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

FORM 10-Q

(Mark One)

X **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 25, 2016

or

__ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from _____ to _____
Commission File Number: 0-27078

HENRY SCHEIN, INC.

(Exact name of registrant as specified in its charter)

Delaware	**11-3136595**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

135 Duryea Road
Melville, New York
(Address of principal executive offices)
11747
(Zip Code)

(631) 843-5500
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes X No __

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes X No __

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer X Accelerated filer __

Non-accelerated filer __ (Do not check if a smaller reporting company) Smaller reporting company __

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes __ No X

As of July 27, 2016, there were 81,796,216 shares of the registrant's common stock outstanding.

HENRY SCHEIN, INC.
INDEX

PART I. FINANCIAL INFORMATION
ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
HENRY SCHEIN, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	June 25, 2016 (unaudited)	December 26, 2015
ASSETS		
Current assets:		
Cash and cash equivalents	$ 63,560	$ 72,086
Accounts receivable, net of reserves of $76,101 and $77,008	1,296,225	1,229,816
Inventories, net	1,482,507	1,509,957
Deferred income taxes	57,642	58,159
Prepaid expenses and other	377,657	361,082
Total current assets	3,277,591	3,231,100
Property and equipment, net	320,098	318,476
Goodwill	1,954,584	1,907,593
Other intangibles, net	593,919	592,971
Investments and other	487,404	454,600
Total assets	$ 6,633,596	$ 6,504,740
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 881,667	$ 1,005,798
Bank credit lines	237,809	328,631
Current maturities of long-term debt	17,189	17,331
Accrued expenses:		
Payroll and related	259,710	258,416
Taxes	148,865	161,760
Other	365,672	375,061
Total current liabilities	1,910,912	2,146,997
Long-term debt	700,052	463,752
Deferred income taxes	248,308	252,862
Other liabilities	250,018	212,121
Total liabilities	3,109,290	3,075,732
Redeemable noncontrolling interests	568,693	542,194
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $.01 par value, 1,000,000 shares authorized, none outstanding	-	-
Common stock, $.01 par value, 240,000,000 shares authorized, 81,815,567 outstanding on June 25, 2016 and 82,415,320 outstanding on December 26, 2015	818	824
Additional paid-in capital	151,056	207,374
Retained earnings	3,010,456	2,895,997
Accumulated other comprehensive loss	(214,607)	(219,939)
Total Henry Schein, Inc. stockholders' equity	2,947,723	2,884,256
Noncontrolling interests	7,890	2,558
Total stockholders' equity	2,955,613	2,886,814
Total liabilities, redeemable noncontrolling interests and stockholders' equity	$ 6,633,596	$ 6,504,740

HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Net sales	$ 2,872,630	$ 2,629,320	$ 5,585,586	$ 5,092,966
Cost of sales	2,069,314	1,878,642	4,002,965	3,628,893
Gross profit	803,316	750,678	1,582,621	1,464,073
Operating expenses:				
Selling, general and administrative	602,256	560,426	1,201,309	1,105,592
Restructuring costs	20,383	7,222	24,441	14,084
Operating income	180,677	183,030	356,871	344,397
Other income (expense):				
Interest income	3,556	3,257	6,904	6,712
Interest expense	(7,367)	(6,290)	(14,494)	(12,553)
Other, net	268	(177)	3,405	(57)
Income before taxes and equity in earnings of affiliates	177,134	179,820	352,686	338,499
Income taxes	(48,965)	(53,784)	(102,498)	(102,911)
Equity in earnings of affiliates	4,929	3,572	7,443	5,600
Net income	133,098	129,608	257,631	241,188
Less: Net income attributable to noncontrolling interests	(13,001)	(11,680)	(23,782)	(19,813)
Net income attributable to Henry Schein, Inc.	$ 120,097	$ 117,928	$ 233,849	$ 221,375
Earnings per share attributable to Henry Schein, Inc.:				
Basic	$ 1.47	$ 1.42	$ 2.87	$ 2.66
Diluted	$ 1.46	$ 1.40	$ 2.83	$ 2.62
Weighted-average common shares outstanding:				
Basic	81,458	83,053	81,516	83,139
Diluted	82,394	84,249	82,565	84,433

See accompanying notes.

HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Net income	$ 133,098	$ 129,608	$ 257,631	$ 241,188
Other comprehensive income (loss), net of tax:				
Foreign currency translation gain (loss)	(5,568)	35,725	4,422	(74,147)
Unrealized gain (loss) from foreign currency hedging activities	12	1,234	1,629	(654)
Unrealized investment gain	-	2	-	2
Pension adjustment gain (loss)	194	(275)	(199)	1,174
Other comprehensive income (loss), net of tax	(5,362)	36,686	5,852	(73,625)
Comprehensive income	127,736	166,294	263,483	167,563
Comprehensive income attributable to noncontrolling interests:				
Net income	(13,001)	(11,680)	(23,782)	(19,813)
Foreign currency translation loss (gain)	452	(556)	(520)	3,020
Comprehensive income attributable to noncontrolling interests	(12,549)	(12,236)	(24,302)	(16,793)
Comprehensive income attributable to Henry Schein, Inc.	$ 115,187	$ 154,058	$ 239,181	$ 150,770

See accompanying notes.

HENRY SCHEIN, INC.

CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY

(in thousands, except share and per share data)

	Common Stock $.01 Par Value		Additional		Accumulated Other		Total
	Shares	Amount	Paid-in Capital	Retained Earnings	Comprehensive Loss	Noncontrolling Interests	Stockholders' Equity
Balance, December 26, 2015	82,415,320	$ 824	$ 207,374	$ 2,895,997	$ (219,939)	$ 2,558	$ 2,886,814
Net income (excluding $23,420 attributable to Redeemable noncontrolling interests)	-	-	-	233,849	-	362	234,211
Foreign currency translation gain (loss) (excluding gain of $528 attributable to Redeemable noncontrolling interests)	-	-	-	-	3,902	(8)	3,894
Unrealized gain from foreign currency hedging activities net of tax of $490	-	-	-	-	1,629	-	1,629
Pension adjustment loss, net of tax benefit of $94	-	-	-	-	(199)	-	(199)
Dividends paid	-	-	-	-	-	(207)	(207)
Initial noncontrolling interests and adjustments related to business acquisitions	-	-	-	-	-	5,175	5,175
Change in fair value of redeemable securities	-	-	(47,870)	-	-	-	(47,870)
Other adjustments	-	-	(5)	-	-	10	5
Repurchase and retirement of common stock	(1,000,942)	(10)	(37,609)	(119,390)	-	-	(157,009)
Stock issued upon exercise of stock options, including tax benefit of $16,571	165,214	1	25,629	-	-	-	25,630
Stock-based compensation expense	371,699	4	27,452	-	-	-	27,456
Shares withheld for payroll taxes	(163,478)	(1)	(28,331)	-	-	-	(28,332)
Settlement of stock-based compensation awards	27,754	-	4,416	-	-	-	4,416
Balance, June 25, 2016	81,815,567	$ 818	$ 151,056	$ 3,010,456	$ (214,607)	$ 7,890	$ 2,955,613

See accompanying notes.

HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

	Six Months Ended	
	June 25, 2016	**June 27, 2015**
Cash flows from operating activities:		
Net income	$ 257,631	$ 241,188
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	83,398	76,175
Stock-based compensation expense	27,456	22,001
Provision for losses on trade and other accounts receivable	790	2,290
Benefit from deferred income taxes	(4,658)	(121)
Equity in earnings of affiliates	(7,443)	(5,600)
Distributions from equity affiliates	6,337	6,113
Changes in unrecognized tax benefits	2,853	4,297
Other	1,959	4,862
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	(56,702)	(55,452)
Inventories	34,395	(3,024)
Other current assets	(38,876)	(26,349)
Accounts payable and accrued expenses	(134,268)	(85,278)
Net cash provided by operating activities	172,872	181,102
Cash flows from investing activities:		
Purchases of fixed assets	(26,180)	(33,430)
Payments for equity investments and business acquisitions, net of cash acquired	(92,441)	(61,316)
Proceeds from sales of available-for-sale securities	-	20
Other	(1,765)	(3,179)
Net cash used in investing activities	(120,386)	(97,905)
Cash flows from financing activities:		
Repayments of bank borrowings	(97,479)	(49,989)
Proceeds from issuance of long-term debt	244,000	125,000
Debt issuance costs	(233)	(150)
Principal payments for long-term debt	(7,921)	(69,243)
Proceeds from issuance of stock upon exercise of stock options	9,059	10,858
Payments for repurchases of common stock	(157,009)	(113,207)
Excess tax benefits related to stock-based compensation	-	2,932
Distributions to noncontrolling shareholders	(20,160)	(14,681)
Acquisitions of noncontrolling interests in subsidiaries	(35,632)	(8,257)
Net cash used in financing activities	(65,375)	(116,737)
Effect of exchange rate changes on cash and cash equivalents	4,363	(8,866)
Net change in cash and cash equivalents	(8,526)	(42,406)
Cash and cash equivalents, beginning of period	72,086	89,474
Cash and cash equivalents, end of period	$ 63,560	$ 47,068

See accompanying notes.

Note 1 – Basis of Presentation

Our consolidated financial statements include our accounts, as well as those of our wholly-owned and majority-owned subsidiaries. Certain prior period amounts have been reclassified to conform to the current period presentation.

Our accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP") for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnote disclosures required by U.S. GAAP for complete financial statements.

The consolidated financial statements reflect all adjustments considered necessary for a fair presentation of the consolidated results of operations and financial position for the interim periods presented. All such adjustments are of a normal recurring nature. These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 26, 2015.

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The results of operations for the six months ended June 25, 2016 are not necessarily indicative of the results to be expected for any other interim period or for the year ending December 31, 2016.

Note 2 – Segment Data

We conduct our business through two reportable segments: (i) health care distribution and (ii) technology and value-added services. These segments offer different products and services to the same customer base.

The health care distribution reportable segment aggregates our global dental, animal health and medical operating segments. This segment distributes consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins. Our global dental group serves office-based dental practitioners, dental laboratories, schools and other institutions. Our global animal health group serves animal health practices and clinics. Our global medical group serves office-based medical practitioners, ambulatory surgery centers, other alternate-care settings and other institutions. Our global dental, animal health and medical groups serve practitioners in 33 countries worldwide.

Our global technology and value-added services group provides software, technology and other value-added services to health care practitioners. Our technology group offerings include practice management software systems for dental and medical practitioners and animal health clinics. Our value-added practice solutions include financial services on a non-recourse basis, e-services, continuing education services for practitioners, consulting and other services.

See accompanying notes.

(in thousands, except per share data)

The following tables present information about our reportable and operating segments:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Net Sales:				
Health care distribution (1):				
Dental	$ 1,373,188	$ 1,320,743	$ 2,674,943	$ 2,570,816
Animal health	853,598	748,558	1,625,011	1,432,882
Medical	538,825	470,519	1,076,942	914,052
Total health care distribution	2,765,611	2,539,820	5,376,896	4,917,750
Technology and value-added services (2)	107,019	89,500	208,690	175,216
Total	$ 2,872,630	$ 2,629,320	$ 5,585,586	$ 5,092,966

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services on a non-recourse basis, e-services, continuing education services for practitioners, consulting and other services.

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Operating Income:				
Health care distribution	$ 150,351	$ 156,168	$ 298,452	$ 292,307
Technology and value-added services	30,326	26,862	58,419	52,090
Total	$ 180,677	$ 183,030	$ 356,871	$ 344,397

Note 3 – Debt

Bank Credit Lines

On September 12, 2012, we entered into a $500 million revolving credit agreement (the "Credit Agreement") with a $200 million expansion feature, which was originally set to expire on September 12, 2017. On September 22, 2014, we extended the expiration date of the Credit Agreement to September 22, 2019. The interest rate is based on the USD LIBOR plus a spread based on our leverage ratio at the end of each financial reporting quarter. The Credit Agreement provides, among other things, that we are required to maintain maximum leverage ratios, and contains customary representations, warranties and affirmative covenants. The Credit Agreement also contains customary negative covenants, subject to exceptions on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of June 25, 2016 and December 26, 2015, the borrowings on this revolving credit facility were $0.0 million and $40.0 million, respectively. As of June 25, 2016 and December 26, 2015, there were $13.4 million and $11.4 million of letters of credit, respectively, provided to third parties under the credit facility.

As of June 25, 2016 and December 26, 2015, we had various other short-term bank credit lines available, of which $237.8 million and $288.6 million, respectively, were outstanding. At June 25, 2016 and December 26, 2015, borrowings under all of our credit lines had a weighted average interest rate of 1.36% and 1.21%, respectively.

Private Placement Facilities

On August 10, 2010, we entered into $400 million private placement facilities with two insurance companies. On April 30, 2012, we increased our available credit facilities by $375 million by entering into an additional agreement with one insurance company and amending our existing agreements with two insurance companies. On September 22, 2014, we increased our available private placement facilities by $200 million to a total facility amount of $975 million, and extended the expiration date to September 22, 2017. These facilities are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time through September 22, 2017. The facilities allow us to issue senior promissory notes to the lenders at a fixed rate based on an agreed upon spread over applicable treasury notes at the time of issuance. The term of each possible issuance will be selected by us and can range from five to 15 years (with an average life no longer than 12 years). The proceeds of any issuances under the facilities will be used for general corporate purposes, including working capital and capital expenditures, to refinance existing indebtedness and/or to fund potential acquisitions. The agreements provide, among other things, that we maintain certain maximum leverage ratios, and contain restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership. These facilities contain make-whole provisions in the event that we pay off the facilities prior to the applicable due dates.

The components of our private placement facility borrowings as of June 25, 2016 are presented in the following table (in thousands):

Date of Borrowing	Amount of Borrowing Outstanding	Borrowing Rate	Due Date
September 2, 2010	$ 100,000	3.79%	September 2, 2020
January 20, 2012	50,000	3.45	January 20, 2024
January 20, 2012 (1)	42,857	3.09	January 20, 2022
December 24, 2012	50,000	3.00	December 24, 2024
June 2, 2014	100,000	3.19	June 2, 2021
	$ 342,857		

(1) Annual repayments of approximately $7.1 million for this borrowing commenced on January 20, 2016.

U.S. Trade Accounts Receivable Securitization

On April 17, 2013, we entered into a facility agreement of up to $300 million with a bank, as agent, based on the securitization of our U.S. trade accounts receivable. This facility allowed us to replace public debt (approximately $220 million), which had a higher interest rate at Henry Schein Animal Health during February 2013 and provided funding for working capital and general corporate purposes. The financing was structured as an asset-backed securitization program with pricing committed for up to three years. On April 17, 2015, we extended the expiration date of this facility agreement to April 15, 2018, and on June 1, 2016, we extended the expiration date of this facility agreement to April 29, 2019 and increased the purchase limit under the facility from $300 million to $350 million. The borrowings outstanding under this securitization facility were $334.0 million and $90.0 million as of June 25, 2016 and December 26, 2015, respectively. At June 25, 2016, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 55 basis points plus 75 basis points, for a combined rate of 1.30%. At December 26, 2015, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 40 basis points plus 75 basis points, for a combined rate of 1.15%.

We are required to pay a commitment fee of 30 basis points on the daily balance of the unused portion of the facility if our usage is greater than or equal to 50% of the facility limit or a commitment fee of 35 basis points on the daily balance of the unused portion of the facility if our usage is less than 50% of the facility limit.

(in thousands, except per share data)

Borrowings under this facility are presented as a component of Long-term debt within our consolidated balance sheet.

Long-term debt

Long-term debt consisted of the following:

	June 25, 2016	December 26, 2015
Private placement facilities	$ 342,857	$ 350,000
U.S. trade accounts receivable securitization	334,000	90,000
Notes payable to banks at a weighted-average interest rate of 8.83%	-	5
Various collateralized and uncollateralized loans payable with interest, in varying installments through 2018 at interest rates ranging from 2.20% to 5.07%	37,888	38,215
Capital lease obligations payable through 2020 with interest rates ranging from 0.95% to 16.90%	2,496	2,863
Total	717,241	481,083
Less current maturities	(17,189)	(17,331)
Total long-term debt	$ 700,052	$ 463,752

Note 4 – Redeemable Noncontrolling Interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. Accounting Standards Codification ("ASC") Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. The components of the change in the Redeemable noncontrolling interests for the six months ended June 25, 2016 and the year ended December 26, 2015 are presented in the following table:

	June 25, 2016	December 26, 2015
Balance, beginning of period	$ 542,194	$ 564,527
Decrease in redeemable noncontrolling interests due to redemptions	(35,632)	(82,563)
Increase in redeemable noncontrolling interests due to business acquisitions	10,536	18,936
Net income attributable to redeemable noncontrolling interests	23,420	43,588
Dividends declared	(20,223)	(32,706)
Effect of foreign currency translation gain (loss) attributable to redeemable noncontrolling interests	528	(4,790)
Change in fair value of redeemable securities	47,870	35,202
Balance, end of period	$ 568,693	$ 542,194

Changes in the estimated redemption amounts of the noncontrolling interests subject to put options are adjusted at each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a "floor" amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments do not impact the calculation of earnings per share.

(in thousands, except per share data)

Note 5 – Comprehensive Income

Comprehensive income includes certain gains and losses that, under U.S. GAAP, are excluded from net income as such amounts are recorded directly as an adjustment to stockholders' equity. Our comprehensive income is primarily comprised of net income, foreign currency translation gain (loss), unrealized gain (loss) on foreign currency hedging activities, unrealized investment gain (loss) and pension adjustment gain (loss).

The following table summarizes our Accumulated other comprehensive loss, net of applicable taxes as of:

	June 25, 2016	December 26, 2015
Attributable to Redeemable noncontrolling interests:		
Foreign currency translation adjustment	$ (9,845)	$ (10,373)
Attributable to noncontrolling interests:		
Foreign currency translation adjustment	$ (84)	$ (76)
Attributable to Henry Schein, Inc.:		
Foreign currency translation loss	$ (196,597)	$ (200,499)
Unrealized gain from foreign currency hedging activities	2,568	939
Unrealized investment loss	(2)	(2)
Pension adjustment loss	(20,576)	(20,377)
Accumulated other comprehensive loss	$ (214,607)	$ (219,939)
Total Accumulated other comprehensive loss	$ (224,536)	$ (230,388)

The following table summarizes the components of comprehensive income, net of applicable taxes as follows:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Net income	$ 133,098	$ 129,608	$ 257,631	$ 241,188
Foreign currency translation gain (loss)	(5,568)	35,725	4,422	(74,147)
Tax effect	-	-	-	-
Foreign currency translation gain (loss)	(5,568)	35,725	4,422	(74,147)
Unrealized gain (loss) from foreign currency hedging activities	(49)	1,353	2,119	(821)
Tax effect	61	(119)	(490)	167
Unrealized gain (loss) from foreign currency hedging activities	12	1,234	1,629	(654)
Unrealized investment gain	-	2	-	2
Tax effect	-	-	-	-
Unrealized investment gain	-	2	-	2
Pension adjustment gain (loss)	199	(369)	(293)	1,712
Tax effect	(5)	94	94	(538)
Pension adjustment gain (loss)	194	(275)	(199)	1,174
Comprehensive income	$ 127,736	$ 166,294	$ 263,483	$ 167,563

(in thousands, except per share data)

During the three months ended June 25, 2016 and June 27, 2015, we recognized, as a component of our comprehensive income, a foreign currency translation gain (loss) of $(5.6) million and $35.7 million, respectively, due to changes in foreign exchange rates from the beginning of the period to the end of the period. During the six months ended June 25, 2016 and June 27, 2015, we recognized, as a component of our comprehensive income, a foreign currency translation gain (loss) of $4.4 million and $(74.1) million, respectively, due to changes in foreign exchange rates from the beginning of the period to the end of the period. Our financial statements are denominated in the U.S. Dollar currency. Fluctuations in the value of foreign currencies as compared to the U.S. Dollar may have a significant impact on our comprehensive income (loss). The foreign currency translation gain (loss) during the three and six months ended June 25, 2016 and June 27, 2015 was impacted by changes in foreign currency exchange rates as follows:

Currency	Foreign Currency Translation Gain (Loss) for the Three Months Ended June 25, 2016	FX Rate into USD		Foreign Currency Translation Gain (Loss) for the Three Months Ended June 27, 2015	FX Rate into USD	
		June 25, 2016	March 26, 2016		June 27, 2015	March 28, 2015
Euro	$ 7	1.12	1.12	$ 17,698	1.12	1.09
British Pound	(7,603)	1.38	1.41	14,145	1.57	1.49
Australian Dollar	371	0.75	0.75	(4,318)	0.77	0.78
Canadian Dollar	2,550	0.77	0.75	5,368	0.81	0.80
Polish Zloty	(2,115)	0.25	0.26	214	0.27	0.27
Swiss Franc	298	1.03	1.02	1,866	1.07	1.04
Brazilian Real	1,299	0.30	0.27	486	0.32	0.31
All other currencies	(375)			266		
Total	$ (5,568)			$ 35,725		

Currency	Foreign Currency Translation Gain (Loss) for the Six Months Ended June 25, 2016	FX Rate into USD		Foreign Currency Translation Gain (Loss) for the Six Months Ended June 27, 2015	FX Rate into USD	
		June 25, 2016	December 26, 2015		June 27, 2015	December 27, 2014
Euro	$ 11,177	1.12	1.10	$ (59,640)	1.12	1.22
British Pound	(22,375)	1.38	1.49	(107)	1.57	1.56
Australian Dollar	5,442	0.75	0.73	(11,805)	0.77	0.81
Canadian Dollar	7,506	0.77	0.72	(1,343)	0.81	0.86
Polish Zloty	(1,616)	0.25	0.26	(1,851)	0.27	0.28
Swiss Franc	1,219	1.03	1.01	3,704	1.07	1.01
Brazilian Real	2,229	0.30	0.25	(2,614)	0.32	0.37
All other currencies	840			(491)		
Total	$ 4,422			$ (74,147)		

(in thousands, except per share data)

The following table summarizes our total comprehensive income, net of applicable taxes, as follows:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Comprehensive income attributable to				
Henry Schein, Inc.	$ 115,187	$ 154,058	$ 239,181	$ 150,770
Comprehensive income attributable to				
noncontrolling interests	282	189	354	385
Comprehensive income attributable to				
Redeemable noncontrolling interests	12,267	12,047	23,948	16,408
Comprehensive income	$ 127,736	$ 166,294	$ 263,483	$ 167,563

Note 6 – Fair Value Measurements

ASC Topic 820 “Fair Value Measurements and Disclosures” (“ASC Topic 820”) provides a framework for measuring fair value in generally accepted accounting principles.

ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1— Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2— Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include: quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3— Inputs that are unobservable for the asset or liability.

The following section describes the valuation methodologies that we used to measure different financial instruments at fair value.

Investments and notes receivable

There are no quoted market prices available for investments in unconsolidated affiliates and notes receivable; however, we believe the carrying amounts are a reasonable estimate of fair value.

Debt

The fair value of our debt as of June 25, 2016 and December 26, 2015 was estimated at $955.1 million and $809.7 million, respectively. Factors that we considered when estimating the fair value of our debt include market conditions, prepayment and make-whole provisions, liquidity levels in the private placement market, variability in pricing from multiple lenders and term of debt.

Derivative contracts

Derivative contracts are valued using quoted market prices and significant other observable and unobservable inputs. We use derivative instruments to minimize our exposure to fluctuations in foreign currency exchange rates. Our derivative instruments primarily include foreign currency forward agreements related to intercompany loans and certain forecasted inventory purchase commitments with suppliers.

The fair values for the majority of our foreign currency derivative contracts are obtained by comparing our contract rate to a published forward price of the underlying market rates, which is based on market rates for comparable transactions and are classified within Level 2 of the fair value hierarchy.

Redeemable noncontrolling interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value based on third-party valuations. The primary factor affecting the future value of redeemable noncontrolling interests is expected earnings and, if such earnings are not achieved, the value of the redeemable noncontrolling interests might be impacted. The noncontrolling interests subject to put options are adjusted to their estimated redemption amounts each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a “floor” amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments do not impact the calculation of earnings per share. The values for Redeemable noncontrolling interests are classified within Level 3 of the fair value hierarchy. The details of the changes in Redeemable noncontrolling interests are presented in Note 4.

(in thousands, except per share data)

The following table presents our assets and liabilities that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of June 25, 2016 and December 26, 2015:

	June 25, 2016			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts	$ -	$ 4,392	$ -	$ 4,392
Total assets	$ -	$ 4,392	$ -	$ 4,392
Liabilities:				
Derivative contracts	$ -	$ 3,257	$ -	$ 3,257
Total liabilities	$ -	$ 3,257	$ -	$ 3,257
Redeemable noncontrolling interests	$ -	$ -	$ 568,693	$ 568,693

	December 26, 2015			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts	$ -	$ 4,289	$ -	$ 4,289
Total assets	$ -	$ 4,289	$ -	$ 4,289
Liabilities:				
Derivative contracts	$ -	$ 2,477	$ -	$ 2,477
Total liabilities	$ -	$ 2,477	$ -	$ 2,477
Redeemable noncontrolling interests	$ -	$ -	$ 542,194	$ 542,194

Note 7 – Business Acquisitions

Acquisitions

The operating results of all acquisitions are reflected in our financial statements from their respective acquisition dates.

We completed certain acquisitions during the six months ended June 25, 2016. Such acquisitions were immaterial to our financial statements individually and in the aggregate.

Some prior owners of such acquired subsidiaries are eligible to receive additional purchase price cash consideration if certain financial targets are met. We have accrued liabilities for the estimated fair value of additional purchase price consideration at the time of the acquisition. Any adjustments to these accrual amounts are recorded in our consolidated statements of income. For the six months ended June 25, 2016 and June 27, 2015, there were no material adjustments recorded in our consolidated statement of income relating to changes in estimated contingent purchase price liabilities.

(in thousands, except per share data)

Note 8 – Plan of Restructuring

On November 6, 2014, we announced a corporate initiative to rationalize our operations and provide expense efficiencies, which was expected to be completed by the end of fiscal 2015. This initiative has included the elimination of approximately 2% to 3% of our workforce and the closing of certain facilities. The total costs associated with the actions to date for this restructuring include $34.9 million pre-tax, which was recorded in fiscal 2015 and $24.4 million pre-tax which has been recorded in the six months ended June 25, 2016.

On August 4, 2016, we announced that we plan to continue restructuring activities through the end of 2016 in order to further implement cost-saving initiatives. We currently do not have an estimate of the additional restructuring costs to be incurred during the second half of 2016. These actions will allow us to continue to execute on our plan to reduce our cost structure to fund new initiatives to drive future growth under our 2015 – 2017 strategic planning cycle.

During the three months ended June 25, 2016 and June 27, 2015, we recorded restructuring costs of $20.4 million and $7.2 million, respectively. During the six months ended June 25, 2016 and June 27, 2015, we recorded restructuring costs of $24.4 million and $14.1 million, respectively. The costs associated with this restructuring are included in a separate line item, “Restructuring costs” within our consolidated statements of income.

The following table shows the amounts expensed and paid for restructuring costs that were incurred during the six months ended June 25, 2016 and during our 2015 fiscal year and the remaining accrued balance of restructuring costs as of June 25, 2016, which is included in Accrued expenses: Other and Other liabilities within our consolidated balance sheet:

	Severance Costs	Facility Closing Costs	Other	Total
Balance, December 27, 2014	$ 120	$ 301	$ -	$ 421
Provision	26,742	5,706	2,483	34,931
Payments and other adjustments	(17,759)	(3,856)	(1,672)	(23,287)
Balance, December 26, 2015	$ 9,103	$ 2,151	$ 811	$ 12,065
Provision	20,852	2,460	1,129	24,441
Payments	(11,153)	(1,915)	(1,575)	(14,643)
Balance, June 25, 2016	$ 18,802	$ 2,696	$ 365	$ 21,863

The following table shows, by reportable segment, the amounts expensed and paid for restructuring costs that were incurred during the six months ended June 25, 2016 and the 2015 fiscal year and the remaining accrued balance of restructuring costs as of June 25, 2016:

	Health Care Distribution	Technology and Value-Added Services	Total
Balance, December 27, 2014	$ 421	$ -	$ 421
Provision	33,889	1,042	34,931
Payments and other adjustments	(22,248)	(1,039)	(23,287)
Balance, December 26, 2015	$ 12,062	$ 3	$ 12,065
Provision	23,638	803	24,441
Payments	(14,187)	(456)	(14,643)
Balance, June 25, 2016	$ 21,513	$ 350	$ 21,863

(in thousands, except per share data)

Note 9 – Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to Henry Schein, Inc. by the weighted-average number of common shares outstanding for the period. Our diluted earnings per share is computed similarly to basic earnings per share, except that it reflects the effect of common shares issuable for presently unvested restricted stock and restricted stock units and upon exercise of stock options, using the treasury stock method in periods in which they have a dilutive effect.

A reconciliation of shares used in calculating earnings per basic and diluted share follows:

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Basic	81,458	83,053	81,516	83,139
Effect of dilutive securities:				
Stock options, restricted stock and restricted stock units	936	1,196	1,049	1,294
Diluted	82,394	84,249	82,565	84,433

Note 10 – Income Taxes

For the six months ended June 25, 2016, our effective tax rate was 29.1% compared to 30.4% for the prior year period. The difference between our effective tax rates and the federal statutory tax rates for both periods primarily relates to state and foreign income taxes and interest expense. The 2016 effective tax rate was further affected by a proposed federal tax audit settlement, as discussed below, which reduced our income tax expense by approximately $4.5 million in the period.

The total amount of unrecognized tax benefits as of June 25, 2016 was approximately $101.4 million, of which $76.1 million would affect the effective tax rate if recognized. It is expected that the amount of unrecognized tax benefits will change in the next 12 months; however, we do not expect the change to have a material impact on our consolidated financial statements.

The total amounts of interest and penalties, which are classified as a component of the provision for income taxes, were approximately $15.1 million and $0.0, respectively, as of June 25, 2016.

The tax years subject to examination by major tax jurisdictions include the years 2009 and forward by the U.S. Internal Revenue Service (“IRS”), as well as the years 2008 and forward for certain states and certain foreign jurisdictions. In December 2014, the IRS issued a Statutory Notice of Deficiency for 2009, 2010 and 2011. During the quarter ended March 28, 2015, we filed our petition to the U.S. Tax Court disputing the adjustments proposed by the IRS. During the quarter ended June 27, 2015, we were notified by the IRS that our protest was transferred to the Appellate Divisions (Appeals Section) of the IRS. During the quarter ended March 26, 2016, we filed our protest with the Appellate Division. The opening appeals conference was held on June 8, 2016 and a proposed settlement was reached. On July 13, 2016, a joint status report was filed with the Tax Court indicating a basis for settlement has been reached on all of the issues in this case. The proposed settlement is subject to documentation and review.

Note 11 – Derivatives and Hedging Activities

We are exposed to market risks as well as changes in foreign currency exchange rates as measured against the U.S. dollar and each other, and changes to the credit markets. We attempt to minimize these risks by primarily using foreign currency forward contracts and by maintaining counter-party credit limits. These hedging activities provide only limited protection against currency exchange and credit risks. Factors that could influence the effectiveness of our hedging programs include currency markets and availability of hedging instruments and liquidity of the credit markets. All foreign currency forward contracts that we enter into are components of hedging programs and are entered into for the sole purpose of hedging an existing or anticipated currency exposure. We do not enter into such contracts for speculative purposes and we manage our credit risks by diversifying our investments, maintaining a strong balance sheet and having multiple sources of capital.

Fluctuations in the value of certain foreign currencies as compared to the U.S. dollar may positively or negatively affect our revenues, gross margins, operating expenses and retained earnings, all of which are expressed in U.S. dollars. Where we deem it prudent, we engage in hedging programs using primarily foreign currency forward contracts aimed at limiting the impact of foreign currency exchange rate fluctuations on earnings. We purchase short-term (i.e., 18 months or less) foreign currency forward contracts to protect against currency exchange risks associated with intercompany loans due from our international subsidiaries and the payment of merchandise purchases to our foreign suppliers. We do not hedge the translation of foreign currency profits into U.S. dollars, as we regard this as an accounting exposure, not an economic exposure. Our hedging activities have historically not had a material impact on our consolidated financial statements. Accordingly, additional disclosures related to derivatives and hedging activities required by ASC Topic 815 have been omitted.

Note 12 – Stock-Based Compensation

Our accompanying consolidated statements of income reflect pre-tax share-based compensation expense of $13.3 million ($9.6 million after-tax) and $27.5 million ($19.5 million after-tax) for the three and six months ended June 25, 2016, respectively, and $13.5 million ($9.4 million after-tax) and $22.0 million ($15.3 million after-tax) for the three and six months ended June 27, 2015, respectively.

Stock-based compensation represents the cost related to stock-based awards granted to employees and non-employee directors. We measure stock-based compensation at the grant date, based on the estimated fair value of the award, and recognize the cost (net of estimated forfeitures) as compensation expense on a straight-line basis over the requisite service period. Our stock-based compensation expense is reflected in selling, general and administrative expenses in our consolidated statements of income.

Stock-based awards are provided to certain employees and non-employee directors under the terms of our 2013 Stock Incentive Plan, as amended, and our 2015 Non-Employee Director Stock Incentive Plan (together, the "Plans"). The Plans are administered by the Compensation Committee of the Board of Directors. Prior to March 2009, awards under the Plans principally included a combination of at-the-money stock options and restricted stock/units. Since March 2009, equity-based awards have been granted solely in the form of restricted stock/units, with the exception of providing stock options to employees pursuant to certain pre-existing contractual obligations.

Grants of restricted stock/units are stock-based awards granted to recipients with specified vesting provisions. In the case of restricted stock, common stock is delivered on the date of grant, subject to vesting conditions. In the case of restricted stock units, common stock is generally delivered on or following satisfaction of vesting conditions. We issue restricted stock/units that vest solely based on the recipient's continued service over time (primarily four-year cliff vesting, except for grants made under the 2015 Non-Employee Director Stock Incentive Plan, which are primarily 12-month cliff vesting) and restricted stock/units that vest based on our achieving specified performance measurements and the recipient's continued service over time (primarily three-year cliff vesting).

With respect to time-based restricted stock/units, we estimate the fair value on the date of grant based on our closing stock price. With respect to performance-based restricted stock/units, the number of shares that ultimately vest and are received by the recipient is based upon our performance as measured against specified targets over a three-year period as determined by the Compensation Committee of the Board of Directors. Although there is no guarantee that performance targets will be achieved, we estimate the fair value of performance-based restricted stock/units based on our closing stock price at time of grant.

The Plans provide for adjustments to the performance-based restricted stock/units targets for significant events such as acquisitions, divestitures, new business ventures, certain capital transactions (including share repurchases), restructuring costs, if any, changes in accounting principles or in applicable laws or regulations and certain foreign exchange fluctuations. Over the performance period, the number of shares of common stock that will ultimately vest and be issued and the related compensation expense is adjusted upward or downward based upon our estimation of achieving such performance targets. The ultimate number of shares delivered to recipients and the related compensation cost recognized as an expense will be based on our actual performance metrics as defined under the Plans.

Total unrecognized compensation cost related to non-vested awards as of June 25, 2016 was $108.2 million, which is expected to be recognized over a weighted-average period of approximately 2.6 years.

(in thousands, except per share data)

The following table summarizes stock option activity under the Plans during the six months ended June 25, 2016:

	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life in Years	Aggregate Intrinsic Value
Outstanding at beginning of period	385	$ 56.00		
Granted	-	-		
Exercised	(166)	54.87		
Forfeited	-	-		
Outstanding at end of period	219	$ 56.85	1.4	$ 24,991
Options exercisable at end of period	219	$ 56.85	1.4	$ 24,991

The following tables summarize the activity of our non-vested restricted stock/units for the six months ended June 25, 2016:

	Time-Based Restricted Stock/Units		
	Shares/Units	Weighted Average Grant Date Fair Value Per Share	Intrinsic Value Per Share
Outstanding at beginning of period	775	$ 99.29	
Granted	156	169.10	
Vested	(228)	74.46	
Forfeited	(21)	120.80	
Outstanding at end of period	682	$ 122.88	$ 170.87

	Performance-Based Restricted Stock/Units		
	Shares/Units	Weighted Average Grant Date Fair Value Per Share	Intrinsic Value Per Share
Outstanding at beginning of period	930	$ 91.33	
Granted	221	161.00	
Vested	(212)	90.39	
Forfeited	(19)	135.64	
Outstanding at end of period	920	$ 107.59	$ 170.87

(in thousands, except per share data)

Note 13 – Supplemental Cash Flow Information

Cash paid for interest and income taxes was:

	Six Months Ended	
	June 25, 2016	June 27, 2015
Interest	$ 13,644	$ 11,596
Income taxes	99,558	93,936

During the six months ended June 25, 2016 and June 27, 2015, we had $2.1 million and $(0.8) million of non-cash net unrealized gains (losses) related to foreign currency hedging activities, respectively.

Note 14 – Legal Proceedings

In September 2015, Henry Schein, Inc. was served with a summons and complaint in an action commenced in the United States District Court for the Eastern District of New York, entitled SourceOne Dental, Inc. v. Patterson Companies, Inc., Henry Schein, Inc. and Benco Dental Supply Company, Civil Action No. 15-cv-05440-JMA-GRB. Plaintiff alleges that, through its website, it markets and sells dental supplies and equipment to dentists. Plaintiff alleges, among other things, that defendants conspired to eliminate plaintiff as a viable competitor and to exclude plaintiff from the market for the marketing, distribution and sale of dental supplies and equipment in the United States and that defendants unlawfully agreed with one another to boycott dentists, manufacturers and state dental associations that deal with, or considered dealing with, plaintiff. Plaintiff asserts the following claims: (i) unreasonable restraint of trade in violation of state and federal antitrust laws; (ii) tortious interference with prospective business relations; (iii) civil conspiracy; and (iv) aiding and abetting the other defendants' ongoing tortious and anticompetitive conduct. Plaintiff seeks equitable relief, compensatory and treble damages, jointly and severally, punitive damages, interest, and reasonable costs and expenses, including attorneys' fees and expert fees. We intend to defend ourselves vigorously against the action.

Beginning in January 2016, class action complaints were filed against Patterson Companies, Inc., Benco Dental Supply Co. and Henry Schein, Inc. Each of these complaints allege, among other things, that defendants conspired to fix prices, allocate customers and foreclose competitors by boycotting manufacturers, state dental associations and others that deal with defendants' competitors. Subject to certain exclusions, these classes seek to represent all persons who purchased dental supplies or equipment in the United States directly from any of the defendants or Burkhart Dental Supply Co. since August 31, 2008. Each class action complaint asserts a single count under Section 1 of the Sherman Act, and seeks equitable relief, compensatory and treble damages, jointly and severally, and reasonable costs and expenses, including attorneys' fees and expert fees. We intend to defend ourselves vigorously against these actions.

From time to time, we may become a party to other legal proceedings, including, without limitation, product liability claims, employment matters, commercial disputes, governmental inquiries and investigations (which may in some cases involve our entering into settlement arrangements or consent decrees), and other matters arising out of the ordinary course of our business. While the results of any legal proceeding cannot be predicted with certainty, in our opinion none of these other pending matters are currently anticipated to have a material adverse effect on our financial condition or results of operations.

As of June 25, 2016, we had accrued our best estimate of potential losses relating to claims that were probable to result in liability and for which we were able to reasonably estimate a loss. This accrued amount, as well as related expenses, was not material to our financial position, results of operations or cash flows. Our method for determining estimated losses considers currently available facts, presently enacted laws and regulations and other factors, including probable recoveries from third parties.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

In accordance with the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995, we provide the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. All forward-looking statements made by us are subject to risks and uncertainties and are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These statements are identified by the use of such terms as "may," "could," "expect," "intend," "believe," "plan," "estimate," "forecast," "project," "anticipate" or other comparable terms.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: effects of a highly competitive and consolidating market; our dependence on third parties for the manufacture and supply of our products; our dependence upon sales personnel, customers, suppliers and manufacturers; our dependence on our senior management; fluctuations in quarterly earnings; risks from expansion of customer purchasing power and multi-tiered costing structures; increases in shipping costs for our products or other service issues with our third-party shippers; general global macro-economic conditions; risks associated with political and economic uncertainty arising from the outcome of the referendum on the membership of the United Kingdom in the European Union; disruptions in financial markets; volatility of the market price of our common stock; changes in the health care industry; implementation of health care laws; failure to comply with regulatory requirements and data privacy laws; risks associated with our global operations; transitional challenges associated with acquisitions and joint ventures, including the failure to achieve anticipated synergies; financial risks associated with acquisitions and joint ventures; litigation risks; the dependence on our continued product development, technical support and successful marketing in the technology segment; increased competition by third-party online commerce sites; risks from disruption to our information systems; cyberattacks or other privacy or data security breaches; certain provisions in our governing documents that may discourage third-party acquisitions of us; and changes in tax legislation. The order in which these factors appear should not be construed to indicate their relative importance or priority.

We caution that these factors may not be exhaustive and that many of these factors are beyond our ability to control or predict. Accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. We undertake no duty and have no obligation to update forward-looking statements.

Where You Can Find Important Information

We may disclose important information through one or more of the following channels: SEC filings, public conference calls and webcasts, press releases, the investor relations page of our website (www.henryschein.com) and the social media channels identified on the investor relations page of our website.

Executive-Level Overview

We believe we are the world's largest provider of health care products and services primarily to office-based dental, animal health and medical practitioners. We serve more than 1 million customers worldwide including dental practitioners and laboratories, animal health clinics and physician practices, as well as government, institutional health care clinics and other alternate care clinics. We believe that we have a strong brand identity due to our more than 84 years of experience distributing health care products.

We are headquartered in Melville, New York, employ more than 19,000 people (of which more than 8,500 are based outside the United States) and have operations or affiliates in 33 countries, including the United States, Australia, Austria, Belgium, Brazil, Canada, Chile, China, the Czech Republic, Denmark, France, Germany, Hong Kong SAR, Iceland, Ireland, Israel, Italy, Japan, Luxembourg, Malaysia, the Netherlands, New Zealand, Norway, Poland, Portugal, Romania, Slovakia, South Africa, Spain, Sweden, Switzerland, Thailand and the United Kingdom.

We have established strategically located distribution centers to enable us to better serve our customers and increase our operating efficiency. This infrastructure, together with broad product and service offerings at competitive prices, and a strong commitment to customer service, enables us to be a single source of supply for our customers' needs. Our infrastructure also allows us to provide convenient ordering and rapid, accurate and complete order fulfillment.

We conduct our business through two reportable segments: (i) health care distribution and (ii) technology and value-added services. These segments offer different products and services to the same customer base.

The health care distribution reportable segment aggregates our global dental, animal health and medical operating segments. This segment distributes consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins. Our global dental group serves office-based dental practitioners, dental laboratories, schools and other institutions. Our global animal health group serves animal health practices and clinics. Our global medical group serves office-based medical practitioners, ambulatory surgery centers, other alternate-care settings and other institutions.

Our global technology and value-added services group provides software, technology and other value-added services to health care practitioners. Our technology group offerings include practice management software systems for dental and medical practitioners and animal health clinics. Our value-added practice solutions include financial services on a non-recourse basis, e-services, practice technology, network and hardware services, as well as continuing education services for practitioners.

Industry Overview

In recent years, the health care industry has increasingly focused on cost containment. This trend has benefited distributors capable of providing a broad array of products and services at low prices. It also has accelerated the growth of HMOs, group practices, other managed care accounts and collective buying groups, which, in addition to their emphasis on obtaining products at competitive prices, tend to favor distributors capable of providing specialized management information support. We believe that the trend towards cost containment has the potential to favorably affect demand for technology solutions, including software, which can enhance the efficiency and facilitation of practice management.

Our operating results in recent years have been significantly affected by strategies and transactions that we undertook to expand our business, domestically and internationally, in part to address significant changes in the health care industry, including consolidation of health care distribution companies, health care reform, trends toward managed care, cuts in Medicare and collective purchasing arrangements.

Our current and future results have been and could be impacted by the current economic environment and uncertainty, particularly impacting overall demand for our products and services.

Industry Consolidation

The health care products distribution industry, as it relates to office-based health care practitioners, is fragmented and diverse. This industry, which encompasses the dental, animal health and medical markets, was estimated to produce revenues of approximately $45 billion in 2015 in the global markets. The industry ranges from sole practitioners working out of relatively small offices to group practices or service organizations ranging in size from a few practitioners to a large number of practitioners who have combined or otherwise associated their practices.

Due in part to the inability of office-based health care practitioners to store and manage large quantities of supplies in their offices, the distribution of health care supplies and small equipment to office-based health care practitioners has been characterized by frequent, small quantity orders, and a need for rapid, reliable and substantially complete order fulfillment. The purchasing decisions within an office-based health care practice are typically made by the practitioner or an administrative assistant. Supplies and small equipment are generally purchased from more than one distributor, with one generally serving as the primary supplier.

The trend of consolidation extends to our customer base. Health care practitioners are increasingly seeking to partner, affiliate or combine with larger entities such as hospitals, health systems, group practices or physician hospital organizations. In many cases, purchasing decisions for consolidated groups are made at a centralized or professional staff level; however, orders are delivered to the practitioners' offices.

We believe that consolidation within the industry will continue to result in a number of distributors, particularly those with limited financial, operating and marketing resources, seeking to combine with larger companies that can provide growth opportunities. This consolidation also may continue to result in distributors seeking to acquire companies that can enhance their current product and service offerings or provide opportunities to serve a broader customer base.

Our trend with regard to acquisitions and joint ventures has been to expand our role as a provider of products and services to the health care industry. This trend has resulted in our expansion into service areas that complement our existing operations and provide opportunities for us to develop synergies with, and thus strengthen, the acquired businesses.

As industry consolidation continues, we believe that we are positioned to capitalize on this trend, as we believe we have the ability to support increased sales through our existing infrastructure. We also have invested in expanding our sales/marketing infrastructure to include a focus on building relationships with decision makers who do not reside in the office-based practitioner setting.

As the health care industry continues to change, we continually evaluate possible candidates for merger and joint venture or acquisition and intend to continue to seek opportunities to expand our role as a provider of products and services to the health care industry. There can be no assurance that we will be able to successfully pursue any such opportunity or consummate any such transaction, if pursued. If additional transactions are entered into or consummated, we would incur merger and/or acquisition-related costs, and there can be no assurance that the integration efforts associated with any such transaction would be successful.

Aging Population and Other Market Influences

The health care products distribution industry continues to experience growth due to the aging population, increased health care awareness, the proliferation of medical technology and testing, new pharmacology treatments and expanded third-party insurance coverage, partially offset by the effects of unemployment on insurance coverage. In addition, the physician market continues to benefit from the shift of procedures and diagnostic testing from acute care settings to alternate-care sites, particularly physicians' offices.

According to the U.S. Census Bureau's International Data Base, in 2015 there were more than six million Americans aged 85 years or older, the segment of the population most in need of long-term care and elder-care

services. By the year 2050, that number is projected to nearly triple to approximately 19 million. The population aged 65 to 84 years is projected to increase over 65% during the same time period.

As a result of these market dynamics, annual expenditures for health care services continue to increase in the United States. We believe that demand for our products and services will grow, while continuing to be impacted by current and future operating, economic and industry conditions. The Centers for Medicare and Medicaid Services, or CMS, published "National Health Expenditure Projections 2014-2024" indicating that total national health care spending reached approximately $3.1 trillion in 2014, or 17.7% of the nation's gross domestic product, the benchmark measure for annual production of goods and services in the United States. Health care spending is projected to reach approximately $5.4 trillion in 2024, approximately 19.6% of the nation's gross domestic product.

Government

Certain of our businesses involve the distribution of pharmaceuticals and medical devices, and in this regard we are subject to extensive local, state, federal and foreign governmental laws and regulations applicable to the distribution of pharmaceuticals and medical devices. Additionally, government and private insurance programs fund a large portion of the total cost of medical care, and there has been an emphasis on efforts to control medical costs, including laws and regulations lowering reimbursement rates for pharmaceuticals, medical devices, and/or medical treatments or services. Also, many of these laws and regulations are subject to change and may impact our financial performance. In addition, our businesses are generally subject to numerous other laws and regulations that could impact our financial performance, including securities, antitrust, data privacy, data security and other laws and regulations. Failure to comply with law or regulations could have a material adverse effect on our business.

Health Care Reform

The United States Health Care Reform Law adopted through the March 2010 enactment of the Patient Protection and Affordable Care Act and the Health Care and Education Reconciliation Act increased federal oversight of private health insurance plans and included a number of provisions designed to reduce Medicare expenditures and the cost of health care generally, to reduce fraud and abuse, and to provide access to increased health coverage.

The Health Care Reform Law requirements include a 2.3% excise tax on domestic sales of many medical devices by manufacturers and importers that began in 2013 and a fee on branded prescription drugs and biologics that was implemented in 2011, both of which may affect sales. However, with respect to the medical device excise tax, a two-year moratorium was imposed under the Consolidated Appropriations Act, 2016, suspending the imposition of the tax on device sales during the period beginning January 1, 2016 and ending on December 31, 2017. The Health Care Reform Law has also materially expanded the number of individuals in the United States with health insurance. The Health Care Reform Law has faced ongoing legal challenges, including litigation seeking to invalidate some of or all of the law or the manner in which it has been implemented, and Congress and the Republican candidate for President will support repeal. The uncertain status of the Health Care Reform Law affects our ability to plan.

A Health Care Reform Law provision, generally referred to as the Physician Payment Sunshine Act or Open Payments Program, has imposed new reporting and disclosure requirements for drug and device manufacturers with regard to payments or other transfers of value made to certain practitioners (including physicians, dentists and teaching hospitals), and for such manufacturers and for group purchasing organizations, with regard to certain ownership interests held by physicians in the reporting entity. On February 1, 2013, CMS released the final rule to implement the Physician Payment Sunshine Act. Under this rule, data collection activities began on August 1, 2013, and as required under the Physician Payment Sunshine Act, CMS publishes information from these reports on a publicly available website, including amounts transferred and physician, dentist and teaching hospital identities.

Under the Physician Payment Sunshine Act, we are required to collect and report detailed information regarding certain financial relationships we have with physicians, dentists and teaching hospitals, and we believe that we are substantially compliant with applicable Physician Payment Sunshine Act requirements. The Physician Payment Sunshine Act pre-empts similar state reporting laws, although we or our subsidiaries may be required to report under certain state transparency laws that address circumstances not covered by the Physician Payment Sunshine Act, and some of these state laws, as well as the federal law, can be ambiguous. We are also subject to foreign regulations requiring transparency of certain interactions between suppliers and their customers. While we believe we have substantially compliant programs and controls in place to comply with these requirements, our compliance with these rules imposes additional costs on us.

Health Care Fraud

Certain of our businesses are subject to federal and state (and similar foreign) health care fraud and abuse, referral and reimbursement laws and regulations with respect to their operations. Some of these laws, referred to as "false claims laws," prohibit the submission or causing the submission of false or fraudulent claims for reimbursement to federal, state and other health care payers and programs. Other laws, referred to as "anti-kickback laws," prohibit soliciting, offering, receiving or paying remuneration in order to induce the referral of a patient or ordering, purchasing, leasing or arranging for, or recommending ordering, purchasing or leasing of, items or services that are paid for by federal, state and other health care payers and programs.

The fraud and abuse laws and regulations have been subject to varying interpretations, as well as heightened enforcement activity over the past few years, and significant enforcement activity has been the result of "relators," who serve as whistleblowers by filing complaints in the name of the United States (and if applicable, particular states) under federal and state false claims laws. Under the federal False Claims Act, relators can be entitled to receive up to 30% of total recoveries. Also, violations of the federal False Claims Act can result in treble damages, and each false claim submitted can be subject to a penalty of up to $11,000 per claim. In accordance with the provisions of the Bipartisan Budget Act of 2015, which required federal agencies to update civil monetary penalties within their jurisdiction by August 1, 2016, the Department of Justice published an interim final rule on June 30, 2016, which provided that civil penalties assessed after August 1, 2016 were to be increased from $11,000 per claim to $21,563. Most states have adopted similar state false claims laws, and these state laws have their own penalties which may be in addition to federal False Claims Act penalties. The Health Care Reform Law significantly strengthened the federal False Claims Act and the federal Anti-Kickback Law provisions, which could lead to the possibility of increased whistleblower or relator suits, and among other things made clear that a federal Anti-Kickback Law violation can be a basis for federal False Claims Act liability.

The United States government (among others) has expressed concerns about financial relationships between suppliers on the one hand and physicians and dentists on the other. As a result, we regularly review and revise our marketing practices as necessary to facilitate compliance.

We also are subject to certain United States and foreign laws and regulations concerning the conduct of our foreign operations, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act and other anti-bribery laws and laws pertaining to the accuracy of our internal books and records, which have been the focus of increasing enforcement activity globally in recent years.

Failure to comply with fraud and abuse laws and regulations could result in significant civil and criminal penalties and costs, including the loss of licenses and the ability to participate in federal and state health care programs, and could have a material adverse effect on our business. Also, these measures may be interpreted or applied by a prosecutorial, regulatory or judicial authority in a manner that could require us to make changes in our operations or incur substantial defense and settlement expenses. Even unsuccessful challenges by regulatory authorities or private relators could result in reputational harm and the incurring of substantial costs. In addition, many of these laws are vague or indefinite and have not been interpreted by the courts, and have been subject to frequent modification and varied interpretation by prosecutorial and regulatory authorities, increasing the risk of noncompliance.

While we believe that we are substantially compliant with applicable fraud and abuse laws and regulations, and have adequate compliance programs and controls in place to ensure substantial compliance, we cannot predict whether changes in applicable law, or interpretation of laws, or changes in our services or marketing practices in response to changes in applicable law or interpretation of laws, could have a material adverse effect on our business.

Operating, Security and Licensure Standards

The Federal Food, Drug, and Cosmetic Act and similar foreign laws generally regulate the introduction, manufacture, advertising, labeling, packaging, storage, handling, reporting, marketing and distribution of, and record keeping for, pharmaceuticals and medical devices shipped in interstate commerce, and states may similarly regulate such activities within the state.

The Federal Drug Quality and Security Act of 2013 brought about significant changes with respect to pharmaceutical supply chain requirements and pre-empts state law. Title II of this measure, known as the Drug Supply Chain Security Act ("DSCSA"), will be phased in over 10 years, and is intended to build a national electronic, interoperable system to identify and trace certain prescription drugs as they are distributed in the United States. The law's track and trace requirements applicable to manufacturers, wholesalers, repackagers and dispensers (e.g., pharmacies) of prescription drugs began to take effect in January 2015, and continue to be implemented. The DSCSA product tracing requirements replace the former United States Food and Drug Administration ("FDA") drug pedigree requirements and pre-empt state requirements that are inconsistent with, more stringent than, or in addition to, the DSCSA requirements.

The DSCSA also establishes certain requirements for the licensing and operation of prescription drug wholesalers and third party logistics providers ("3PLs"), and includes the eventual creation of national wholesaler and 3PL licenses in cases where states do not license such entities. The DSCSA requires that wholesalers and 3PLs distribute drugs in accordance with certain standards regarding the recordkeeping, storage and handling of prescription drugs. According to FDA guidance, states are pre-empted from imposing any licensing requirements that are inconsistent with, less stringent than, directly related to, or covered by the standards established by federal law in this area. Current state licensing requirements will likely remain in effect until the FDA issues new regulations as directed by the DSCSA.

We believe that we are substantially compliant with applicable DSCSA requirements.

The Food and Drug Administration Amendments Act of 2007 and the Food and Drug Administration Safety and Innovation Act of 2012 amended the Federal Food, Drug, and Cosmetic Act ("FDCA") to require the FDA to promulgate regulations to implement a Unique Device Identification System. The FDA issued a final rule on September 24, 2013 implementing the Unique Device Identification System, requiring "labelers," to develop and include unique device identifiers ("UDIs") on the labels and packages of medical devices, and to directly mark certain devices with UDIs. Labelers are entities that cause a device's label to be applied or modified, without any subsequent replacement or modification. Typically, these entities are device manufacturers, but may also be specification developers, single-use device reprocessors, convenience kit assemblers, repackagers and relabelers. For Class I medical devices, a Universal Product Code may take the place of a UDI on the device's label. Class I devices exempt from the Quality System Regulation are exempt from UDI requirements.

The UDI final rule prescribes the content and format of the UDI. The rule also requires the submission of certain information concerning UDI-labeled devices to an FDA database, the Global Unique Device Identification Database. Additional FDA UDI guidance has subsequently been issued, and the FDA's UDI regulations are being phased in over seven years from the rule's promulgation in September 2013, beginning with the highest-risk devices (i.e., Class III medical devices) and ending with the lowest-risk devices. The compliance date for Class II medical devices is September 24, 2016.

Violations of the UDI regulations, including failure to include a UDI on a device's label after the compliance date for the device class, result in the misbranding of the device. The FDCA makes it unlawful to introduce or deliver for introduction into interstate commerce a misbranded device. It is also unlawful to cause a device to become misbranded.

We believe that we are substantially compliant with applicable UDI requirements.

Regulated Software; Electronic Health Records

The FDA has become increasingly active in addressing the regulation of computer software intended for use in health care settings, and has developed and continues to develop policies on regulating clinical decision support tools and other types of software as medical devices. Certain of our businesses involve the development and sale of software and related products to support physician and dental practice management, and it is possible that the FDA or foreign government authorities could determine that one or more of our products is a medical device, which could subject us or one or more of our businesses to substantial additional requirements with respect to these products.

In addition, our businesses that involve physician and dental practice management products include electronic information technology systems that store and process personal health, clinical, financial and other sensitive information of individuals. These information technology systems may be vulnerable to breakdown, wrongful intrusions, data breaches and malicious attack, which could require us to expend significant resources to eliminate these problems and address related security concerns, and could involve claims against us by private parties and/or governmental agencies. For example, we are directly or indirectly subject to numerous federal, state, local and foreign laws and regulations that protect the privacy and security of such information, such as the privacy and security provisions of the federal Health Insurance Portability and Accountability Act of 1996, as amended, and implementing regulations ("HIPAA"). HIPAA requires, among other things, the implementation of various recordkeeping, operational, notice and other practices intended to safeguard that information, limit its use to allowed purposes and notify individuals in the event of privacy and security breaches. Failure to comply with these laws and regulations can result in substantial penalties and other liabilities.

We also sell products and services that health care providers, such as physicians and dentists, use to store and manage patient medical or dental records. These customers are subject to laws and regulations, such as HIPAA, which require that they protect the privacy and security of those records, and our products may be used as part of these customers' comprehensive data security programs, including in connection with their efforts to comply with applicable privacy and security laws. Perceived or actual security vulnerabilities in our products or services, or the perceived or actual failure by us or our customers who use our products to comply with applicable legal requirements, may not only cause us significant reputational harm, but may also lead to claims against us by our customers and/or governmental agencies and involve substantial fines, penalties and other liabilities and expenses and costs for remediation.

Federal initiatives provide a program of incentive payments available to certain health care providers involving the adoption and use of certain electronic health care records systems and processes. The initiatives include providing, among others, physicians and dentists, with financial incentives if they meaningfully use certified electronic health record technology ("EHR") in accordance with applicable requirements. In addition, Medicare-eligible providers that fail to timely adopt certified EHR systems and meet "meaningful use" requirements for those systems in accordance with regulatory requirements are to be subject to cumulative Medicare reimbursement reductions, which reductions for applicable health professionals (including physicians and dentists) began on January 1, 2015. Qualification for the incentive payments requires the use of EHRs that have certain capabilities for meaningful use pursuant to evolving standards adopted by CMS and by the Office of the National Coordinator for Health Information Technology ("ONC") of the Department of Health and Human Services. Generally, initial ("Stage 1") standards addressed criteria for periods beginning in 2011, and more demanding "Stage 2" standards addressed criteria for periods beginning in 2014. On October 6, 2015, CMS and ONC released comprehensive final rules with respect to the EHR program that, among other things, establish the more challenging "Stage 3" criteria, make certain adjustments to Stage 1 and Stage 2 standards (e.g., reducing the 2015 reporting period from a full year to 90 days), and finalize 2015 edition health information technology (HIT) certification criteria (which is now added to the existing 2014 edition HIT certification criteria, but not required until 2018). Under these rules, compliance with Stage 3 standards will be optional for providers in 2017, and would generally be required for all eligible providers (regardless of prior participation in the EHR incentive program) for the 2018 reporting period. Developers and others involved in the manufacture of EHR program technology will have this interim period to develop and certify products, and work with customers to implement products for the 2018 EHR program period.

The use of certified EHR technology will continue under the Medicare Access and CHIP Reauthorization Act of 2015 ("MACRA"), enacted on April 16, 2015, which modifies certain Medicare payments to "eligible professionals," including physicians and other practitioners. MACRA, among other things, establishes the Merit-Based Incentive Payment System ("MIPS"), which generally will consolidate the physician quality reporting system, the value-based payment modifier, and the Medicare EHR program into a single program in which Medicare reimbursement to eligible professionals will take into account quality, resource use, clinical practice improvement and meaningful use of certified EHR technology. In connection with this, Medicare EHR program payment adjustments to eligible professionals will sunset at the end of 2018, and MIPS payment adjustments will begin on January 1, 2019.

Certain of our businesses involve the manufacture and sale of certified EHR systems and other products linked to incentive programs. Accordingly, we must maintain compliance with, and are affected by, these changing governmental criteria.

There may be additional legislative initiatives in the future impacting health care.

E-Commerce

Electronic commerce solutions have become an integral part of traditional health care supply and distribution relationships. Our distribution business is characterized by rapid technological developments and intense competition. The continuing advancement of online commerce requires us to cost-effectively adapt to changing technologies, to enhance existing services and to develop and introduce a variety of new services to address the changing demands of consumers and our customers on a timely basis, particularly in response to competitive offerings.

Through our proprietary, technologically based suite of products, we offer customers a variety of competitive alternatives. We believe that our tradition of reliable service, our name recognition and large customer base built on solid customer relationships, position us well to participate in this significant aspect of the distribution business. We continue to explore ways and means to improve and expand our Internet presence and capabilities, including our online commerce offerings and our use of various social media outlets.

Results of Operations

The following table summarizes the significant components of our operating results for the three and six months ended June 25, 2016 and June 27, 2015 and cash flows for the six months ended June 25, 2016 and June 27, 2015 (in thousands):

	Three Months Ended		Six Months Ended	
	June 25, 2016	June 27, 2015	June 25, 2016	June 27, 2015
Operating results:				
Net sales	$ 2,872,630	$ 2,629,320	$ 5,585,586	$ 5,092,966
Cost of sales	2,069,314	1,878,642	4,002,965	3,628,893
Gross profit	803,316	750,678	1,582,621	1,464,073
Operating expenses:				
Selling, general and administrative	602,256	560,426	1,201,309	1,105,592
Restructuring costs	20,383	7,222	24,441	14,084
Operating income	$ 180,677	$ 183,030	$ 356,871	$ 344,397
Other expense, net	$ (3,543)	$ (3,210)	$ (4,185)	$ (5,898)
Net income	133,098	129,608	257,631	241,188
Net income attributable to Henry Schein, Inc.	120,097	117,928	233,849	221,375
Cash flows:				
Net cash provided by operating activities			$ 172,872	$ 181,102
Net cash used in investing activities			(120,386)	(97,905)
Net cash used in financing activities			(65,375)	(116,737)

Plan of Restructuring

On November 6, 2014, we announced a corporate initiative to rationalize our operations and provide expense efficiencies, which was expected to be completed by the end of fiscal 2015. This initiative has included the elimination of approximately 2% to 3% of our workforce and the closing of certain facilities. The total costs associated with the actions to date for this restructuring include $34.9 million pre-tax, which was recorded in fiscal 2015 and $24.4 million pre-tax which has been recorded in the six months ended June 25, 2016.

On August 4, 2016, we announced that we plan to continue restructuring activities through the end of 2016 in order to further implement cost-saving initiatives. We currently do not have an estimate of the additional restructuring costs to be incurred during the second half of 2016. These actions will allow us to continue to execute on our plan to reduce our cost structure to fund new initiatives to drive future growth under our 2015 – 2017 strategic planning cycle.

During the six months ended June 25, 2016 and June 27, 2015, we recorded restructuring costs of $24.4 million and $14.1 million, respectively. The costs associated with this restructuring are included in a separate line item, “Restructuring costs” within our consolidated statements of income.

Three Months Ended June 25, 2016 Compared to Three Months Ended June 27, 2015

Net Sales

Net sales for the three months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	% of Total	June 27, 2015	% of Total	Increase $	Increase %
Health care distribution (1):						
Dental	$ 1,373,188	47.8 %	$ 1,320,743	50.2%	$ 52,445	4.0%
Animal health	853,598	29.7	748,558	28.5	105,040	14.0
Medical	538,825	18.8	470,519	17.9	68,306	14.5
Total health care distribution	2,765,611	96.3	2,539,820	96.6	225,791	8.9
Technology and value-added services (2)	107,019	3.7	89,500	3.4	17,519	19.6
Total	$ 2,872,630	100.0%	$ 2,629,320	100.0%	$ 243,310	9.3

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services on a non-recourse basis, e-services, continuing education services for practitioners, consulting and other services.

The $243.3 million, or 9.3%, increase in net sales for the three months ended June 25, 2016 includes an increase of 9.7% in local currency growth (7.6% increase in internally generated revenue and 2.1% growth from acquisitions) partially offset by a decrease of 0.4% related to foreign currency exchange.

The $52.4 million, or 4.0%, increase in dental net sales for the three months ended June 25, 2016 includes an increase of 4.1% in local currency growth (2.8% increase in internally generated revenue and 1.3% growth from acquisitions) partially offset by a decrease of 0.1% related to foreign currency exchange. The 4.1% increase in local currency sales was due to dental consumable merchandise sales growth of 4.2% (2.8% increase in internally generated revenue and 1.4% growth from acquisitions), as well as an increase in dental equipment sales and service revenues of 3.8% (2.9% increase in internally generated revenue and 0.9% growth from acquisitions).

The $105.0 million, or 14.0%, increase in animal health net sales for the three months ended June 25, 2016 includes an increase of 15.2% in local currency growth (11.8% increase in internally generated revenue and 3.4% growth from acquisitions) partially offset by a decrease of 1.2% related to foreign currency exchange. The growth in internally generated animal health revenue is affected by the revenue for certain products being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. When excluding the effects of this change, internally generated revenue grew by 8.2%.

The $68.3 million, or 14.5%, increase in medical net sales for the three months ended June 25, 2016 includes an increase of 14.5% in local currency growth attributable to internally generated revenue. The growth in internally generated medical revenue is affected by certain sales being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. When excluding the effects of this change, internally generated revenue grew by 10.1%.

The $17.5 million, or 19.6%, increase in technology and value-added services net sales for the three months ended June 25, 2016 includes an increase of 20.4% in local currency growth (8.1% increase in internally generated revenue and 12.3% growth from acquisitions) partially offset by a decrease of 0.8% related to foreign currency exchange.

Gross Profit

Gross profit and gross margin percentages by segment and in total for the three months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	Gross Margin %	June 27, 2015	Gross Margin %	Increase $	Increase %
Health care distribution	$ 732,561	26.5%	$ 689,648	27.2%	$ 42,913	6.2%
Technology and value-added services	70,755	66.1	61,030	68.2	9,725	15.9
Total	$ 803,316	28.0	$ 750,678	28.6	$ 52,638	7.0

For the three months ended June 25, 2016, gross profit increased $52.6 million, or 7.0%, compared to the prior year period. As a result of different practices of categorizing costs associated with distribution networks throughout our industry, our gross margins may not necessarily be comparable to other distribution companies. Additionally, we realize substantially higher gross margin percentages in our technology segment than in our health care distribution segment. These higher gross margins result from being both the developer and seller of software products and services, as well as certain financial services. The software industry typically realizes higher gross margins to recover investments in research and development.

Within our health care distribution segment, gross profit margins may vary from one period to the next. Changes in the mix of products sold as well as changes in our customer mix have been the most significant drivers affecting our gross profit margin. For example, sales of pharmaceutical products are generally at lower gross profit margins than other products. Conversely, sales of our private label products achieve gross profit margins that are higher than average. With respect to customer mix, sales to our large-group customers are typically completed at lower gross margins due to the higher volumes sold as opposed to the gross margin on sales to office-based practitioners who normally purchase lower volumes at greater frequencies.

Health care distribution gross profit increased $42.9 million, or 6.2%, for the three months ended June 25, 2016 compared to the prior year period. Health care distribution gross profit margin decreased to 26.5% for the three months ended June 25, 2016 from 27.2% for the comparable prior year period. The overall decrease in our health care distribution gross profit margin reflects lower margins in our medical operating segment due to certain sales being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. Acquisitions accounted for $16.6 million of our gross profit increase within our health care distribution segment for the three months ended June 25, 2016 compared to the prior year period. The remaining increase of $26.3 million in our health care distribution gross profit was attributable to a $41.0 million gross profit increase from an increase in internally generated revenue, partially offset by a $14.7 million gross profit decrease related to the decrease in the gross margin rates.

Technology and value-added services gross profit increased $9.7 million, or 15.9%, for the three months ended June 25, 2016 compared to the prior year period. Technology gross profit margin decreased to 66.1% for the three months ended June 25, 2016 from 68.2% for the comparable prior year period. Acquisitions accounted for $5.6 million of our gross profit increase within our technology and value-added services segment for the three months ended June 25, 2016 compared to the prior year period. The remaining increase of $4.1 million in our technology and value-added services segment gross profit was primarily attributable to an increase in internally generated revenue.

Selling, General and Administrative

Selling, general and administrative expenses by segment and in total for the three months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	% of Respective Net Sales	June 27, 2015	% of Respective Net Sales	Increase $	Increase %
Health care distribution	$ 562,428	20.3%	$ 527,236	20.8%	$ 35,192	6.7%
Technology and value-added services	39,828	37.2	33,190	37.1	6,638	20.0
Total	$ 602,256	21.0	$ 560,426	21.3	$ 41,830	7.5

Selling, general and administrative expenses increased $41.8 million, or 7.5%, to $602.3 million for the three months ended June 25, 2016 from the comparable prior year period. The $35.2 million increase in selling, general and administrative expenses within our health care distribution segment for the three months ended June 25, 2016 as compared to the prior year period was attributable to $14.4 million of additional costs from acquired companies, and $20.8 million of additional operating costs. The $6.6 million increase in selling, general and administrative expenses within our technology and value-added services segment for the three months ended June 25, 2016 as compared to the prior year period was attributable to $3.7 million of additional costs from acquired companies and $2.9 million of additional operating costs. As a percentage of net sales, selling, general and administrative expenses decreased to 21.0% as compared to 21.3% in the comparable prior year period.

As a component of selling, general and administrative expenses, selling expenses increased $29.3 million, or 8.5%, to $373.4 million for the three months ended June 25, 2016 from the comparable prior year period. As a percentage of net sales, selling expenses decreased to 13.0% from 13.1% for the comparable prior year period.

As a component of selling, general and administrative expenses, general and administrative expenses increased $12.5 million, or 5.8%, to $228.9 million for the three months ended June 25, 2016 from the comparable prior year period. As a percentage of net sales, general and administrative expenses decreased to 8.0% from 8.2% for the comparable prior year period.

Other Expense, Net

Other expense, net, for the three months ended June 25, 2016 and June 27, 2015 was as follows (in thousands):

	June 25, 2016	June 27, 2015	Variance $	Variance %
Interest income	$ 3,556	$ 3,257	$ 299	9.2%
Interest expense	(7,367)	(6,290)	(1,077)	(17.1)
Other, net	268	(177)	445	251.4
Other expense, net	$ (3,543)	$ (3,210)	$ (333)	(10.4)

Other expense, net increased by $0.3 million for the three months ended June 25, 2016 compared to the prior year period. Interest income increased primarily due to increased late fee income. Interest expense increased due to additional borrowings under our bank credit lines.

Income Taxes

For the three months ended June 25, 2016, our effective tax rate was 27.6% compared to 29.9% for the prior year period. The difference between our effective tax rates and the federal statutory tax rates for both periods primarily relates to state and foreign income taxes and interest expense. The 2016 effective tax rate was further affected by a proposed federal tax audit settlement which reduced our income tax expense by approximately $4.5 million in the period.

Net Income

Net income increased $3.5 million, or 2.7%, for the three months ended June 25, 2016, compared to the prior year period due to the factors noted above.

Six Months Ended June 25, 2016 Compared to Six Months Ended June 27, 2015

Net Sales

Net sales for the six months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	% of Total	June 27, 2015	% of Total	Increase/(Decrease) $	Increase/(Decrease) %
Health care distribution (1):						
Dental	$ 2,674,943	47.9%	$ 2,570,816	50.5%	$ 104,127	4.1 %
Animal health	1,625,011	29.1	1,432,882	28.1	192,129	13.4
Medical	1,076,942	19.3	914,052	18.0	162,890	17.8
Total health care distribution	5,376,896	96.3	4,917,750	96.6	459,146	9.3
Technology and value-added services (2)	208,690	3.7	175,216	3.4	33,474	19.1
Total	$ 5,585,586	100.0%	$ 5,092,966	100.0%	$ 492,620	9.7

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services on a non-recourse basis, e-services, continuing education services for practitioners, consulting and other services.

The $492.6 million, or 9.7%, increase in net sales for the six months ended June 25, 2016 includes an increase of 10.8% in local currency growth (8.4% increase in internally generated revenue and 2.4% growth from acquisitions) partially offset by a decrease of 1.1% related to foreign currency exchange.

The $104.1 million, or 4.1%, increase in dental net sales for the six months ended June 25, 2016 includes an increase of 5.1% in local currency growth (3.8% increase in internally generated revenue and 1.3% growth from acquisitions) partially offset by a decrease of 1.0% related to foreign currency exchange. The 5.1% increase in local currency sales was due to an increase in dental equipment sales and service revenues of 7.1% (6.1% increase in internally generated revenue and 1.0% growth from acquisitions) and dental consumable merchandise sales growth of 4.5% (3.1% increase in internally generated revenue and 1.4% growth from acquisitions).

The $192.1 million, or 13.4%, increase in animal health net sales for the six months ended June 25, 2016 includes an increase of 15.4% in local currency growth (10.9% internally generated revenue and 4.5% growth from acquisitions) partially offset by a decrease of 2.0% related to foreign currency exchange. The growth in internally generated animal health revenue is affected by the revenue for certain products being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. When excluding the effects of this change, internally generated revenue grew by 6.8%.

The $162.9 million, or 17.8%, increase in medical net sales for the six months ended June 25, 2016 includes an increase of 17.9% in local currency growth attributable to internally generated revenue. The growth in internally generated medical revenue is affected by certain sales being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. When excluding the effects of this change, internally generated revenue grew by 10.5%.

The $33.5 million, or 19.1%, increase in technology and value-added services net sales for the six months ended June 25, 2016 includes an increase of 20.2% in local currency growth (7.8% internally generated revenue and 12.4% growth from acquisitions) partially offset by a decrease of 1.1% related to foreign currency exchange.

Gross Profit

Gross profit and gross margin percentages by segment and in total for the six months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	Gross Margin %	June 27, 2015	Gross Margin %	Increase $	Increase %
Health care distribution	$ 1,444,002	26.9%	$ 1,345,193	27.4%	$ 98,809	7.3%
Technology and value-added services	138,619	66.4	118,880	67.8	19,739	16.6
Total	$ 1,582,621	28.3	$ 1,464,073	28.7	$ 118,548	8.1

For the six months ended June 25, 2016, gross profit increased $118.5 million, or 8.1%, from the comparable prior year period. As a result of different practices of categorizing costs associated with distribution networks throughout our industry, our gross margins may not necessarily be comparable to other distribution companies. Additionally, we realize substantially higher gross margin percentages in our technology segment than in our health care distribution segment. These higher gross margins result from being both the developer and seller of software products and services, as well as certain financial services. The software industry typically realizes higher gross margins to recover investments in research and development.

Within our health care distribution segment, gross profit margins may vary from one period to the next. Changes in the mix of products sold as well as changes in our customer mix have been the most significant drivers affecting our gross profit margin. For example, sales of pharmaceutical products are generally at lower gross profit margins than other products. Conversely, sales of our private label products achieve gross profit margins that are higher than average. With respect to customer mix, sales to our large-group customers are typically completed at lower gross margins due to the higher volumes sold as opposed to the gross margin on sales to office-based practitioners who normally purchase lower volumes at greater frequencies.

Health care distribution gross profit increased $98.8 million, or 7.3%, for the six months ended June 25, 2016 compared to the prior year period. Health care distribution gross profit margin decreased to 26.9% for the six months ended June 25, 2016 from 27.4% for the comparable prior year period. The overall decrease in our health care distribution gross profit margin reflects lower margins in our medical operating segment due to certain sales being recognized on a gross basis in 2016 that had been recognized on an agency basis in the prior year. Acquisitions accounted for $38.3 million of our gross profit increase within our health care distribution segment for the six months ended June 25, 2016 compared to the prior year period. The remaining increase of $60.5 million in our health care distribution segment gross profit was attributable to a $84.3 million gross profit increase related to an increase in internally generated revenue, partially offset by a $23.8 million decline in gross profit due primarily to the effects of foreign exchange on revenues and the decrease in the gross margin rates.

Technology and value-added services gross profit increased $19.7 million, or 16.6%, for the six months ended June 25, 2016 compared to the prior year period. Technology gross profit margin decreased to 66.4% for the six months ended June 25, 2016 from 67.8% for the comparable prior year period. Acquisitions accounted for $11.4 million of our gross profit increase within our technology and value-added services segment for the six months ended June 25, 2016 compared to the prior year period. The remaining increase of $8.3 million in our technology and value-added services segment gross profit was primarily attributable to an increase from in internally generated revenue.

Selling, General and Administrative

Selling, general and administrative expenses by segment and in total for the six months ended June 25, 2016 and June 27, 2015 were as follows (in thousands):

	June 25, 2016	% of Respective Net Sales	June 27, 2015	% of Respective Net Sales	Increase $	Increase %
Health care distribution	$ 1,121,912	20.9%	$ 1,039,782	21.1%	$ 82,130	7.9%
Technology and value-added services	79,397	38.0	65,810	37.6	13,587	20.6
Total	$ 1,201,309	21.5	$ 1,105,592	21.7	$ 95,717	8.7

Selling, general and administrative expenses increased $95.7 million, or 8.7%, to $1,201.3 million for the six months ended June 25, 2016 from the comparable prior year period. As a percentage of net sales, selling, general and administrative expenses decreased to 21.5% compared to 21.7% for the comparable prior year period. The $82.1 million increase in selling, general and administrative expenses within our health care distribution segment for the six months ended June 25, 2016 as compared to the prior year period was attributable to $35.8 million of additional costs from acquired companies, and $46.3 million of additional operating costs. The $13.6 million increase in selling, general and administrative expenses within our technology and value-added services segment for the six months ended June 25, 2016 as compared to the prior year period was attributable to $8.0 million of additional costs from acquired companies and $5.6 million of additional operating costs.

As a component of selling, general and administrative expenses, selling expenses increased $53.5 million, or 7.8%, to $741.3 million for the six months ended June 25, 2016 from the comparable prior year period. As a percentage of net sales, selling expenses decreased to 13.3% as compared to 13.5% for the comparable prior year period.

As a component of selling, general and administrative expenses, general and administrative expenses increased $42.2 million, or 10.1%, to $460.0 million for the six months ended June 25, 2016 from the comparable prior year period. As a percentage of net sales, general and administrative expenses remained consistent at 8.2% compared to the comparable prior year period.

Other Expense, Net

Other expense, net, for the six months ended June 25, 2016 and June 27, 2015 was as follows (in thousands):

	June 25, 2016	June 27, 2015	Variance $	Variance %
Interest income	$ 6,904	$ 6,712	$ 192	2.9%
Interest expense	(14,494)	(12,553)	(1,941)	(15.5)
Other, net	3,405	(57)	3,462	6,073.7
Other expense, net	$ (4,185)	$ (5,898)	$ 1,713	29.0

Other expense, net decreased by $1.7 million for the six months ended June 25, 2016 compared to the comparable prior year period. Interest income increased by $0.2 million and is consistent with the comparable period for the prior year. Interest expense increased by $1.9 million primarily due to increased borrowings under our bank credit lines. Other, net increased by $3.5 million primarily due to investment proceeds received in the first quarter of 2016.

Income Taxes

For the six months ended June 25, 2016, our effective tax rate was 29.1% compared to 30.4% for the prior year period. The difference between our effective tax rate and the federal statutory tax rate for both periods primarily relates to state and foreign income taxes and interest expense. The 2016 effective tax rate was further affected by a proposed federal tax audit settlement which reduced our income tax expense by approximately $4.5 million in the period.

Net Income

Net income increased $16.4 million, or 6.8%, for the six months ended June 25, 2016, compared to the prior year period due to the factors noted above.

Liquidity and Capital Resources

Our principal capital requirements include funding of acquisitions, purchases of additional noncontrolling interests, repayments of debt principal, the funding of working capital needs, purchases of fixed assets and repurchases of common stock. Working capital requirements generally result from increased sales, special inventory forward buy-in opportunities and payment terms for receivables and payables. Historically, sales have tended to be stronger during the third and fourth quarters and special inventory forward buy-in opportunities have been most prevalent just before the end of the year, and have caused our working capital requirements to have been higher from the end of the third quarter to the end of the first quarter of the following year.

We finance our business primarily through cash generated from our operations, revolving credit facilities and debt placements. Our ability to generate sufficient cash flows from operations is dependent on the continued demand of our customers for our products and services, and access to products and services from our suppliers.

Our business requires a substantial investment in working capital, which is susceptible to fluctuations during the year as a result of inventory purchase patterns and seasonal demands. Inventory purchase activity is a function of sales activity, special inventory forward buy-in opportunities and our desired level of inventory. We anticipate future increases in our working capital requirements.

We finance our business to provide adequate funding for at least 12 months. Funding requirements are based on forecasted profitability and working capital needs, which, on occasion, may change. Consequently, we may change our funding structure to reflect any new requirements.

We believe that our cash and cash equivalents, our ability to access private debt markets and public equity markets, and our available funds under existing credit facilities provide us with sufficient liquidity to meet our currently foreseeable short-term and long-term capital needs. We have no off-balance sheet arrangements.

Net cash provided by operating activities was $172.9 million for the six months ended June 25, 2016, compared to $181.1 million for the comparable prior year period. The net change of $8.2 million was primarily attributable to changes in net working capital, partially offset by an increase in net income.

Net cash used in investing activities was $120.4 million for the six months ended June 25, 2016, compared to $97.9 million for the comparable prior year period. The net change of $22.5 million was primarily due to an increase in payments for equity investments and business acquisitions.

Net cash used in financing activities was $65.4 million for the six months ended June 25, 2016, compared to $116.7 million for the comparable prior year period. The net change of $51.3 million was primarily due to increased net proceeds from debt, partially offset by an increase in acquisitions of noncontrolling interests in subsidiaries and an increase of repurchases of common stock.

The following table summarizes selected measures of liquidity and capital resources (in thousands):

	June 25, 2016	December 26, 2015
Cash and cash equivalents	$ 63,560	$ 72,086
Working capital	1,366,679	1,084,103
Debt:		
Bank credit lines	$ 237,809	$ 328,631
Current maturities of long-term debt	17,189	17,331
Long-term debt	700,052	463,752
Total debt	$ 955,050	$ 809,714

Our cash and cash equivalents consist of bank balances and investments in money market funds representing overnight investments with a high degree of liquidity.

Accounts receivable days sales outstanding and inventory turns

Our accounts receivable days sales outstanding from operations increased to 41.4 days as of June 25, 2016 from 40.5 days as of June 27, 2015. During the six months ended June 25, 2016, we wrote off approximately $2.4 million of fully reserved accounts receivable against our trade receivable reserve. Our inventory turns from operations decreased to 5.3 as of June 25, 2016 from 5.5 as of June 27, 2015. Our working capital accounts may be impacted by current and future economic conditions.

Bank Credit Lines

On September 12, 2012, we entered into a $500 million revolving credit agreement (the "Credit Agreement") with a $200 million expansion feature, which was originally set to expire on September 12, 2017. On September 22, 2014, we extended the expiration date of the Credit Agreement to September 22, 2019. The interest rate is based on the USD LIBOR plus a spread based on our leverage ratio at the end of each financial reporting quarter. The Credit Agreement provides, among other things, that we are required to maintain maximum leverage ratios, and contains customary representations, warranties and affirmative covenants. The Credit Agreement also contains customary negative covenants, subject to exceptions on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of June 25, 2016 and December 26, 2015, the borrowings on this revolving credit facility were $0.0 million and $40.0 million, respectively. As of June 25, 2016 and December 26, 2015, there were $13.4 million and $11.4 million of letters of credit, respectively, provided to third parties under the credit facility.

As of June 25, 2016 and December 26, 2015, we had various other short-term bank credit lines available, of which $237.8 million and $288.6 million, respectively, were outstanding. At June 25, 2016 and December 26, 2015, borrowings under all of our credit lines had a weighted average interest rate of 1.36% and 1.21%, respectively.

Private Placement Facilities

On August 10, 2010, we entered into $400 million private placement facilities with two insurance companies. On April 30, 2012, we increased our available credit facilities by $375 million by entering into an additional agreement with one insurance company and amending our existing agreements with two insurance companies. On September 22, 2014, we increased our available private placement facilities by $200 million to a total facility amount of $975 million, and extended the expiration date to September 22, 2017. These facilities are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time through September 22, 2017. The facilities allow us to issue senior promissory notes to the lenders at a fixed rate based on an agreed upon spread over applicable treasury notes at the time of issuance. The term of each possible issuance will be selected by us and can range from five to 15 years (with an average life no longer than 12 years). The proceeds of any issuances under the facilities will be used for general corporate purposes, including working capital and capital expenditures, to refinance existing indebtedness and/or to fund potential acquisitions. The agreements provide, among other things, that we maintain certain maximum leverage ratios, and contain restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership. These facilities contain make-whole provisions in the event that we pay off the facilities prior to the applicable due dates.

The components of our private placement facility borrowings as of June 25, 2016 are presented in the following table (in thousands):

Date of Borrowing	Amount of Borrowing Outstanding	Borrowing Rate	Due Date
September 2, 2010	$ 100,000	3.79%	September 2, 2020
January 20, 2012	50,000	3.45	January 20, 2024
January 20, 2012 (1)	42,857	3.09	January 20, 2022
December 24, 2012	50,000	3.00	December 24, 2024
June 2, 2014	100,000	3.19	June 2, 2021
	$ 342,857		

(1) Annual repayments of approximately $7.1 million for this borrowing commenced on January 20, 2016.

U.S. Trade Accounts Receivable Securitization

On April 17, 2013, we entered into a facility agreement of up to $300 million with a bank, as agent, based on the securitization of our U.S. trade accounts receivable. This facility allowed us to replace public debt (approximately $220 million), which had a higher interest rate at Henry Schein Animal Health during February 2013 and provided funding for working capital and general corporate purposes. The financing was structured as an asset-backed securitization program with pricing committed for up to three years. On April 17, 2015, we extended the expiration date of this facility agreement to April 15, 2018, and on June 1, 2016, we extended the expiration date of this facility agreement to April 29, 2019 and increased the purchase limit under the facility from $300 million to $350 million. The borrowings outstanding under this securitization facility were $334.0 million and $90.0 million as of June 25, 2016 and December 26, 2015, respectively. At June 25, 2016, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 55 basis points plus 75 basis points, for a combined rate of 1.30%. At December 26, 2015, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 40 basis points plus 75 basis points, for a combined rate of 1.15%.

We are required to pay a commitment fee of 30 basis points on the daily balance of the unused portion of the facility if our usage is greater than or equal to 50% of the facility limit or a commitment fee of 35 basis points on the daily balance of the unused portion of the facility if our usage is less than 50% of the facility limit.

Borrowings under this facility are presented as a component of Long-term debt within our consolidated balance sheet.

Long-term debt

Long-term debt consisted of the following:

	June 25, 2016	December 26, 2015
Private placement facilities	$ 342,857	$ 350,000
U.S. trade accounts receivable securitization	334,000	90,000
Notes payable to banks at a weighted-average interest rate of 8.83%	-	5
Various collateralized and uncollateralized loans payable with interest, in varying installments through 2018 at interest rates ranging from 2.20% to 5.07%	37,888	38,215
Capital lease obligations payable through 2020 with interest rates ranging from 0.95% to 16.90%	2,496	2,863
Total	717,241	481,083
Less current maturities	(17,189)	(17,331)
Total long-term debt	$ 700,052	$ 463,752

Stock Repurchases

From June 21, 2004 through June 25, 2016, we repurchased $1.9 billion, or 22,442,453 shares, under our common stock repurchase programs, with $243.0 million available as of June 25, 2016 for future common stock share repurchases.

Redeemable Noncontrolling Interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. Accounting Standards Codification Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. The components of the change in the Redeemable noncontrolling interests for the six months ended June 25, 2016 and the year ended December 26, 2015 are presented in the following table:

	June 25, 2016	December 26, 2015
Balance, beginning of period	$ 542,194	$ 564,527
Decrease in redeemable noncontrolling interests due to redemptions	(35,632)	(82,563)
Increase in redeemable noncontrolling interests due to business acquisitions	10,536	18,936
Net income attributable to redeemable noncontrolling interests	23,420	43,588
Dividends declared	(20,223)	(32,706)
Effect of foreign currency translation gain (loss) attributable to redeemable noncontrolling interests	528	(4,790)
Change in fair value of redeemable securities	47,870	35,202
Balance, end of period	$ 568,693	$ 542,194

Changes in the estimated redemption amounts of the noncontrolling interests subject to put options are adjusted at each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a floor amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments do not impact the calculation of earnings per share.

Additionally, some prior owners of such acquired subsidiaries are eligible to receive additional purchase price cash consideration if certain financial targets are met. Any adjustments to these accrual amounts are recorded in our consolidated statement of income.

Critical Accounting Policies and Estimates

There have been no material changes in our critical accounting policies and estimates from those disclosed in Item 7 of our Annual Report on Form 10-K for the year ended December 26, 2015.

Recently Issued Accounting Standards

In March 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-09, Stock Compensation (Topic 718). ASU 2016-09 contains amended guidance for share-based payment accounting. ASU 2016-09 requires that all excess tax benefits and tax deficiencies should be recognized as income tax expense or benefit in the income statement in the reporting period in which the awards vest or are exercised. Excess tax benefits should be classified in the statement of cash flows as an operating activity instead of a financing activity. Within the statement of cash flows, cash paid by an employer when directly withholding shares for tax withholding purposes should be classified as a financing activity. Accounting for forfeitures can be accomplished via a policy election to either estimate the number of awards that are expected to vest or account for forfeitures at the time that they occur. The threshold to qualify for equity accounting will be increased to permit withholding up to the maximum statutory tax rates in the applicable taxing jurisdictions. The standard which requires the use of a modified retrospective transition approach will be effective for annual periods beginning after December 15, 2016. Early adoption is permitted in any interim or annual period. We are currently evaluating the impact of ASU 2016-09 on our consolidated financial statements.

In February 2016, FASB issued ASU No. 2016-02, Leases (Topic 842). ASU 2016-02 contains guidance on accounting for leases and requires that most lease assets and liabilities and the associated rights and obligations be recognized on the Company's balance sheet. ASU 2016-02 focuses on lease assets and lease liabilities by lessees classified as operating leases under previous GAAP. For leases with a term of 12 months or less, a lessee is permitted to make an accounting policy election by class of underlying asset not to recognize lease assets and lease liabilities. ASU 2016-02 will require disclosures regarding the amount, timing and uncertainty of cash flows arising from leases. The standard which requires the use of a modified retrospective approach will be effective for interim and annual periods beginning after December 15, 2018. Early adoption is permitted. We are currently evaluating the impact of ASU 2016-02 on our consolidated financial statements.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposure to market risk from that disclosed in Item 7A of our Annual Report on Form 10-K for the year ended December 26, 2015.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective as of June 25, 2016 to ensure that all material information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to them as appropriate to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting that occurred during the quarter ended June 25, 2016 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

Limitations of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In September 2015, Henry Schein, Inc. was served with a summons and complaint in an action commenced in the United States District Court for the Eastern District of New York, entitled SourceOne Dental, Inc. v. Patterson Companies, Inc., Henry Schein, Inc. and Benco Dental Supply Company, Civil Action No. 15-cv-05440-JMA-GRB. Plaintiff alleges that, through its website, it markets and sells dental supplies and equipment to dentists. Plaintiff alleges, among other things, that defendants conspired to eliminate plaintiff as a viable competitor and to exclude plaintiff from the market for the marketing, distribution and sale of dental supplies and equipment in the United States and that defendants unlawfully agreed with one another to boycott dentists, manufacturers and state dental associations that deal with, or considered dealing with, plaintiff. Plaintiff asserts the following claims: (i) unreasonable restraint of trade in violation of state and federal antitrust laws; (ii) tortious interference with prospective business relations; (iii) civil conspiracy; and (iv) aiding and abetting the other defendants' ongoing tortious and anticompetitive conduct. Plaintiff seeks equitable relief, compensatory and treble damages, jointly and severally, punitive damages, interest, and reasonable costs and expenses, including attorneys' fees and expert fees. We intend to defend ourselves vigorously against the action.

Beginning in January 2016, class action complaints were filed against Patterson Companies, Inc., Benco Dental Supply Co. and Henry Schein, Inc. Each of these complaints allege, among other things, that defendants conspired to fix prices, allocate customers and foreclose competitors by boycotting manufacturers, state dental associations and others that deal with defendants' competitors. Subject to certain exclusions, these classes seek to represent all persons who purchased dental supplies or equipment in the United States directly from any of the defendants or Burkhart Dental Supply Co. since August 31, 2008. Each class action complaint asserts a single count under Section 1 of the Sherman Act, and seeks equitable relief, compensatory and treble damages, jointly and severally, and reasonable costs and expenses, including attorneys' fees and expert fees. We intend to defend ourselves vigorously against these actions.

From time to time, we may become a party to other legal proceedings, including, without limitation, product liability claims, employment matters, commercial disputes, governmental inquiries and investigations (which may in some cases involve our entering into settlement arrangements or consent decrees), and other matters arising out of the ordinary course of our business. While the results of any legal proceeding cannot be predicted with certainty, in our opinion none of these other pending matters are currently anticipated to have a material adverse effect on our financial condition or results of operations.

As of June 25, 2016, we had accrued our best estimate of potential losses relating to claims that were probable to result in liability and for which we were able to reasonably estimate a loss. This accrued amount, as well as related expenses, was not material to our financial position, results of operations or cash flows. Our method for determining estimated losses considers currently available facts, presently enacted laws and regulations and other factors, including probable recoveries from third parties.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part 1, Item 1A, of our Annual Report on Form 10-K for the year ended December 26, 2015, except as follows.

Political and economic uncertainty arising from the United Kingdom's vote to leave the European Union could have a material adverse effect on our business.

On June 23, 2016, the United Kingdom voted to leave the European Union. The U.K.'s voluntary exit from the European Union, generally referred to as "Brexit," triggered short-term financial volatility. Brexit also resulted in significant volatility in currency exchange rate fluctuations, which has resulted in the strengthening of the U.S. dollar against foreign currencies in which we conduct business. A process of negotiation will be required to determine the future terms of the U.K.'s relationship with the European Union, and the uncertainty before, during and after the period of negotiation could result in further volatility in global financial markets. It is possible that there will be greater restrictions on imports and exports between the U.K. and European Union countries and increased regulatory and tax complexities. Political and economic uncertainty resulting from Brexit and any other similar referenda could cause disruptions to, and create uncertainty surrounding, our business, including affecting our relationships with existing and potential customers, suppliers and employees. These changes could have a material adverse effect on our business. During 2015, approximately 8% of our consolidated net sales were invoiced to customers in the U.K. and approximately 27% of our consolidated net sales were invoiced to customers in Europe overall (including the U.K.).

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of equity securities by the issuer

Our share repurchase program, announced on June 21, 2004, originally allowed us to repurchase up to $100 million of shares of our common stock, which represented approximately 3.5% of the shares outstanding at the commencement of the program. As summarized in the table below, subsequent additional increases totaling $2.0 billion, authorized by our Board of Directors, to the repurchase program provide for a total of $2.1 billion of shares of our common stock to be repurchased under this program.

Date of Authorization	Amount of Additional Repurchases Authorized
October 31, 2005	$ 100,000,000
March 28, 2007	100,000,000
November 16, 2010	100,000,000
August 18, 2011	200,000,000
April 18, 2012	200,000,000
November 12, 2012	300,000,000
December 9, 2013	300,000,000
December 4, 2014	300,000,000
November 30, 2015	400,000,000

As of June 25, 2016, we had repurchased approximately $1.9 billion of common stock (22,442,453 shares) under these initiatives, with $243.0 million available as of June 25, 2016 for future common stock share repurchases.

The following table summarizes repurchases of our common stock under our stock repurchase program during the fiscal quarter ended June 25, 2016:

Fiscal Month	Total Number of Shares Purchased (1)	Average Price Paid Per Share	Total Number of Shares Purchased as Part of Our Publicly Announced Program	Maximum Number of Shares that May Yet Be Purchased Under Our Program (2)
03/27/16 through 04/23/16	-	$ -	-	1,756,290
04/24/16 through 05/28/16	336,544	169.41	336,544	1,398,244
05/29/16 through 06/25/16	-	-	-	1,422,220
	336,544		336,544	

(1) All repurchases were executed in the open market under our existing publicly announced authorized program.

(2) The maximum number of shares that may yet be purchased under this program is determined at the end of each month based on the closing price of our common stock at that time.

ITEM 5. OTHER INFORMATION

Plan of Restructuring

On November 6, 2014, we announced a corporate initiative to rationalize our operations and provide expense efficiencies, which was expected to be completed by the end of fiscal 2015. This initiative has included the elimination of approximately 2% to 3% of our workforce and the closing of certain facilities. The total costs associated with the actions to date for this restructuring include $34.9 million pre-tax, which was recorded in fiscal 2015 and $24.4 million pre-tax which has been recorded in the six months ended June 25, 2016.

On August 4, 2016, we announced that we plan to continue restructuring activities through the end of 2016 in order to further implement cost-saving initiatives. We currently do not have an estimate of the additional restructuring costs to be incurred during the second half of 2016. These actions will allow us to continue to execute on our plan to reduce our cost structure to fund new initiatives to drive future growth under our 2015 – 2017 strategic planning cycle.

During the three months ended June 25, 2016 and June 27, 2015, we recorded restructuring costs of $20.4 million and $7.2 million, respectively. During the six months ended June 25, 2016 and June 27, 2015, we recorded restructuring costs of $24.4 million and $14.1 million, respectively. The costs associated with this restructuring are included in a separate line item, “Restructuring costs” within our consolidated statements of income.

ITEM 6. EXHIBITS

Exhibits.

10.1	Amendment No. 2 to Receivables Purchase Agreement, dated as of April 17, 2015, by and among us, as performance guarantor, HSFR, Inc., as seller, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as agent and the various purchaser groups party thereto.+
10.2	Amendment No. 3 to Receivables Purchase Agreement, dated as of June 1, 2016, by and among us, as performance guarantor, HSFR, Inc., as seller, The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch, as agent and the various purchaser groups party thereto.+
10.3	Change in Control Agreement dated May 17, 2016 between us and Karen Prange.**+
31.1	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
31.2	Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
32.1	Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.+
101.INS	XBRL Instance Document+
101.SCH	XBRL Taxonomy Extension Schema Document+
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document+
101.DEF	XBRL Taxonomy Definition Linkbase Document+
101.LAB	XBRL Taxonomy Extension Label Linkbase Document+
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document+

_____

\+ Filed herewith

** Indicates management contract or compensatory plan or agreement.

SIGNATURE

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 thereunto duly authorized.

Henry Schein, Inc.
(Registrant)

By: /s/ Steven Paladino
Steven Paladino
Executive Vice President and
Chief Financial Officer
(Authorized Signatory and Principal Financial
and Accounting Officer)

Dated: August 4, 2016

Exhibit 10.1

AMENDMENT NO. 2 TO RECEIVABLES PURCHASE AGREEMENT

This RECEIVABLES PURCHASE AGREEMENT AMENDMENT NO. 2, dated as of April 17, 2015 (this "Amendment"), is entered into among HSFR, INC., a Delaware corporation, as seller (the "Seller"), THE PURCHASERS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchasers"), THE PURCHASER AGENTS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchaser Agents"), THE BANK OF TOKYO-MITSUBISHI UFJ, LTD., NEW YORK BRANCH, as agent (in such capacity, together with its successors and assigns in such capacity, the "Agent") for each Purchaser Group, and, solely with respect to Section 10, HENRY SCHEIN, INC. ("HS"), a Delaware corporation, as performance guarantor (the "Performance Guarantor").

BACKGROUND

The Seller, HS, as initial Servicer, Purchasers, Purchaser Agents and Agent are also parties to a Receivables Purchase Agreement, dated as of April 17, 2013 (as amended by that certain Omnibus Amendment No. 1, dated as of July 22, 2013, that certain Omnibus Amendment No. 2, dated as of April 21, 2014, that certain Amendment No. 1 to Receivables Purchase Agreement, dated as of September 22, 2014 and as further amended, restated, supplemented or otherwise modified from time to time, the "Receivables Purchase Agreement"). The parties are entering into this Amendment to amend or otherwise modify the Receivables Purchase Agreement.

AGREEMENT

1. Definitions. Capitalized terms are used in this Amendment as defined in Exhibit I to the Receivables Purchase Agreement.

2. Amendments. Each of the parties hereto (other than the Performance Guarantor) agrees that the Receivables Purchase Agreement is hereby amended as follows:

(a) Section 7.1(p)(i). Section 7.1(p)(i) of the Receivables Purchase Agreement is hereby amended and restated in its entirety to read as follows:

"(i) as soon as practicable and in any event within 45 days following the close of each fiscal quarter, excluding the last fiscal quarter, of each Fiscal Year of the Seller during the term of this Agreement, an unaudited consolidated balance sheet of the Seller as of the end of such quarter and unaudited consolidated statements of income of the Seller for such quarter and for the Fiscal Year through such quarter, setting forth in comparative form the corresponding figures for the corresponding quarter of the preceding Fiscal Year, all in reasonable detail and certified by a Responsible Officer of the Seller, subject to adjustments of the type which would occur as a result of a year-end audit, as having been prepared in accordance with GAAP; and".

(b) Exhibit I. Exhibit I to the Receivables Purchase Agreement is hereby amended as follows:

(i) The definition of "Responsible Officer" is hereby amended and restated in its entirety to read as follows:

"***Responsible Officer"*** shall mean, with respect to the Seller, the Servicer, any Originator or the Performance Guarantor, the chief executive officer, chief financial officer, president, corporate controller, principal financial officer or treasurer of such Person, or any other Person agreed to by the Agent.".

(ii) The definition of "Scheduled Facility Termination Date" is hereby amended by replacing the date "April 15, 2017" where it appears therein with the date "April 15, 2018" in its place.

(c) Exhibit X. Exhibit X to the Receivables Purchase Agreement is hereby amended and restated in its entirety to read as follows:

"[Reserved].".

3. Representations and Warranties. The Seller hereby certifies, represents and warrants to the Agent, each Purchaser Agent and each Purchaser that on and as of the date hereof:

(a) each of its representations and warranties contained in Article V of the Receivables Purchase Agreement is true and correct, in all material respects, on and as of the date hereof; and

(b) no Termination Event or Unmatured Termination Event exists.

4. Conditions to Effectiveness and Post Effective Date Deliverable. This Amendment shall become effective on the date (the "Effective Date") when each Purchaser Agent shall have received:

(a) counterparts of this Amendment duly executed by the other parties hereto;

(b) a fully-earned and non-refundable extension fee equal to the product of (a) 0.05% and (b) such Purchaser Group's Group Commitment, payable on or prior to the date hereof; provided, however, that, for the avoidance of doubt, the Group Commitment of The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch Purchaser Group, for purposes of this Section 4(c), shall be $300,000,000 as of the date hereof; and

(c) within thirty (30) days of the Effective Date, the Seller shall have delivered to the Agent a signed certificate of a Responsible Officer of the Seller, who shall certify the names of the Persons authorized to sign each of the Transaction Documents and the other documents or certificates to be delivered pursuant to the Transaction Documents on behalf of the Seller, together with the true signatures of each such Person

5. Ratification. This Amendment constitutes an amendment to the Receivables Purchase Agreement. After the execution and delivery of this Amendment, all references to the Receivables Purchase Agreement in any document shall be deemed to refer to the Receivables

Purchase Agreement as amended by this Amendment, unless the context otherwise requires. Except as amended above, the Receivables Purchase Agreement is hereby ratified in all respects. Except as set forth above, the execution, delivery and effectiveness of this Amendment shall not operate as an amendment or waiver of any right, power or remedy of the parties hereto under the Receivables Purchase Agreement, nor constitute an amendment or waiver of any provision of the Receivables Purchase Agreement. This Amendment shall not constitute a course of dealing among the parties hereto at variance with the Receivables Purchase Agreement such as to require further notice by any of the Agent, the Purchaser Agents or the Purchasers to require strict compliance with the terms of the Receivables Purchase Agreement in the future, as amended by this Amendment, except as expressly set forth herein. The Seller hereby acknowledges and expressly agrees that each of the Agent, the Purchaser Agents and the Purchasers reserves the right to, and does in fact, require strict compliance with all terms and provisions of the Receivables Purchase Agreement, as amended herein.

6. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, and each counterpart shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Counterparts of this Amendment may be delivered by facsimile transmission or other electronic transmission, and such counterparts shall be as effective as if original counterparts had been physically delivered, and thereafter shall be binding on the parties hereto and their respective successors and assigns.

7. Governing Law. This Amendment shall be governed by, and construed in accordance with the law of the State of New York without regard to the principles of conflicts of law thereof (other than Sections 5-1401 and 5-1402 of the New York General Obligations Law).

8. Section Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment, the Receivables Purchase Agreement or any other Transaction Document or any provision hereof or thereof.

9. Transaction Document. This Amendment shall constitute a Transaction Document under the Receivables Purchase Agreement.

10. Ratification of Performance Undertaking. After giving effect to this Amendment and the transactions contemplated hereby, all of the provisions of the Performance Undertaking shall remain in full force and effect and the Performance Guarantor hereby ratifies and affirms the Performance Undertaking and acknowledges that the Performance Undertaking has continued and shall continue in full force and effect in accordance with its terms.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective officers hereunto duly authorized as of the day and year first above written.

HSFR INC.,
as Seller

By: /s/ Steven Paladino
Name: Steven Paladino
Title: EVP & CFO

Solely with respect to Section 10:

HENRY SCHEIN, INC.,
as Performance Guarantor

By: /s/ Steven Paladino
Name: Steven Paladino
Title: EVP & CFO

THE BANK OF TOKYO-MITSUBISHI UFJ,
LTD., NEW YORK BRANCH, as Purchaser Agent
for the Victory Purchaser Group

By: /s/ Luna Mills
Name: Luna Mills
Title: Director

VICTORY RECEIVABLES CORPORATION,
as Conduit Purchaser

By: /s/ David V. DeAngelis
Name: David V. DeAngelis
Title: Vice President

THE BANK OF TOKYO-MITSUBISHI UFJ,
LTD., NEW YORK BRANCH,
as Agent

By: /s/ Luna Mills
Name: Luna Mills
Title: Director

Exhibit 10.2

AMENDMENT NO. 3 TO RECEIVABLES PURCHASE AGREEMENT

This AMENDMENT NO. 3 TO RECEIVABLES PURCHASE AGREEMENT, dated as of June 1, 2016 (this "Amendment"), is entered into among HSFR, INC., a Delaware corporation, as seller (the "Seller"), THE PURCHASERS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchasers"), THE PURCHASER AGENTS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchaser Agents"), THE BANK OF TOKYO-MITSUBISHI UFJ, LTD., NEW YORK BRANCH, as agent (in such capacity, together with its successors and assigns in such capacity, the "Agent") for each Purchaser Group, and, solely with respect to Section 10, HENRY SCHEIN, INC. ("HS"), a Delaware corporation, as performance guarantor (the "Performance Guarantor").

BACKGROUND

The Seller, HS, as initial Servicer, Purchasers, Purchaser Agents and Agent are parties to a Receivables Purchase Agreement, dated as of April 17, 2013 (as amended by that certain Omnibus Amendment No. 1, dated as of July 22, 2013, that certain Omnibus Amendment No. 2, dated as of April 21, 2014, that certain Amendment No. 1 to Receivables Purchase Agreement, dated as of September 22, 2014, and that certain Amendment No. 2 to Receivables Purchase Agreement, dated as of April 14, 2015, the "Receivables Purchase Agreement"). The parties are entering into this Amendment to amend or otherwise modify the Receivables Purchase Agreement.

AGREEMENT

1. Definitions. Capitalized terms are used in this Amendment as defined in Exhibit I to the Receivables Purchase Agreement.

2. Amendments. Each of the parties hereto (other than the Performance Guarantor) agrees that the Receivables Purchase Agreement is hereby amended as follows:

(a) Section 1.1(b) of the Receivables Purchase Agreement is hereby amended and restated in its entirety to read as follows:

"Seller may in its sole discretion, upon at least 45 Business Days' written notice to the Agent (which shall promptly forward a copy to each Purchaser Agent), call and repurchase from the Purchasers all right, title and interest in the Receivables and terminate the purchase facility in whole, or upon at least 15 Business Days' written notice in a form set forth as Exhibit XIII (each such notice, a ***"Purchase Limit Decrease Notice"***) to the Agent (which shall promptly forward a copy to each Purchaser Agent) reduce in part the unused portion of the Purchase Limit (but not below the amount which would cause the Group Invested Amount of any Purchaser Group to exceed its Group Commitment (after giving effect to such reduction) and, unless terminated in whole, not below $200,000,000); ***provided that*** each partial reduction of the Purchase Limit shall be in an amount equal to $10,000,000 (or a larger integral multiple of $1,000,000 if in excess thereof). Such reduction shall, unless otherwise agreed to in writing by

the Seller, the Agent and each Purchaser Agent, be applied ratably to reduce the Group Commitment of each Purchaser Group.".

(b) Exhibit I to the Receivables Purchase Agreement is hereby amended as follows:

(i) the defined terms "Period A", "Period A Purchase Limit", "Period B" and "Period B Purchase Limit" are hereby deleted in their entirety;

(ii) the definition of "Commitment" is hereby amended and restated in its entirety to read as follows:

"***"Commitment"*** means, with respect to each Related Committed Purchaser, the aggregate maximum amount which such Purchaser is obligated to pay hereunder on account of all Purchases, as set forth below its signature to this Agreement or in the Assumption Agreement or Transfer Supplement (or, with respect to the Commitment of BTMU as the Related Committed Purchaser for Victory Receivables Corporation, as set forth on its signature page to the Third Amendment), pursuant to which it became a Purchaser, as such amount may be modified in connection with any subsequent assignment pursuant to Section 12.1 or in connection with a reduction in the Purchase Limit pursuant to Section 1.1(b).".

(iii) the definition of "LIBO Rate" is hereby amended by inserting the following sentence at the end thereof:

"If the calculation of the LIBO Rate results in a LIBO Rate of less than zero (0), the LIBO Rate shall be deemed to be zero (0) for all purposes of this Agreement and the Transaction Documents.";

(iv) the definition of "Purchase Limit" is hereby amended and restated in its entirety to read as follows:

""***Purchase Limit***" means, initially, $350,000,000, as such amount may be reduced pursuant to Section 1.1(b) or increased pursuant to Section 1.1(c). References to the unused portion of the Purchase Limit shall mean, at any time, the Purchase Limit minus the then outstanding Aggregate Invested Amount.";

(v) the definition of "Scheduled Facility Termination Date" is hereby amended by replacing the date "April 15, 2018" where it appears therein with the date "April 29, 2019" in its place; and

(vi) the following definition is hereby added to Exhibit I to the Receivables Purchase Agreement in the appropriate alphabetical order:

"***Third Amendment***" means that certain Amendment No. 3 to Receivables Purchase Agreement, dated as of June 1, 2016, by and among the Seller, the Purchasers and Purchaser Agents party thereto, the Performance Guarantor (solely with respect to Section 10 thereof) and the Agent.".

3. Representations and Warranties. The Seller hereby certifies, represents and warrants to the Agent, each Purchaser Agent and each Purchaser that on and as of the date hereof:

(a) each of its representations and warranties contained in Article V of the Receivables Purchase Agreement is true and correct, in all material respects, on and as of the date hereof; and

(b) no Termination Event or Unmatured Termination Event exists.

4. Conditions to Effectiveness and Post-Closing Covenant.

(a) This Amendment shall become effective on the date (the "Effective Date") when each Purchaser Agent shall have received:

(i) counterparts of this Amendment duly executed by the other parties hereto; and

(ii) a fully-earned and non-refundable extension fee equal to the product of (a) 0.05% and (b) such Purchaser Group's Group Commitment, payable on or prior to the date hereof; provided, however, that, for the avoidance of doubt, the Group Commitment of The Bank of Tokyo-Mitsubishi UFJ, Ltd., New York Branch Purchaser Group, for purposes of this Section 4(b), shall be $350,000,000 as of the date hereof.

(b) Each Seller Party covenants and agrees to deliver to the Agent, within two (2) Business Days after the Effective Date (or such later date agreed to by the Agent), a copy of the resolutions of the Board of Directors of each Seller Party and Performance Guarantor certified by its Secretary authorizing such Person's execution, delivery and performance of this Amendment and the performance of its obligations under the Receivables Purchase Agreement (as amended by this Amendment).

5. Ratification. This Amendment constitutes an amendment to the Receivables Purchase Agreement. After the execution and delivery of this Amendment, all references to the Receivables Purchase Agreement in any document shall be deemed to refer to the Receivables Purchase Agreement as amended by this Amendment, unless the context otherwise requires. Except as amended above, the Receivables Purchase Agreement is hereby ratified in all respects. Except as set forth above, the execution, delivery and effectiveness of this Amendment shall not operate as an amendment or waiver of any right, power or remedy of the parties hereto under the Receivables Purchase Agreement, nor constitute an amendment or waiver of any provision of the Receivables Purchase Agreement. This Amendment shall not constitute a course of dealing among the parties hereto at variance with the Receivables Purchase Agreement such as to require further notice by any of the Agent, the Purchaser Agents or the Purchasers to require strict

compliance with the terms of the Receivables Purchase Agreement in the future, as amended by this Amendment, except as expressly set forth herein. The Seller hereby acknowledges and expressly agrees that each of the Agent, the Purchaser Agents and the Purchasers reserves the right to, and does in fact, require strict compliance with all terms and provisions of the Receivables Purchase Agreement, as amended herein.

6. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, and each counterpart shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Counterparts of this Amendment may be delivered by facsimile transmission or other electronic transmission, and such counterparts shall be as effective as if original counterparts had been physically delivered, and thereafter shall be binding on the parties hereto and their respective successors and assigns.

7. Governing Law. This Amendment shall be governed by, and construed in accordance with the law of the State of New York without regard to the principles of conflicts of law thereof (other than Sections 5-1401 and 5-1402 of the New York General Obligations Law).

8. Section Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment, the Receivables Purchase Agreement or any other Transaction Document or any provision hereof or thereof.

9. Transaction Document. This Amendment shall constitute a Transaction Document under the Receivables Purchase Agreement.

10. Ratification of Performance Undertaking. After giving effect to this Amendment and the transactions contemplated hereby, all of the provisions of the Performance Undertaking shall remain in full force and effect and the Performance Guarantor hereby ratifies and affirms the Performance Undertaking and acknowledges that the Performance Undertaking has continued and shall continue in full force and effect in accordance with its terms.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective officers hereunto duly authorized as of the day and year first above written.

HSFR INC.,
as Seller

By: /s/ Michael Amodio
Name: Michael Amodio
Title: Treasurer

Solely with respect to Section 10:

HENRY SCHEIN, INC.,
as Performance Guarantor

By: /s/ Michael Amodio
Name: Michael Amodio
Title: Treasurer

THE BANK OF TOKYO-MITSUBISHI UFJ,
LTD., NEW YORK BRANCH, as Purchaser Agent
for Victory Receivables Corporation

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

VICTORY RECEIVABLES CORPORATION,
as an Uncommitted Purchaser

By: /s/ David V. DeAngelis
Name: David V. DeAngelis
Title: Vice President

THE BANK OF TOKYO-MITSUBISHI UFJ, LTD., NEW YORK BRANCH, as Related Committed Purchaser for Victory Receivables Corporation

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

Commitment: $350,000,000

THE BANK OF TOKYO-MITSUBISHI UFJ,
LTD., NEW YORK BRANCH,
as Agent

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

Exhibit 10.3

Henry Schein, Inc.
135 Duryea Road
Melville, New York 11747

May 17, 2016

Ms. Karen Prange

Dear Karen:

In recognition of the Henry Schein, Inc.'s ("HSI" or the "Company") desire to assure your continued services in the event of a pending or actual Change in Control (as hereinafter defined) of HSI, the Company's Board of Directors is pleased to offer you the Change in Control protection outlined in this letter agreement (the "Agreement").

1. Term of Agreement. The term of this Agreement shall commence on May 17, 2016 (the "Effective Date") and continue in full force and effect indefinitely.

2. Entitlement to Severance Benefits.

(a) Cash Severance Benefit. In the event your employment is terminated (a "Termination") by the Company without Cause or by you for Good Reason, in either case within two years following a Change in Control, you shall be entitled to receive the sum of the following, payable in a cash: (i) Base Salary through the Termination date, which shall be paid no later than 15 days after the Termination date; (ii) a pro rata annual incentive compensation award based on actual achievement of the specified goals for the year in which the Termination occurs, which shall be paid in the calendar year immediately following the calendar year in which the Termination date occurs, and (iii) an amount equal to 300% of the sum of your Base Salary plus your target annual cash bonus which will be paid on the first business day immediately following the six-month anniversary of the Termination date. In addition, notwithstanding the foregoing, in the event your employment is terminated by the Company without Cause or by you for Good Reason, in either case (x) within 90 days prior to the effective date of a Change in Control, or (y) after the first public announcement of the pendency of the Change in Control, such termination shall, upon the effective date of a Change in Control, be deemed to be a "Termination" covered under the preceding sentence of this Section 2(a), and you shall be entitled to the amounts provided for under the preceding sentence, less any other severance amounts paid to you by the Company pursuant to Section 7(d) of your employment letter dated April 5, 2016.

(b) Other Severance Benefits. In the event you are entitled to the amounts provided for in Section 2(a) hereof, and notwithstanding anything to the contrary contained in any stock option or restricted stock agreement, you shall also be entitled to the following: (i) immediate vesting of all outstanding stock options to the fullest extent permitted under the applicable stock option plan; (ii) elimination of all restrictions on any restricted or deferred stock awards outstanding at the time of Termination, (iii) immediate vesting of all restricted or deferred stock awards and non-qualified retirement benefits, (iv) settlement of all deferred compensation arrangements in accordance with any then applicable deferred compensation plan or election form (v) continued participation in all HSI's welfare benefit plans (including, without limitation, health coverage and other benefit plans and programs pursuant to which benefits are provided to you as of the Termination date) at the same benefit level at which you were participating on the Termination date for a period of 24 months unless and until the date or dates you receive substantially equivalent coverage from a subsequent employer. Notwithstanding the foregoing, in the event the plan under which you were receiving health benefits immediately prior to your Termination is not fully-insured, then the Company shall either (A) provide health coverage to you pursuant to a fully-insured replacement policy or (B) in lieu of such health coverage, pay to you two annual cash payments equal to the cost for you to obtain a replacement policy (*i.e.*, the premium costs), as determined on the Termination date, which will be paid on each of the 12-month anniversary and the 24-month anniversary of your Termination date.

(c) In the event you become entitled to payments under this Section 2 or any other amounts (whether pursuant to the terms of this Agreement or any other plan, arrangement or agreement with the Company (collectively the "Payments"), all or a portion of which become subject to tax imposed under Section 4999 of the Internal Revenue Code of 1986, as amended (the "Code") (or any other similar tax, but excluding any income tax of any nature) ("Excise Tax"), then the Payments shall be either (A) delivered in full or (B) delivered as to such lesser extent, as would result in no portion of such amounts being subject to the Excise Tax, whichever of the foregoing results in the receipt by you on a net after-tax basis of the greatest amount, notwithstanding that all or some of the amounts may be taxable under Code Section 4999. If a reduction is to occur pursuant to clause (B) of the prior sentence, unless an alternative election is permitted by, and does not result in taxation under, Code Section 409A and timely elected by you, the Payments shall be cutback to an amount that would not give rise to any Excise Tax by reducing payments and benefits in the following order: (1) accelerated vesting of restricted stock awards, to the extent applicable; (2) accelerated vesting of stock options, to the extent applicable; (3) payments under Section 2(a)(iii) hereof; and (4) continued health insurance under Section 2(b)(v) hereof.

(d) For purposes of determining whether any of the Payments will be subject to the Excise Tax and the amount of such Excise Tax, (i) the Payments shall be treated as "parachute payments" within the meaning of Section 280G(b)(2) of the Code, and all "parachute payments" in excess of the "base amount" (as defined under Section 280G(b)(3) of the Code) shall be treated as subject to the Excise Tax, unless and except to the extent that, in the written opinion (at the substantial authority level) of the Company's independent certified public accountants appointed prior to any change in ownership (as defined under Section 280G(b)(2) of the Code) or tax counsel selected by such accountants (the "Accountants") such Payments (in whole or in part) either do not constitute "parachute payments," represent reasonable compensation for services actually rendered within the meaning of Section 280G(b)(4) of the Code in excess of the

"base amount" or are otherwise not subject to the Excise Tax, and (ii) the value of any non-cash benefits or any deferred payment or benefit shall be determined by the Accountants in accordance with the principles of Section 280G of the Code.

(e) For purposes of determining whether clause (A) or clause (B) of Section 2(c) applies to the amount of the Payments, your actual marginal rate of federal income taxation in the calendar year in which the Payments are to be paid shall be used and the actual marginal rate of taxation in the state and locality of your residence for the calendar year in which the Payments are to be made shall be used, net of the maximum reduction in federal income taxes which could be obtained from deduction of such state and local taxes if paid in such year, after taking into account the limitation on the deductibility of itemized deductions, including such state and local taxes under Section 68 of the Code.

(f) No Mitigation; No Offset. In the event of any Termination, you shall be under no obligation to seek other employment and no amounts due to you under this Agreement shall be subject to offset due to any remuneration attributable to subsequent employment that you may obtain.

(g) Exclusivity of Severance Payments; Release. In the event you are entitled to the amounts provided for in this Section 2, you shall not be entitled to any other severance payments or severance benefits, whether contractual or not, from HSI, or any payments by HSI on account of any claim by you of wrongful termination, including claims under any federal, state or local human and civil rights or labor laws. The Termination payments and benefits (other than the obligations specified in Section 2(a)(i) and (ii) above) provided in this Agreement shall be conditioned upon and subject to you executing a valid general release reasonably satisfactory to HSI, releasing any and all claims arising out of your employment (other than enforcement of this Agreement), any rights under HSI's incentive compensation and employee benefit plans, and any claim for any non-employment related tort for personal injury (the "Release"). The Company shall provide the Release to you within seven business days following the Termination date. In order to receive the payments and benefits provided in this Agreement, you shall be required to sign the Release within 45 days after it is provided to you, and not revoke it within the seven-day period following the date on which it is signed. Notwithstanding anything to the contrary contained herein, all payments and benefits delayed pursuant to this Section 2(e), except to the extent any such payments and benefits are subject to a six-month delay as required by Section 409A of the Code and the regulations and guidance promulgated thereunder (collectively "Code Section 409A"), shall be paid to you in a lump sum on the first Company payroll date on or following the 60th day after the Termination date, and any remaining payments or benefits due under this Agreement shall be paid or provided in accordance with the normal payment dates specified for them herein.

3. Definitions. For purposes of this Agreement, the following terms shall have the meanings ascribed to them.

(a) "Base Salary" means the annualized rate of pay in effect on the Termination date, provided that if a reduction in Base Salary is the basis for a Termination for Good Reason, then "Base Salary" shall mean the rate of pay in effect immediately prior to such reduction. As used herein, the term "Base Salary" includes, without limitation, the annualized rate of any automobile

allowance in effect on the date of Termination, and the amount, as applicable, of the Company's matching 401(k) contribution and/or supplemental employment retirement plan contribution for the full year preceding the date of the Change in Control.

(b) "Cause" shall exist if: (i) you are convicted of, or plead nolo contendere to, any felony which materially and adversely impacts HSI's financial condition or reputation, (ii) you engage in conduct that constitutes willful gross neglect or willful gross misconduct in carrying out your duties which materially and adversely impacts HSI's financial condition or reputation, or (iii) you violate Section 4 of this Agreement.

(c) "Change in Control" shall be deemed to occur upon any of the following: (i) acquisition of "beneficial ownership" (within the meaning of Rule 13d-3 promulgated under the Securities and Exchange Act of 1934, as amended (the "Act")) by any one "person" (as such term is defined in Section 3(a)(9) of the Act) or by any two or more persons deemed to be one "person" (as used in Section 13(d) or 14(d) of the Act)(each referred to as a "Person") excluding HSI, any subsidiary of HSI and any employee benefit plan sponsored or maintained by HSI or any subsidiary of HSI (including any trustee of any such plan acting in his or its capacity as trustee), of 33% or more of the combined total voting power of the then-outstanding voting securities of HSI (the "Outstanding Voting Securities") without the prior express approval of the Board of Directors; (ii) acquisition of "beneficial ownership" by any Person excluding HSI, any subsidiary of HSI and any employee benefit plan sponsored or maintained by HSI or any subsidiary of HSI (including any trustee of any such plan acting in his or its capacity as trustee), of more than 50% of the combined total voting power of the then Outstanding Voting Securities; (iii) directors elected to the Board of Directors over any 24-month period (except in the case of a Change in Control referred to in Section 2(a)(x) or (y), a twelve-month period) not nominated by HSI's Nominating & Corporate Governance Committee (or a committee of the Board of Directors performing functions substantially similar to such committee) represent 30% (except in the case of a Change in Control referred to in Section 2(a)(x) or (y), a majority) or more of the total number of directors constituting the Board of Directors at the beginning of the period, (or such nomination results from an actual or threatened proxy contest); (iv) any merger, consolidation or other corporate combination of HSI (a "Transaction"), other than (x) a Transaction involving only HSI and one or more of its subsidiaries, or (y) a Transaction immediately following which the stockholders of HSI immediately prior to the Transaction continue to be the beneficial owners of securities of the resulting entity representing more than 50% of the voting power in the resulting entity, in substantially the same proportions as their ownership of Outstanding Voting Securities immediately prior to the Transaction; and (v) upon the sale of all or substantially all of the consolidated assets of HSI, other than (x) a distribution to stockholders, or (y) a sale immediately following which the stockholders of HSI immediately prior to the sale are the beneficial owners of securities of the purchasing entity representing more than 50% of the voting power in the purchasing entity, in substantially the same proportions as their ownership of Outstanding Voting Securities immediately prior to the Transaction.

Solely for purposes of Section 2(a)(x) and (y), no Change in Control shall be deemed to have occurred unless the circumstances of such Change in Control would be treated as having resulted in the occurrence of a "change in control event" as such term is defined in Treasury Regulation Section 1.409A-3(i)(5)(i).

(d) "Confidential Information" shall mean all information concerning the business of HSI relating to any of their products, product development, trade secrets, customers, suppliers, finances, and business plans and strategies. Excluded from the definition of "Confidential Information" is information (i) that is or becomes part of the public domain, other than through your breach of this Agreement, or (ii) regarding HSI's business or industry properly acquired by you in the course of your career as an employee in HSI's industry and independent of your employment by HSI. For this purpose, information known or available generally within the trade or industry of HSI shall be deemed to be known or available to the public.

(e) "Good Reason" shall mean your termination of your employment based upon one or more of the following events (except as a result of a prior termination): (i) any change in your position or responsibilities or assignment of duties materially inconsistent with your status prior to the Change in Control; (ii) following a business combination related to a Change in Control, a failure to offer you a position in the combined business entity, having authority equivalent in scope to the authority in the position held by you in the Company immediately prior to such business combination; (iii) any decrease in your Base Salary, target annual incentive or long- term incentive opportunity; (iv) any breach of the terms of this Agreement by HSI after receipt of written notice from you and a reasonable opportunity to cure such breach; (v) HSI fails to obtain any successor entity's assumption of its obligations to you hereunder; or (vi) the Company requiring you to perform your services as an employee on an ongoing basis at a location more than 75 miles distant from the location at which you perform your services as of the date immediately prior to the Change in Control.

4. Non-Disclosure; Non-Solicitation; Non-Disparagement.

(a) During the term and thereafter, you shall not, without HSI's prior written consent disclose to anyone (except in good faith in the ordinary course of business) or make use of any Confidential Information except in the performance of your duties hereunder or when required to do so by law. In the event that you are so required by law, you shall give prompt written notice to HSI sufficient to allow HSI the opportunity to object to or otherwise resist such order.

(b) During the term and for a period of 24 months thereafter, you shall not, without HSI's prior written consent, solicit for employment, whether directly or indirectly, any person who (i) at the time is employed by HSI or any affiliate, or (ii) was employed by HSI or any affiliate within three months prior to such solicitation.

(c) You agree that, during the term and thereafter (including following any Termination for any reason) you will not make statements or representations, or otherwise communicate, directly or indirectly, in writing, orally, or otherwise, or take any action which may, directly or indirectly, disparage or be damaging to HSI or its respective officers, directors, employees, advisors, businesses or reputations. Notwithstanding the foregoing, nothing in this Agreement shall preclude you from making truthful statements or disclosures that are required by applicable law, regulation or legal process.

5. Resolution of Disputes. Any controversy or claim arising out of or relating to this Agreement or any breach or asserted breach hereof shall be resolved by binding arbitration, to be held at an office closest to HSI's principal offices in accordance with the rules and procedures of the American Arbitration Association. Judgment upon the award rendered by the arbitrator(s) may be entered in any court of competent jurisdiction. Pending the resolution of any arbitration or court proceeding, HSI shall continue payment of all amounts and benefits due you hereunder. All reasonable costs and expenses of any arbitration or court proceeding (including fees and disbursements of counsel) shall be promptly paid on your behalf by HSI; provided, however, that no such expense reimbursement shall be made if and to the extent the arbitrator(s) determine(s) that any of your litigation assertions or defenses were in bad faith or frivolous.

6. Effect of Agreement on Other Benefits. Except as specifically provided in this Agreement, the existence of this Agreement shall not be interpreted to prohibit or restrict your participation in any other employee benefit or other plans or programs in which you currently participate.

7. Not an Employment Agreement. This Agreement is not a contract of employment between you and HSI. HSI may terminate your employment at any time, subject to the terms hereof or any other agreement that might exist between you and HSI.

8. Assignability; Binding Nature. This Agreement shall be binding upon and inure to the benefit of the parties and their respective successors, heirs (as applies to you) and permitted assigns. HSI agrees that in the event of a sale or transfer of assets, it shall, as a condition of such sale, require such assignee or transferee to expressly assume HSI's liabilities, obligations and duties hereunder.

9. Governing Law/Jurisdiction. This Agreement shall be governed by and construed and interpreted in accordance with the laws of New York without reference to principles of conflict of laws.

10. Code Section 409A. It is intended that the provisions of this Agreement comply with Code Section 409A, and all provisions of this Agreement (or of any award of compensation, including equity compensation or benefits) shall be construed in a manner consistent with the requirements for avoiding taxes or penalties under Code Section 409A. Notwithstanding the foregoing, the Company shall have no liability with regard to any failure to comply with Code Section 409A. A termination of employment shall not be deemed to have occurred for purposes of any provision of this Agreement providing for the payment of any amounts or benefits, which are subject to Code Section 409A, upon or following a termination of employment unless such termination is also a "separation from service" within the meaning of Code Section 409A (and the guidance issued thereunder) and, for purposes of any such provision of this Agreement, references to a "resignation," "termination," "termination of employment," "retirement" or like terms shall mean separation from service.

Please acknowledge your acceptance of the terms of this Agreement by executing below and returning a copy to HSI.

HENRY SCHEIN, INC.

By: /s/ Stanley M. Bergman
Stanley M. Bergman
Chairman and CEO

Dated: July 8, 2016

Accepted:

/s/ Karen Prange
Karen Prange

EXHIBIT 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stanley M. Bergman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Henry Schein, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ Stanley M. Bergman
Stanley M. Bergman
Chairman and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Steven Paladino, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Henry Schein, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2016

/s/ Steven Paladino
Steven Paladino
Executive Vice President and
Chief Financial Officer

EXHIBIT 32.1

CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002

In connection with the quarterly report on Form 10-Q of Henry Schein, Inc. (the "Company") for the period ending June 25, 2016, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stanley M. Bergman, the Chairman and Chief Executive Officer of the Company, and I, Steven Paladino, Executive Vice President and Chief Financial Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: August 4, 2016

/s/ Stanley M. Bergman
Stanley M. Bergman
Chairman and Chief Executive Officer

Dated: August 4, 2016

/s/ Steven Paladino
Steven Paladino
Executive Vice President and
Chief Financial Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.