthcare products and services to office-based practitioners in the combined North American and European markets. Recognized for its excellent customer service and highly competitive prices, the Company's four business groups - Dental, Medical, International and Technology - serve more than 425,000 customers worldwide, including dental practices and laboratories, physician practices and veterinary clinics, and government and other institutions.

The Company's sales reached a record \$3.4 billion in 2003. With a presence in 14 countries, Henry Schein's International Group posted record sales of \$577 million in 2003, up 32% in U.S. dollars and up 13% in local currencies compared with 2002.

The Company operates through a centralized and automated distribution network that serves customers in more than 125 countries. The Company offers a comprehensive selection of over 90,000 national and Henry Schein private-brand products.

Henry Schein also offers a wide range of innovative value-added practice solutions, including such leading practice management software systems as DENTRIX(R) and Easy Dental(R) for dental practices, and AVImark(R) for veterinary clinics, which have been installed in over 50,000 practices; and Aruba(R), Henry Schein's electronic catalog and ordering system.

Headquartered in Melville, N.Y., Henry Schein employs nearly 8,000 people in 16 countries. For more information, visit the Henry Schein Web site at www.henryschein.com.

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HENRY SCHEIN COMPLETES DEMEDIS GROUP ACQUISITION

MELVILLE, N.Y. - JUNE 18, 2004 - Henry Schein, Inc. (Nasdaq NM: HSIC), the largest provider of healthcare products and services to office-based practitioners in the combined North American and European markets, today announced that it has closed on its acquisition of demedis GmbH, excluding its Austrian operations; and Euro Dental Holding GmbH ("the demedis Group"), which includes DentalMV GmbH ("Muller & Weygandt") and KRUGG S.p.A.

As previously reported, Henry Schein will divest Muller & Weygandt as part of its agreement with the German regulatory authorities. This divestiture is expected to close shortly. Also as previously reported, review by regulatory authorities continues regarding the demedis business in Austria, which operates under the Austrodent brand. The combined sales for the acquired companies exceeded EUR 285 for the fiscal year ended September 30, 2003, excluding sales for Muller & Weygandt and Austrodent.

"The demedis full-service businesses in Germany and the Benelux countries; and KRUGG, the direct marketing dental and veterinary business in Italy are each leading dental distributors in their respective markets and hold important strategic significance as we further implement our pan-European business model. This transaction offers significant opportunity for Henry Schein as it nearly doubles sales of our International Group and further strengthens our platform to serve the European office-based practitioner market," said Stanley M. Bergman, Chairman, Chief Executive Officer and President of Henry Schein.

ABOUT DEMEDIS AND KRUGG

Based in Langen, Germany, located outside Frankfurt, demedis and KRUGG, its Italian affiliate based in Milan, Italy, serve more than 75,000 customers through over 1,200 employees, including regional field sales consultants, telesales representatives and equipment service technicians. This acquisition will enhance Henry Schein's current European sales force, and significantly add to its existing International customer base of over 170,000.

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