

HENRY SCHEIN INC  
Form 3  
July 02, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
McCarthy Peter M.		(Month/Day/Year)	HENRY SCHEIN INC [HSIC]	
(Last)	(First)	(Middle)	06/23/2015	
C/O HENRY SCHEIN, INC., 135 DURYE A ROAD			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
MELVILLE, NY 11747			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Pres., Global Animal Health	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	6,903 <sup>(1)</sup>	D	

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

SEC 1473 (7-02)

**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 control number.**

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
SERP Phantom Stock <sup>(2)</sup>	Â <sup>(3)</sup>	Â <sup>(3)</sup>	Common Stock, par value \$0.01 per share 11 <sup>(4)</sup> \$ <sup>(5)</sup>	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McCarthy Peter M. C/O HENRY SCHEIN, INC. 135 DURYE ROAD MELVILLE, NY 11747	Â	Â	Â Pres., Global Animal Health	Â

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Peter M. McCarthy) 07/02/2015

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).
- (1) Restricted stock ("RS") pursuant to the Issuer's 2013 Stock Incentive Plan (f.k.a. 1994 Stock Incentive Plan). 2,939 shares of RS will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for Issuer. 3,965 shares of RS will vest subject to (x) passage of a specified period of time and (y) reporting person's continued performance of services for Issuer. With respect to performance-based RS, if the continued service requirement is satisfied and achievement of the performance goal (x) exceeds 100% of target, 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 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.
- (2) This Form 4 includes the reporting person's balance in the Issuer's Supplemental Executive Retirement Plan ("SERP") that is hypothetically invested in the Issuer's stock fund, representing exempt transactions in the SERP since the reporting person's initial participation therein.
- (3) The vested balance in the reporting person's SERP account is payable in cash only following the six-month anniversary of a termination of employment or within 30 days following a change in control of the Issuer. Subject to the terms of the SERP, the reporting person may change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time.
- (4) Represents the aggregate number of shares of phantom stock allocated to the reporting person under the SERP as of the date hereof based on the closing price of a share of the Issuer's common stock on June 23, 2015.
- (5) The investment return on contributions in the SERP is generally equal to the earnings and losses that would occur if 100% of the contributions were invested, as directed by the reporting person, among the investment alternatives available under the plan (including the Issuer's stock fund). Subject to the terms of the SERP, the reporting person may change his hypothetical investment in the investment alternatives (including the Issuer's stock fund) to an alternative hypothetical investment at any time. Vested balances in the SERP are cash-settled only.

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**Remarks:**

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See Exhibit 24 - Limited Power of Attorney

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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