

KABAT DONALD J
 Form 5
 February 13, 2018

FORM 5

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

OMB APPROVAL

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 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
 KABAT DONALD J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/30/2017

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

MELVILLE, NY 11747

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|--|--|-----------------------------------|
| Common Stock, par value \$0.01 per share | 03/14/2017 | ^ | G | 3,206 D \$ 0 (1) | 2,168 (2) | D | ^ |
| Common Stock, par value \$0.01 per share | 03/24/2017 | ^ | G | 3,206 D \$ 0 (1) | 0 | I | By Trustees (3) |
| | ^ | ^ | ^ | ^ ^ ^ | 18,412 (2) | I | |

Common
Stock, par
value \$0.01
per share

By Trustee
(4)

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

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(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. of D S B O E I F (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|-------------------------------------|--------------------------|--------------------------|--------------------------|
| | Director | 10% Owner | Officer | Other |
| KABAT DONALD J C/O HENRY SCHEIN, INC. 135 DURYEA ROAD MELVILLE, NY 11747 | <input checked="" type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Signatures

/s/ Jennifer Ferrero (as Attorney-in-Fact for Donald J. Kabat)

02/13/2018

**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).

(1) Gift, not applicable.

(2) On September 14, 2017, the common stock of Henry Schein, Inc. split two-for-one (for shares held on the record date of September 1, 2017), resulting in the reporting person's ownership of additional shares of common stock.

(3)

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Represents shares held in a trust where Mr. Kabat and his wife are co-trustees for the benefit of Mr. Kabat ("Donald Kabat Trust"). On March 14, 2017, Mr. Kabat transferred 3,206 shares to the Donald Kabat Trust as reflected in the gift reporting in the first row of Table I. This was an administrative error as the shares were intended to be transferred to the a trust where Mr. Kabat and his wife are co-trustees for the benefit of Mrs. Kabat ("Sharon Kabat Trust"). Therefore, on March 24, 2017, the shares were transferred from the Donald Kabat Trust to the Sharon Kabat Trust. As reflected in Column 5 in the third row of Table I.

- (4) Represents shares held in the Sharon Kabat Trust (as defined in footnote (3)).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.