

HENRY SCHEIN INC
Form DEFA14A
April 16, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Section 240.14a-12

HENRY SCHEIN, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

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x No fee required.

.. Fee computed on the table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

HENRY SCHEIN, INC.

135 DURYEA ROAD

MELVILLE, NEW YORK 11747

SUPPLEMENT TO PROXY STATEMENT

FOR THE 2013 ANNUAL MEETING OF STOCKHOLDERS

To Be Held on May 14, 2013

This proxy statement supplement, dated April 16, 2013, relates to the definitive proxy statement filed by Henry Schein, Inc. (the Company) with the U.S. Securities and Exchange Commission (the SEC) on April 2, 2013 (the Proxy Statement) and made available to the Company s stockholders in connection with the solicitation of proxies by the Company s Board of Directors for the 2013 Annual Meeting of Stockholders to be held at 12:30 p.m., on Tuesday, May 14, 2013 at The Carlyle Hotel, 35 East 76th Street, New York, New York 10021, or any adjournment or postponement thereof (the Annual Meeting). This supplement is being filed with the SEC and is being made available to stockholders on April 16, 2013.

The purpose of this supplement is to correct the mathematical calculation of the increased aggregate share reserve under the Henry Schein, Inc. 1994 Stock Incentive Plan, as amended from time to time, which will be renamed the Henry Schein, Inc. 2013 Stock Incentive Plan, upon approval by the stockholders of the Company (the 1994 Stock Incentive Plan), in Proposal 3: Amendment and Restatement of Henry Schein, Inc. 1994 Stock Incentive Plan in the Proxy Statement. After the 4,150,000 share increase, the aggregate share reserve under the 1994 Stock Incentive Plan will be 31,229,270 (not 27,929,270, the number that appears on pages 44, 45 and B-6 of the Proxy Statement).

THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR THE PROPOSED AMENDMENT AND RESTATEMENT OF THE 1994 STOCK INCENTIVE PLAN.

Voting Information and Procedures

If you have already submitted your proxy, you do not need to take any action unless you wish to change your vote. If you wish to change your vote before the Annual Meeting, you may revoke your proxy by sending a written notice of revocation or another signed proxy with a later date to the Corporate Secretary of the Company at Henry Schein, Inc., 135 Duryea Road, Melville, New York 11747 before the beginning of the Annual Meeting. You may also automatically revoke your proxy by attending the Annual Meeting and voting in person. Attendance at the Annual Meeting will not in and of itself constitute revocation of a proxy. To revoke your voting instructions, submit new voting instructions to your broker, trustee or nominee; alternatively, if you have obtained a legal proxy from your broker or nominee giving you the right to vote your shares, you may attend the Annual Meeting and vote in person.