

GOODMAN SHIRA

Form 4

March 06, 2019

**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 OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**GOODMAN SHIRA**

(Last) (First) (Middle)

**C/O HENRY SCHEIN, INC., 135  
DURYEA ROAD**

(Street)

**MELVILLE, NY 11747**

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**03/05/2019**

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3)             | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock, par<br>value \$0.01<br>per share | 03/05/2019                              |                                                             | A                                       | 2,972<br>(1)                                                               | A \$ 0 6,218 (2)                                                                                                   | D                                                                    |                                                                   |
| Common<br>Stock, par<br>value \$0.01<br>per share |                                         |                                                             |                                         |                                                                            | 1,070                                                                                                              | I                                                                    | By trust (3)                                                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

**displays a currently valid OMB control number.**

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Number<br>of<br>Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction<br>(Instr. 10) |
|-----------------------------------------------------|--------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|---------------------------------------------------------------------------|-----------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------|
|                                                     |                                                                    |                                         |                                                             | Code                                 | V                                                                                                                  | (A)                                                            | (D)                                                                       | Amount<br>or<br>Number<br>of<br>Shares              |                                                                                                                             |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                    |
|----------------------------------------------------------------------------------|----------------------------------|
|                                                                                  | Director 10% Owner Officer Other |
| GOODMAN SHIRA<br>C/O HENRY SCHEIN, INC.<br>135 DURYEA ROAD<br>MELVILLE, NY 11747 | X                                |

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact) for Shira  
Goodman

03/06/2019

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* 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).

Acquired pursuant to the Issuer's 2015 Non-Employee Director Stock Incentive Plan. Subject to certain exceptions, such restricted stock/units will vest subject to (i) the passage of a specified period of time and (ii) the reporting person's continued performance of services for the Issuer.

The number of restricted stock/units included in Column 5 of Table 1 was adjusted in connection with the spin-off and subsequent merger of the Issuer's animal health business on February 7, 2019 (the "Spin-Off"). The adjustment reflects the product of (i) the number of restricted stock/unit awards immediately prior to the Spin-Off and (ii) a ratio equal to a fraction, with the numerator equal to the average of the high and low pre-Spin-Off trading prices of the Issuer's common stock on February 6, 2019 (the "Issuer Pre-Spin-Off Price") and the denominator equal to the difference between (A) the Issuer Pre-Spin-Off Price and (B) the product of (x) 0.4 and (y) the average of the high and low trading prices of the common stock of Covetrus, Inc. (the combined company resulting from the Spin-Off) on February 8, 2019, the trading day immediately following the distribution date of the Spin-Off.

(3) Represents shares held in the Shira D. Goodman 2104 Family Trust where Ms. Goodman is the trustee for the benefit of herself and her spouse.

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Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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