FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

1. Name and Address of Reporting Person
MLOTEK MARK E

C/O HENRY SCHEIN, INC.
135 DYREA ROAD

MELVILLE NY 11747

2. Issuer Name and Ticker or Trading Symbol
HENRY SCHEIN INC [ HSIC ]

3. Date of Earliest Transaction (Month/Day/Year)
03/09/2024

4. If Amendment, Date of Original Filed (Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

X Director 10% Owner

X Officer (give title below)

EVP, Chief Strategic Officer

Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

Rule 10b5-1(c) Transaction Indication

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)
Common Stock, par value $0.01 per share

2. Transaction Date (Month/Day/Year)
03/09/2024

3. Deemed Execution Date, if any (Month/Day/Year)

4. Transaction Code (Instr. 8)
A

5. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)
A

6. Amount (A) or (D) (Instr. 3, 4 and 5)
26,752

7. Price
$0.00

8. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)
90,851

9. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)
D

10. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Description of the Relationship at End of Reporting Period

As Trustee of a trust for the benefit of family members.

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)

4. Deemed Execution Date, if any (Month/Day/Year)

5. Transaction Code (Instr. 8)

6. Amount of Derivative Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)

7. Date Exercisable and Expiration Date (Month/Day/Year)

8. Price of Derivative Security

9. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)

10. Nature of Indirect Beneficial Ownership (Instr. 4)

11. Description of the Relationship at End of Reporting Period

Explanation of Responses:

1. Grant of restricted stock units (RSU) pursuant to the Issuer's 2020 Stock Incentive Plan. Subject to certain exceptions, 50% will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued perf. of services for the Issuer. 50% will vest subject to (x) passage of a specified period of time and (y) reporting person's continued perf. of services for the Issuer. With respect to the performance-based RSU, if the continued service requirement is satisfied and achievement of the perf. goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below 100% of target (shortfall).

2. Includes shares of Issuer's common stock held in joint tenancy with reporting person's spouse.

3. 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 8, 2024.

/s/ Jennifer Ferrero (as attorney-in-fact for Mark E. Mlotek)

** Signature of Reporting Person Date 03/11/2024

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).


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.