

**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): December 12, 2023

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
(IRS 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$.01 per share	HSIC	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Appointment of Carole T. Faig as a Director

On December 13, 2023, upon the recommendation of the Nominating and Governance Committee of the Board of Directors (the “Board”) of Henry Schein, Inc. (the “Company”), the Board increased the size of the Board to fifteen directors and appointed Carole T. Faig as a new independent director to fill the resulting vacancy, effective immediately.

Prior to retiring in July 2021, from her 38-year career at Ernst & Young LLP (EY), Ms. Faig served in several leadership roles, including U.S. Health Leader and West Region Health and Life Sciences Leader, where she was responsible for developing and driving EY’s strategy to grow its health care practice in a rapidly changing environment.

On December 18, 2023, the Company issued a press release announcing the appointment of Ms. Faig to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Amendment Number Four to the Henry Schein, Inc. Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2014

On December 12, 2023, the Compensation Committee of the Board approved Amendment Number Four to the Henry Schein, Inc. Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2014, as subsequently amended (the “Amendment”), effective as of January 1, 2024, to permit joint ventures and other entities owned 50% or more by the Company or its controlled group members to become participating employers in such Plan, subject to approval by the Company.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, which is attached as Exhibit 10.1 and incorporated herein by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

- 10.1 [Amendment Number Four to the Henry Schein, Inc. Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2014](#)
- 99.1 [Press Release dated December 18, 2023](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: December 18, 2023

By: /s/ Walter Siegel
Walter Siegel
Senior Vice President and Chief Legal Officer
(Authorized Signatory)

**AMENDMENT NUMBER FOUR
TO THE
HENRY SCHEIN, INC.
SUPPLEMENTAL EXECUTIVE RETIREMENT PLAN
AMENDED AND RESTATED EFFECTIVE AS OF JANUARY 1, 2014**

WHEREAS, Henry Schein, Inc. (the "Company") maintains the Henry Schein, Inc. Supplemental Executive Retirement Plan, amended and restated effective as of January 1, 2014, and as subsequently amended (the "Plan");

WHEREAS, pursuant to Section 16 of the Plan, the Board of Directors of the Company (the "Board") or an authorized committee may amend the Plan;

WHEREAS, pursuant to the Charter of the Compensation Committee of the Board (the "Committee"), the Committee is authorized to amend the Plan; and

WHEREAS, the Committee wishes to amend the Plan to permit joint ventures that are not in the Company's controlled group, but are owned at least 50% by members of the Company's controlled group, to participate in the Plan, provided such participation is approved by the Board, the Committee or another authorized committee.

NOW, THEREFORE, the Plan is hereby amended, effective as of January 1, 2024, as follows:

1. Section 1(b) of the Plan is hereby amended in its entirety to read as follows:

"(b) '**Associated Company**' means such corporations and other entities presently or in the future existing, which are (i) members of the controlled group that includes the Company or are under common control with the Company, during such periods as such corporations or entities are members of such controlled group, as such terms are defined in Section 414 of the Code, except such definition shall be modified as permitted by Treasury Regulation § 1.409A-1(h)(3) to replace "at least 80 percent" with "at least 50 percent" for purposes of applying Code Section 1563(a)(i) (2) and (3) and in applying Treasury Regulation § 414(c)-2 for purposes of determining whether a trade or business is under common control; and (ii) any other entity required to be aggregated with the Company pursuant to Section 414(m) or (o) of the Code, but only during the period the entity is required to be so aggregated. Notwithstanding the foregoing, with respect to the Legacy Account (formerly known as the ESOP Supplemental Account), Associated Company means any entity described above and any corporation that is a member of the same controlled group of corporations with the Company, as defined in Section 409(1)(4) of the Code."

2. Section 1(s) of the Plan is hereby amended in its entirety to read as follows:

"(s) '**Employer**' means the Company and any Associated Company is approved as a participating employer hereunder by the Board or Committee (and not removed or withdrawn pursuant to Section 16A).

3. Section 16 (Amendment or Termination of Plan) of the Plan is hereby amended to remove the last three sentences:

4. A new Section 16A of the Plan is added to the Plan to read as follows:

“16A. **Withdrawal or Removal of an Employer.** Each Employer may withdraw from this Plan at any time, in which case it shall be deemed to maintain a separate plan for Participants who are its employees identical to this Plan except that such Employer shall be deemed to be the Company for all purposes. Each Employer shall be liable for the vested obligations hereunder with respect to its employees.

Notwithstanding anything in this Plan to the contrary, if an Associated Company that was previously approved by the Board or Committee as a participating Employer and meets the definition of Associated Company only by substituting “at least 50 percent” for “at least 80 percent” for purposes of applying Code Section 1563(a)(i)(2) and (3) and in applying Treasury Regulation § 1.414(c)-2 for purposes of determining whether a trade or business is under common control, then the Board or Committee may revoke such approval and the Associated Company will be removed as an Employer under the Plan for purposes of prospective deferrals unless and until the Board or Committee subsequently approves the Associated Company as a participating Employer again. Upon such a removal or any time thereafter, the Board or Committee may, but is not required to, elect to treat the Employer as withdrawn from the Plan, in which case the Employer shall be deemed to maintain a separate plan as set forth in the paragraph above.

* * *

IN WITNESS WHEREOF, this amendment has been executed this 12th day of December, 2023.

HENRY SCHEIN, INC.

By: /s/ Lorelei McGlynn

Title: Senior Vice President and Chief Human Resources
Officer

HENRY SCHEIN APPOINTS CAROLE T. FAIG AS NEW INDEPENDENT DIRECTOR

MELVILLE, N.Y., December 18, 2023 — Henry Schein, Inc. (Nasdaq: HSIC), the world's largest provider of health care solutions to office-based dental and medical practitioners, announced today that its Board of Directors has appointed Carole T. Faig as an independent director to serve until the 2024 Annual Meeting of Stockholders in May, when she is expected to stand for re-election to the Board by a vote of the Company's stockholders.

Ms. Faig brings to Henry Schein extensive expertise in finance, audit, and public accounting and particular experience in the health care sector, including hospitals, health insurance, biotechnology, and medical device companies. Prior to retiring in July 2021, from her 38-year career at Ernst & Young LLP (EY), Ms. Faig served in several leadership roles, including U.S. Health Leader and West Region Health and Life Sciences Leader, where she was responsible for developing and driving EY's strategy to grow its health care practice in a rapidly changing environment. Ms. Faig holds a Bachelor of Business Administration in accounting from Sam Houston State University and is a certified public accountant.

"We are pleased to welcome Carole to our Board. Her proven expertise in navigating the transformation of health care and her deep accounting experience will be valuable assets as we advance the strategic goals of the Company. We expect Carole will bring new perspectives that will enhance the effectiveness of our Board, and we look forward to her contributions to Henry Schein's continued success," said Stanley M. Bergman, Chairman of the Board and Chief Executive Officer of Henry Schein.

Ms. Faig is currently a member of the boards of directors of three companies, where she serves as the Audit Committee Chair: Cue Health, a Nasdaq-listed company, and Affinia Therapeutics and QuVa Pharma, private equity-backed private businesses. A champion for diversity, she served on EY's Gender Equity Task Force and was awarded EY's Chairman's Value Award and Americas Assurance Inclusive Leadership Award in recognition of her commitment to building an inclusive workplace.

"It is a pleasure to join the Board of Henry Schein and be part of a team actively shaping the future of health care amidst a rapidly evolving health ecosystem," said Ms. Faig. "Henry Schein's commitment to providing innovative health care solutions, and to be a trusted advisor and consultant to our customers is truly inspiring. I look forward to leveraging my expertise to support our continued growth and impact."

About Henry Schein, Inc.

Henry Schein, Inc. (Nasdaq: HSIC) is a solutions company for health care professionals powered by a network of people and technology. With approximately 24,000 [Team Schein Members](#) worldwide, the Company's network of trusted advisors provides more than 1 million customers globally with more than 300 valued solutions that help improve operational success and clinical outcomes. Our Business, Clinical, Technology, and Supply Chain solutions help office-based [dental](#) and [medical](#) practitioners work more efficiently so they can provide quality care more effectively. These solutions also support [dental laboratories](#), [government and institutional health care clinics](#), as well as other alternate care sites.

Henry Schein operates through a centralized and automated distribution network, with a selection of more than 300,000 branded products and Henry Schein private-brand products in stock.

A FORTUNE 500 Company and a member of the S&P 500® index, Henry Schein is headquartered in Melville, N.Y., and has operations or affiliates in 33 countries and territories. The Company's sales reached \$12.6 billion in 2022, and have grown at a compound annual rate of approximately 12.1 percent since Henry Schein became a public company in 1995.

For more information, visit Henry Schein at www.henryschein.com, Facebook.com/HenrySchein, Instagram.com/HenrySchein, and Twitter.com/HenrySchein.

Cautionary Note Regarding Forward-Looking Statements

In accordance with the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995, we provide the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. All forward-looking statements made by us are subject to risks and uncertainties and are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These statements are generally identified by the use of such terms as "may," "could," "expect," "intend," "believe," "plan," "estimate," "forecast," "project," "anticipate," "to be," "to make" or other comparable terms. A fuller discussion of our operations, financial condition and status of litigation matters, including factors that may affect our business and future prospects, is contained in documents we have filed with the United States Securities and Exchange Commission, or SEC, including our most recently filed Annual Report on Form 10-K, and will be contained in all subsequent periodic filings we make with the SEC. These documents identify in detail important risk factors that could cause our actual performance to differ materially from current expectations. Forward-looking statements include the impact of the cybersecurity incident on our business and results of operations, including the accuracy of our estimates of the impact, the timing and extent of any insurance claim recovery, the overall impact of the Coronavirus Disease 2019 (COVID-19) on the Company, its results of operations, liquidity and financial condition (including any estimates of the impact on these items), the rate and consistency with which dental and other practices resume or maintain normal operations in the United States and internationally, expectations regarding personal protective equipment ("PPE") products and COVID-19 related product sales and inventory levels, whether additional resurgences or variants of the virus will adversely impact the resumption of normal operations, whether supply chain disruptions will adversely impact our business, the impact of integration and restructuring programs as well as of any future acquisitions, general economic conditions including exchange rates, inflation and recession, and more generally current expectations regarding performance in current and future periods. Forward looking statements also include (i) our ability to have continued access to a variety of COVID-19 test types, and COVID-19 vaccines and ancillary supplies, and (ii) expectations regarding COVID-19 test sales, demand and inventory levels.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: risks associated with COVID-19 and any variants thereof, as well as other disease outbreaks, epidemics, pandemics, or similar wide-spread public health concerns and other natural disasters; our dependence on third parties for the manufacture and supply of our products; our ability to develop or acquire and maintain and protect new products (particularly technology products) and technologies that achieve market acceptance with acceptable margins; transitional

challenges associated with acquisitions, dispositions and joint ventures, including the failure to achieve anticipated synergies/benefits; legal, regulatory, compliance, cybersecurity, financial and tax risks associated with acquisitions, dispositions and joint ventures; certain provisions in our governing documents that may discourage third-party acquisitions of us; adverse changes in supplier rebates or other purchasing incentives; risks related to the sale of corporate brand products; effects of a highly competitive (including, without limitation, competition from third-party online commerce sites) and consolidating market; the repeal or judicial prohibition on implementation of the Affordable Care Act; changes in the health care industry; risks from expansion of customer purchasing power and multi-tiered costing structures; increases in shipping costs for our products or other service issues with our third-party shippers; general global and domestic macroeconomic and political conditions, including inflation, deflation, recession, fluctuations in energy pricing and the value of the U.S. dollar as compared to foreign currencies and changes to other economic indicators, international trade agreements, potential trade barriers and terrorism; failure to comply with existing and future regulatory requirements; risks associated with the EU Medical Device Regulation; failure to comply with laws and regulations relating to health care fraud or other laws and regulations; failure to comply with laws and regulations relating to the collection, storage and processing of sensitive personal information or standards in electronic health records or transmissions; changes in tax legislation; risks related to product liability, intellectual property and other claims; litigation risks; new or unanticipated litigation developments and the status of litigation matters; risks associated with customs policies or legislative import restrictions; cyberattacks or other privacy or data security breaches; risks associated with our global operations; our dependence on our senior management, employee hiring and retention, and our relationships with customers, suppliers and manufacturers; and disruptions in financial markets. The order in which these factors appear should not be construed to indicate their relative importance or priority.

We caution that these factors may not be exhaustive and that many of these factors are beyond our ability to control or predict. Accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. We undertake no duty and have no obligation to update forward-looking statements except as required by law.

Contacts:

Investors

Ronald N. South

Senior Vice President and Chief Financial Officer

ronald.south@henryschein.com

(631) 843-5500

Graham Stanley

Vice President, Investor Relations and Strategic Financial Project Officer

graham.stanley@henryschein.com

(631) 843-5500

Media

Ann Marie Gothard

Vice President, Global Corporate Media Relations

annmarie.gothard@henryschein.com

(631) 390-8169

Henry Schein, Inc. • 135 Duryea Road • Melville, New York 11747