

UNITED STATES SECURITIES AND EXCHANGE  
COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF  
SECURITIESFiled 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* <u>South Ronald N.</u>  (Last) (First) (Middle) <u>C/O HENRY SCHEIN, INC.</u> <u>135 DURYEA ROAD</u>  (Street) <u>MELVILLE NY 11747</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>04/29/2022</u>	3. Issuer Name and Ticker or Trading Symbol <u>HENRY SCHEIN INC [ HSI ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>SVP &amp; Chief Financial Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year)  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)
<u>Common Stock, par value \$0.01 per share</u>	<u>34,562<sup>(1)(2)</sup></u>	<u>D</u>	

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: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)<sup>(3)</sup></u>	<u>(4)</u>	<u>03/03/2031</u>	<u>Common Stock, par value \$0.01 per share</u> 3,727	<u>62.71</u>	<u>D</u>	
<u>Stock Option (Right to Buy)<sup>(3)</sup></u>	<u>(5)</u>	<u>03/16/2032</u>	<u>Common Stock, par value \$0.01 per share</u> 14,896	<u>86.27</u>	<u>D</u>	
<u>SERP Phantom Stock<sup>(6)</sup></u>	<u>(7)</u>	<u>(7)</u>	<u>Common Stock, par value \$0.01 per share</u> 170 <sup>(8)</sup>	<u>(9)</u>	<u>D</u>	

## Explanation of Responses:

- Includes 4,416 shares of Issuer's common stock.
- Also includes restricted stock units ("RSUs") pursuant to the Issuer's 2020 Stock Incentive Plan (f.k.a. 2013 Stock Incentive Plan). 9,265 RSUs will vest subject to (x) Issuer's achievement of a specified perf. goal and (y) reporting person's continued perf. of services for Issuer. 20,881 RSUs will vest subject to (x) passage of a specified period of time and (y) reporting person's continued perf. of services for Issuer. With respect to perf.-based RSUs, if the continued service requirement is satisfied and achievement of the perf. 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 perf. 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 perf. goal achieved that is below 100% of target.
- Acquired pursuant to the Issuer's 2020 Stock Incentive Plan.
- Subject to certain exceptions, the options will vest in three equal installments on each of the first, second and third anniversary of the grant date (March 3, 2021), subject to reporting person's continued performance of services for the Issuer.
- Subject to certain exceptions, the options will vest in three equal installments on each of the first, second and third anniversary of the grant date (March 16, 2022), subject to reporting person's continued performance of services for the Issuer.
- This Form 3 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.
- 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.
- 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 April 29, 2022.
- 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.

## Remarks:

See Exhibit 24 - Limited Power of Attorney

/s/ Jennifer Ferrero (as

05/03/2022

[Attorney-in-Fact for Ronald  
N. South](#)

\*\* Signature of Reporting Person    Date

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 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).

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.**

LIMITED POWER OF ATTORNEY FOR  
SECTION 16 REPORTING PURPOSES

Know all by these present, that the undersigned hereby makes, constitutes and appoints each of Michael S. Ettinger, Walter Siegel and Jennifer Ferrero, acting individually, as the undersigned's true and lawful attorney-in-fact, with full power and authority as hereinafter described on behalf of and in the name, place and stead of the undersigned to:

(1) execute for, and on behalf of, the undersigned, in the undersigned's capacity as an officer and/or director of Henry Schein, Inc. (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder, as amended from time to time (the "Exchange Act");

(2) seek or obtain, as the undersigned's representative and on the undersigned's behalf, information on transactions in the Company's securities from any third party, including brokers, employee benefit plan administrators and trustees, and the undersigned hereby authorizes any such person to release any such information to any attorney-in-fact and further approves and ratifies any such release of information;

(3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to prepare, complete and execute any such Form 3, 4 or 5, and any amendments thereto, or other required report and timely file such Forms or reports with the United States Securities and Exchange Commission, the NASDAQ Stock Market and any stock exchange or similar authority as considered necessary or advisable under Section 16(a) of the Exchange Act; and

(4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's sole discretion.

The undersigned hereby gives and grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted.

The undersigned hereby acknowledges that (a) the foregoing attorneys-in-fact are serving in such capacity at the request of the undersigned; (b) this Limited Power of Attorney authorizes, but does not require, each such attorney-in-fact to act in their discretion on information provided to such attorney-in-fact without independent verification of such information; (c) any documents prepared and/or executed by any attorney-in-fact on behalf of the undersigned pursuant to this Limited Power of Attorney shall be in such form and shall contain such information and disclosure as such attorney-in-fact, in his or her sole discretion, deems necessary or advisable; (d) neither the Company nor any attorney-in-fact assumes (i) any liability for the undersigned's responsibility to comply with the requirements of the Exchange Act, (ii) any liability of the undersigned for any failure to comply with such requirements, or (iii) any obligation or liability of the undersigned for profit disgorgement under Section 16(b) of the Exchange Act; and (e) this Limited Power of Attorney does not relieve the undersigned from responsibility for compliance with the undersigned's obligations under the Exchange Act, including, without limitation, the reporting requirements under Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of, and transactions in, securities issued by the Company, unless earlier revoked as to any attorney-in-fact by the undersigned in a signed writing delivered to such attorney-in-fact. In affixing his signature to this Power of Attorney, the undersigned hereby revokes any and all previously executed Powers of Attorney for the same or similar purposes.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 22nd day of April 2022.

/s/ Ronald N. South

(Sign above)

Print name: Ronald N. South