
**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**

Date of Report (Date of earliest event reported): May 15, 2012

Henry Schein, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-27078
(Commission
File Number)

11-3136595
(I.R.S. Employer
Identification No.)

135 Duryea Road, Melville, New York
(Address of principal executive offices)

11747
(Zip Code)

Registrant's telephone number, including area code: (631) 843-5500

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On May 15, 2012, Henry Schein, Inc. (the “Company”) held its Annual Meeting of Stockholders (the “Annual Meeting”). At the Annual Meeting, stockholders approved, among other things, a proposal to amend Article SIXTH(B) of the Company’s Amended and Restated Certificate of Incorporation, as amended (the “Certificate of Incorporation”), to eliminate plurality voting in the election of directors, and instead provide that the Company’s Amended and Restated By-laws, as amended (the “By-laws”), may establish alternative procedures for the election of directors (the “Charter Amendment”).

Article SIXTH(B) of the Certificate of Incorporation previously provided that directors would be elected by the affirmative vote of a plurality of the shares voted at a stockholder meeting; that is, a director nominee who received the highest number of affirmative votes cast would be elected, whether or not such votes constituted a majority including withheld votes. Following approval at the Annual Meeting, the Charter Amendment became effective on May 16, 2012, upon its filing with the Secretary of State of the State of Delaware.

On May 15, 2012, following approval of the Charter Amendment at the Annual Meeting, the Board of Directors of the Company (the “Board”) approved an amendment to the By-Laws (the “By-law Amendment”), effective upon the filing of the Charter Amendment with the Secretary of State, to provide that director nominees in a non-contested election will be elected by a majority vote. Under this provision, each vote will be specifically counted “for” or “against” the director’s election. An affirmative majority of the total number of votes cast “for” a director nominee will now be required for election. Director nominees in contested elections will continue to be elected by plurality vote. An election will be considered contested if there are more nominees for election than positions on the Board to be filled.

In connection with the foregoing, the Board also adopted a director resignation policy consistent with the majority vote standard, so that an incumbent director who does not receive the requisite affirmative majority of the votes cast for his or her re-election will be required to promptly tender his or her resignation to the Board, subject to acceptance by the Board. The Nominating and Governance Committee of the Board would then make a recommendation to the Board as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board would act on the tendered resignation, taking into account the Nominating and Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Governance Committee in making its recommendation and the Board in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Governance Committee or the decision of the Board with respect to his or her resignation.

The foregoing description of the Charter Amendment and the By-law Amendment is qualified in its entirety by reference to the Charter Amendment attached hereto as Exhibit 3.1 and the By-law Amendment attached hereto as Exhibit 3.2, each of which is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Annual Meeting, stockholders considered: (1) the election of the thirteen directors of the Company for terms expiring in 2013; (2) a proposal to approve the Charter Amendment; (3) a proposal to consider approval, by non-binding vote, of the 2011 compensation paid to the Company’s Named Executive Officers (as defined in the Company’s Proxy Statement dated April 2, 2012),

known as the “say-on-pay” proposal; and (4) the ratification of the selection of BDO USA, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 29, 2012. The voting results at the Annual Meeting, with respect to each of the matters described above, were as follows:

1. The thirteen directors were elected based upon the following votes:

	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Stanley M. Bergman	72,498,710	3,522,438	4,804,050
Gerald A. Benjamin	73,407,450	2,613,698	4,804,050
James P. Breslawski	73,409,868	2,611,280	4,804,050
Mark E. Mlotek	73,409,906	2,611,242	4,804,050
Steven Paladino	67,962,844	8,058,304	4,804,050
Barry J. Alperin	73,350,735	2,670,413	4,804,050
Paul Brons	75,277,786	743,362	4,804,050
Donald J. Kabat	74,062,114	1,959,034	4,804,050
Philip A. Laskawy	61,733,623	14,287,525	4,804,050
Karyn Mashima	73,638,817	2,382,331	4,804,050
Norman S. Matthews	75,139,140	882,008	4,804,050
Bradley T. Sheares, Ph.D.	75,229,153	791,995	4,804,050
Louis W. Sullivan, M.D.	74,472,514	1,548,634	4,804,050

2. The proposal to amend the Company’s Amended and Restated Certificate of Incorporation, as amended, was approved based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
75,936,822	54,257	30,069	4,804,050

3. The 2011 compensation paid to the Company’s Named Executive Officers, known as the “say-on-pay” proposal, was approved, by non-binding vote, based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
73,551,916	2,045,439	423,793	4,804,050

4. The independent registered public accounting firm for the fiscal year ending December 29, 2012 was ratified based upon the following votes:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
80,151,072	642,089	32,037

Item 9.01. Financial Statements and Exhibits

- (d) Exhibits:

- 3.1 Certificate of Amendment of Amended and Restated Certificate of Incorporation of Henry Schein, Inc.
3.2 Amendment to the Amended and Restated By-Laws of Henry Schein, Inc.

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)

Date: May 16, 2012

By: /s/ Michael S. Ettinger
Michael S. Ettinger
Senior Vice President and General Counsel

**CERTIFICATE OF AMENDMENT
OF
AMENDED AND RESTATED
CERTIFICATE OF INCORPORATION
OF
HENRY SCHEIN, INC.**

The undersigned corporation (the "Corporation"), in order to amend its Amended and Restated Certificate of Incorporation, hereby certifies as follows:

FIRST: The name of the Corporation is **HENRY SCHEIN, INC.**

SECOND: The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by striking out Article SIXTH thereof in its entirety and by substituting in lieu of said Article the following new Article:

SIXTH:

A. Except as otherwise provided by law, at any annual or special meeting of stockholders only such business shall be conducted as shall have been properly brought before the meeting in accordance with the provisions of this Amended and Restated Certificate of Incorporation and the By-Laws of the Corporation. In order to be properly brought before the meeting, such business must have either been (a) specified in the written notice of the meeting (or any supplement thereto) given to stockholders of record on the record date for such meeting by or at the direction of the Board of Directors, (b) brought before the meeting at the direction of the Board of Directors or the Chairman of the meeting, or (c) specified in a written notice given by or on behalf of a stockholder of record on the record date for such meeting entitled to vote thereat or a duly authorized proxy for such stockholder, in accordance with all of the following requirements. A notice referred to in clause (c) of this Paragraph A must be delivered personally to, or mailed to and received at, the principal executive office of the Corporation, addressed to the attention of the Secretary of the Corporation, in the case of business to be brought before a special meeting of stockholders, not more than ten (10) days after the date of the initial notice referred to in clause (a) of this Paragraph A, and, in the case of business to be brought before an annual meeting of stockholders, not less than ten (10) days prior to the first anniversary date of the initial notice referred to in clause (a) of this Paragraph A of the previous year's annual meeting; provided, however, that such notice shall not be required to be given more than seventy-five (75) days prior to an annual meeting of stockholders. Such notice referred to in clause (c) of this Paragraph A shall set forth (i) a full description of each such item of business proposed to be brought before the meeting, (ii) the name and address of the person proposing to bring such business before the meeting, (iii) the class and number of shares held of record, held beneficially and represented by proxy by such person as of the record date for the meeting (if such date has then been made publicly available) and as of the date of such notice, (iv) if any item of such business involves a nomination for director(s), all information regarding each such nominee that would be required to be set forth in a definitive proxy statement filed with the Securities and Exchange

Commission pursuant to Section 14 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or any successor thereto, and the written consent of each such nominee to serve if elected, and (v) if applicable, all other information that would be required to be filed with the Securities and Exchange Commission if, with respect to the business proposed to be brought before the meeting, the person proposing such business were a participant in a solicitation subject to Section 14 of the Exchange Act, or any successor thereto. No business shall be brought before any annual or special meeting of stockholders of the Corporation otherwise than as provided in this Paragraph A.

B. The annual meeting of stockholders of the Corporation for the election of directors and the transaction of such other business as may be properly brought before such meeting in accordance with this Amended and Restated Certificate of Incorporation shall be held at such hour and on such business day in each year as may be determined by resolution adopted by the affirmative vote of a majority of the entire Board of Directors. Special meetings of stockholders may be called at any time only at the direction of the Chairman of the Board of Directors or by resolution adopted by the affirmative vote of a majority of the entire Board of Directors, or by stockholders holding more than 10% of the outstanding shares entitled to vote in the election of directors. Annual and special meetings of stockholders shall not be called or held otherwise than as herein provided. Except as otherwise provided by law or by this Amended and Restated Certificate of Incorporation, at any meeting of stockholders of the Corporation, the presence in person or by proxy of the holders of a majority in voting power of the outstanding stock of the Corporation entitled to vote shall constitute a quorum for the transaction of business brought before the meeting in accordance with this Amended and Restated Certificate of Incorporation and, a quorum being present, the affirmative vote of the holders of a majority of the shares of stock of the Corporation present in person or represented by proxy and entitled to vote shall be required to effect action by stockholders; provided, however, that the By-laws of the Corporation may establish alternative procedures for the election of directors, as permitted by law. Election of directors need not be by written ballot. At every meeting of stockholders, the Chairman of the Board of Directors, or, in the absence of such officer, the President, and in the absence of the Chairman of the Board of Directors and the President, such officer or other person as shall be designated in accordance with the By-laws of the Corporation, shall act as Chairman of the meeting. The Chairman of the meeting shall have sole authority to prescribe the agenda and rules of order for the conduct of each meeting of stockholders and to determine all questions arising thereat relating to the order of business and the conduct of the meeting, except as otherwise required by law.

THIRD: The written amendment effected herein was authorized by a majority of all of the outstanding shares entitled to vote thereon pursuant to Section 242 of the General Corporation Law of the State of Delaware.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be executed on its behalf this 15th day of May, 2012.

HENRY SCHEIN, INC.

By: /s/ Stanley M. Bergman

Name: Stanley M. Bergman

Title: Chairman and Chief Executive Officer

**AMENDMENT
TO
AMENDED AND RESTATED BY-LAWS
OF
HENRY SCHEIN, INC.**

The Amended and Restated By-Laws of Henry Schein, Inc. (the “Corporation”), as amended, are hereby amended as follows:

1. Section 2 of ARTICLE II thereof is deleted in its entirety and the following new Section 2 is inserted in lieu thereof:

“Section 2. Voting. Except as otherwise required by the Corporation’s Restated Certificate of Incorporation, each stockholder entitled to vote at a meeting shall be entitled to one vote for each share of stock held by such stockholder. A stockholder may vote in person or by proxy; provided, however, that no proxy shall be voted after three (3) years from its date unless such proxy provides for a longer period. Directors shall be elected in accordance with Article III Section 1. of these By-Laws. All other action shall be authorized by the affirmative vote of the majority of shares present in person or represented by proxy at the meeting and entitled to vote on the subject matter, except as otherwise provided by law or by the Corporation’s Restated Certificate of Incorporation.”

2. Section 1 of ARTICLE III thereof is deleted in its entirety and the following new Section 1 is inserted in lieu thereof:

“Section 1. Number and Term. The business and affairs of the Corporation shall be managed by its Board of Directors. Subject to the provisions of the Corporation’s Restated Certificate of Incorporation, the number of directors constituting the Board of Directors shall be determined from time to time by resolution of the Board of Directors. Except as provided in Section 3 of this Article, each director shall be elected by the vote of the majority of the votes cast with respect to that director’s election at any meeting for the election of directors at which a quorum is present, provided that if the number of nominees exceeds the number of directors to be elected, the directors shall be elected by the vote of a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. For purposes of this section, a majority of the votes cast means that the number of shares voted “for” a director must exceed the number of votes cast “against” that director. If a nominee for director is not elected and the nominee is an incumbent director, that director shall promptly tender his or her resignation to the Board of Directors, subject to acceptance by the Board of Directors. The Nominating and Corporate Governance Committee will make a recommendation to the Board of Directors as to whether to accept or reject the tendered resignation, or whether other action should be taken. The Board of Directors will act on the tendered resignation, taking into account the Nominating and Corporate Governance Committee’s recommendation, and publicly disclose (by a press release, a filing with the Securities and Exchange Commission or other broadly disseminated means of communication) its decision regarding the tendered resignation and the rationale behind the decision within 90 days from the date of the certification of the election results. The Nominating and Corporate Governance Committee in making its recommendation and the Board of

Directors in making its decision may each consider any factors or other information that they consider appropriate and relevant. The director who tenders his or her resignation will not participate in the recommendation of the Nominating and Corporate Governance Committee or the decision of the Board of Directors with respect to his or her resignation.

If a director's resignation is accepted by the Board of Directors pursuant to this By-Law, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board of Directors may fill the resulting vacancy pursuant to the provisions of Section 3 of this Article or may decrease the size of the Board of Directors pursuant to the provisions of this Section and the Corporation's Restated Certificate of Incorporation.

Subject to the provisions of the Corporation's Restated Certificate of Incorporation, the directors shall be elected at the annual meeting of the stockholders and each director shall be elected to serve until his or her successor shall be elected and qualified. Directors need not be stockholders of the Corporation."

3. Section 2 of ARTICLE III thereof is deleted in its entirety and the following new Section 2 is inserted in lieu thereof:

"Section 2. Resignation. Any director may resign at any time by delivering his or her written resignation which shall specify whether it will be effective at a particular time, upon receipt by the President or the Secretary of the Corporation or at the pleasure of the Board of Directors, and if no time be specified at the time of its receipt by the President or the Secretary of the Corporation. The acceptance of a resignation shall not be necessary to make it effective."

As amended herein, the Amended and Restated By-Laws of the Corporation are hereby ratified and confirmed and shall continue in full force and effect.