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

	ess of Reporting P		2. Issuer Name and Ticker or Trading Symbol HENRY SCHEIN INC [HSIC]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
BENJAMIN	I GERALD A	7		X	Director	10% Owner			
P			—		Officer (give title	Other (specify			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		below)	below)			
			03/02/2021		EVP, Chief Adm	in. Officer			
135 DURYEA	ROAD								
k			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indi	vidual or Joint/Group Fili	ng (Check Applicable			
(Street)				Line)					
MELVILLE	NY	11747		X	Form filed by One Re	porting Person			
- P			—		Form filed by More th Person	an One Reporting			
(City)	(State)	(Zip)		1					

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)	, Transaction Dispose Code (Instr. 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 (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	03/02/2021		D		12,848	D	\$0.00	101,241	D		
Common Stock, par value \$0.01 per share	03/02/2021		F		1,119 ⁽¹⁾	D	\$62.92	100,122	D		
Common Stock, par value \$0.01 per share								5,787	Ι	by 401(k) plan ⁽²⁾	

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 Expiration		Expiration Da	Expiration Date (Month/Day/Year)		e and Int of rities rlying ative rity (Instr. 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 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 performance-based restricted stock/units.

2. 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 2, 2021.

Remarks:

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

Attorney-in-Fact for Gerald A. 03/04/2021 Benjamin)

** 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.