

**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): February 4, 2021

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.

(b) On February 4, 2021, Shira Goodman notified Henry Schein, Inc. (the “Company”) of her intent not to stand for reelection to the board of directors (the “Board”) of the Company at its 2021 Annual Meeting of Stockholders (the “Annual Meeting”) due to other commitments. Ms. Goodman will continue to serve as a director and as a member of the Nominating and Governance Committee and Strategic Advisory Committee until the completion of the Annual Meeting.

Additionally, in accordance with the Company’s director retirement policy (the “Policy”), Paul Brons will retire from the Board following the Annual Meeting and will not stand for reelection to the Board. Pursuant to the Policy, a director is expected to retire from the Board at the end of their term during which they reach the age of 80. Mr. Brons will continue to serve as a director and as a member of the Strategic Advisory Committee until the completion of the Annual Meeting.

(d) On February 9, 2021, upon recommendation of the Nominating and Governance Committee, the Board appointed Mohamad Ali and Deborah Derby to fill two new Board positions created by the increase in the size of the Board from fifteen to seventeen members, each effective immediately.

Mr. Ali has been the CEO and a director of International Data Group, Inc., a technology media, events and research company, since July 2019. Prior to International Data Group, from 2014 until 2019, he was President and CEO of Carbonite, Inc., a provider of SaaS security and data protection for businesses and individuals. Mr. Ali has also served as Chief Strategy Officer of Hewlett-Packard, as President of Avaya Client Services, and in various executive roles at IBM. Mr. Ali is currently the lead director for iRobot Corporation’s board of directors and is a former member of the board of directors of Carbonite and City National Bank. Ms. Derby was President of Horizon Group USA, a wholesaler of arts and crafts components, from 2016 until June 2020. Prior to Horizon Group, Ms. Derby had a 15-year career at Toys “R” Us, rising to the position of President of Babies “R” Us and, ultimately, Vice Chairman of Toys “R” Us from 2013 until 2015. Before joining Toys “R” Us, Ms. Derby practiced corporate and employment law at Whirlpool Corporation and a large law firm in Michigan. Ms. Derby is a current member of the board of directors of Carrols Restaurant Group, Inc. and a former member of the board of directors of the Vitamin Shoppe, Inc.

On February 10, 2021, the Company issued a press release announcing the appointments of Mr. Ali and Ms. Derby to the Board, a copy of which is attached hereto as Exhibit 99.1 and is incorporated by reference into this Item 5.02.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit 99.1 [Press Release dated February 10, 2021](#)

Exhibit 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

SIGNATURES

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.

Date: February 10, 2021

By: /s/ Walter Siegel

Name: Walter Siegel

Title: Senior Vice President and General Counsel

FOR IMMEDIATE RELEASE**HENRY SCHEIN ANNOUNCES TWO NEW DIRECTORS****Mohamad Ali and Deborah Derby Appointed as Board Members**

MELVILLE, N.Y., February 10, 2021 – Henry Schein, Inc. (Nasdaq: HSIC), the world’s largest provider of health care solutions to office-based dental and medical practitioners, announced today that Mohamad Ali and Deborah Derby have been appointed as members of the Company’s Board of Directors to serve until the 2021 Annual Meeting of Stockholders scheduled for May 13, 2021, when they are expected to stand for re-election to the Board by a vote of the Company’s stockholders.

The Company also announced that Paul Brons will retire from the Board in May, in accordance with Henry Schein’s director retirement policy, and that Shira Goodman has chosen not to stand for re-election to the Board because of other commitments. Mr. Brons has been a director of Henry Schein since 2005 and Ms. Goodman since 2018. Both Mr. Brons and Ms. Goodman will continue to serve on the Board until the completion of the Annual Meeting of Stockholders in May.

“We are extremely fortunate to attract such high-quality directors to our Board. Mohamad has extensive experience successfully growing and leading technology companies through strategic transformations, and Deb brings to Henry Schein broad operational, strategic, and senior leadership experience. We look forward to the contributions Mohamad and Deb will make to advance the strategic goals of the Company,” said Stanley M. Bergman, Chairman of the Board and Chief Executive Officer of Henry Schein.

Mr. Ali led the transformation of several technology businesses with significant results. In July of 2019, he was appointed CEO and director of International Data Group, Inc., a technology media, events, and research company. Prior to IDG, from 2014 to 2019, he was President and CEO of Carbonite, Inc., a provider of SaaS security and data protection for businesses and individuals. Mr. Ali has also served as Chief Strategy Officer of Hewlett-Packard, as President of Avaya Client Services, and in various executive roles at IBM. He is currently the lead director for iRobot Corporation’s board of directors and is a former member of the board of directors of Carbonite and City National Bank. Mr. Ali holds a B.S. in computer engineering, a B.A. in history, and a master’s degree in electrical engineering, each from Stanford University.

Ms. Derby brings to Henry Schein considerable experience across a wide range of industries and markets, and particular expertise in human resources, compensation, and supply chain management. Most recently, she was President of Horizon Group USA, a wholesaler of arts and crafts components whose revenue and earnings grew significantly under her leadership, from 2016 until June 2020. Prior to Horizon Group, Ms. Derby had a 15-year career at Toys “R” Us, rising to the position of President of Babies “R” Us and, ultimately, Vice Chairman of Toys “R” Us from 2013 until 2015. Before joining Toys “R” Us, Ms. Derby practiced corporate and employment law at Whirlpool Corporation and a large law firm in Michigan. She is a current member of the board of directors of Carrols Restaurant Group, Inc. and a former member of the board of directors of the Vitamin Shoppe, Inc. Ms. Derby received a B.A. in general studies with a concentration in economics from Harvard University and received an MBA and law degree from the University of Notre Dame.

“Paul Brons helped guide Henry Schein through a period of unprecedented growth and change, and Shira Goodman contributed significantly to our strategic decision-making during her time on the Board,” said Mr. Bergman. “They have been an integral part of Henry Schein’s successful journey and have served the Company with integrity and intelligence. On behalf of my colleagues, my fellow directors, and our shareholders, I extend our heartfelt thanks to Paul and Shira for their many contributions to Team Schein.”

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 more than 19,000 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 120,000 branded products and Henry Schein private-brand products in stock, as well as more than 180,000 additional products available as special-order items.

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 31 countries. The Company's sales from continuing operations reached \$10.0 billion in 2019, and have grown at a compound annual rate of approximately 13 percent since Henry Schein became a public company in 1995.

For more information, visit Henry Schein at www.henryschein.com, [Facebook.com/HenrySchein](https://www.facebook.com/HenrySchein), and [@HenrySchein](https://twitter.com/HenrySchein) on Twitter.

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