

HENRY SCHEIN INC  
Form 8-K  
May 13, 2010

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

**FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): May 10, 2010**

**Henry Schein, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-27078**  
(Commission File Number)

**11-3136595**  
(I.R.S. Employer  
Identification No.)

**135 Duryea Road, Melville, New York**  
(Address of principal executive offices)

**11747**  
(Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On May 10, 2010, Henry Schein, Inc. (the Company) held its Annual Meeting of Stockholders. At the Annual Meeting, stockholders considered: (1) the election of the thirteen directors of the Company for terms expiring in 2011; (2) a proposal to amend the Company's 1996 Non-Employee Director Stock Incentive Plan; and (3) the ratification of the selection of BDO Seidman, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 25, 2010. The voting results at the Annual Meeting of Stockholders on May 10, 2010, with respect to each of the matters described above, were as follows:

1. The thirteen directors were elected based upon the following votes:

|                           | <b>For</b> | <b>Withheld</b> | <b>Broker<br/>Non-Votes</b> |
|---------------------------|------------|-----------------|-----------------------------|
| Stanley M. Bergman        | 72,250,843 | 2,435,860       | 5,269,768                   |
| Gerald A. Benjamin        | 72,756,705 | 1,929,998       | 5,269,768                   |
| James P. Breslawski       | 72,765,807 | 1,920,896       | 5,269,768                   |
| Mark E. Mlotek            | 72,769,119 | 1,917,584       | 5,269,768                   |
| Steven Paladino           | 68,528,649 | 6,158,054       | 5,269,768                   |
| Barry J. Alperin          | 72,433,701 | 2,253,002       | 5,269,768                   |
| Paul Brons                | 74,226,345 | 460,358         | 5,269,768                   |
| Donald J. Kabat           | 72,734,875 | 1,951,828       | 5,269,768                   |
| Philip A. Laskawy         | 69,267,951 | 5,418,752       | 5,269,768                   |
| Karyn Mashima             | 74,220,029 | 466,674         | 5,269,768                   |
| Norman S. Matthews        | 73,464,909 | 1,221,794       | 5,269,768                   |
| Bradley T. Sheares, Ph.D. | 74,160,275 | 526,428         | 5,269,768                   |
| Louis W. Sullivan, M.D.   | 74,159,174 | 527,529         | 5,269,768                   |

2. The proposal to amend the Company's 1996 Non-Employee Director Stock Incentive Plan was approved based upon the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> | <b>Broker Non-Votes</b> |
|------------|----------------|----------------|-------------------------|
| 66,034,880 | 8,177,619      | 474,004        | 5,269,768               |

3. The independent registered public accounting firm for the fiscal year ending December 25, 2010 was ratified based upon the following votes:

| <b>For</b> | <b>Against</b> | <b>Abstain</b> |
|------------|----------------|----------------|
| 73,534,267 | 1,109,163      | 43,273         |

**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 hereunto duly authorized.

**HENRY SCHEIN, INC.**

(Registrant)

Date: May 13, 2010

By: /s/ Michael S. Ettinger

Michael S. Ettinger

Senior Vice President and General

Counsel