

BERGMAN STANLEY M

Form 4

March 06, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
BERGMAN STANLEY M

(Last) (First) (Middle)

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

(Street)

MELVILLE, NY 11747

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/02/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman, CEO

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

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01 per share	03/02/2018		A	45,635 (1)	A \$ 0 263,943	D	
Common Stock, par value \$0.01 per share	03/02/2018		A	3,978 (2)	A \$ 0 267,921	D	
Common Stock, par	03/02/2018		F	26,285 (3)	D \$ 65.19 241,636	D	

value  
\$0.01 per  
share

Common  
Stock, par  
value  
\$0.01 per  
share

01/17/2018

G V 360 D \$ 0 <sup>(4)</sup> 241,276 D

Common  
Stock, par  
value  
\$0.01 per  
share

02/08/2018

G V 360 D \$ 0 <sup>(4)</sup> 240,916 D

Common  
Stock, par  
value  
\$0.01 per  
share

973,718

I

By Spouse  
<sup>(5)</sup>

Common  
Stock, par  
value  
\$0.01 per  
share

9,019

I

by 401(k)  
plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BERGMAN STANLEY M C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747	X		Chairman, CEO	

## Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Stanley M. Bergman)

03/06/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Grant of performance-based restricted stock units (RSUs) pursuant to the Issuer's 2013 Stock Incentive Plan. Subject to certain exceptions, such performance-based RSUs will vest subject to (x) Issuer's achievement of a specified performance goal and (y) reporting person's continued performance of services for the Issuer. If the continued service requirement is satisfied and achievement of the

- (1) performance goal (x) exceeds 100% of target, the Issuer may issue additional vested shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved in excess of 100% of target or (y) is less than 100% of target, the reporting person will surrender to the Issuer shares of common stock in an amount that corresponds to the incremental percentage of the performance goal achieved that is below 100% of target (i.e., shortfall)

- (2) Represents additional shares of the issuer's common stock issued under the Henry Schein, Inc. 2013 Stock Incentive Plan, as may be amended from time to time (formerly known as the Henry Schein, Inc. 1994 Stock Incentive Plan) that vested on March 2, 2018 in connection with exceeding the performance target with respect to the reporting person's March 3, 2015 grant of performance-based restricted stock/units.

- (3) Represents the surrender of shares to the Issuer to satisfy the reporting person's tax withholding obligation upon the vesting of the reporting person's March 3, 2015 grant of performance-based restricted stock/units.

- (4) Gift, not applicable.

- (5) Represents (i) 973,684 shares held by the Bergman Family 2010 Trust 2, of which Marion Bergman, Stanley M. Bergman's wife, is a co-trustee and a beneficiary and (ii) 34 shares held by Mrs. Bergman.

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

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