

HENRY SCHEIN INC
Form 8-K
June 24, 2015

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): June 22, 2015

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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 22, 2015, Henry Schein, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, stockholders considered: (1) the election of fifteen directors of the Company for terms expiring in 2016; (2) a proposal to amend and restate the Company's 1996 Non-Employee Director Stock Incentive Plan (renamed the Henry Schein, Inc. 2015 Non-Employee Director Stock Incentive Plan); (3) a proposal to consider approval, by non-binding vote, of the 2014 compensation paid to the Company's Named Executive Officers (as defined in the Company's Proxy Statement dated April 24, 2015), commonly known as the say-on-pay proposal; and (4) the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 26, 2015. The voting results at the Annual Meeting, with respect to each of the matters described above, were as follows:

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

| | For | Against | Abstain | Broker Non-Votes |
|-----------------------------|------------|----------------|----------------|-------------------------|
| Stanley M. Bergman | 68,831,090 | 3,864,229 | 221,525 | 4,202,228 |
| Barry J. Alperin | 69,709,082 | 3,141,400 | 66,362 | 4,202,228 |
| Lawrence S. Bacow, Ph.D. | 72,795,449 | 56,727 | 64,668 | 4,202,228 |
| Gerald A. Benjamin | 71,705,270 | 1,146,678 | 64,896 | 4,202,228 |
| James P. Breslawski | 71,764,741 | 1,086,444 | 65,659 | 4,202,228 |
| Paul Brons | 72,752,026 | 97,810 | 67,008 | 4,202,228 |
| Donald J. Kabat | 69,645,585 | 3,206,191 | 65,068 | 4,202,228 |
| Philip A. Laskawy | 71,926,786 | 916,905 | 73,153 | 4,202,228 |
| Norman S. Matthews | 71,881,687 | 968,621 | 66,536 | 4,202,228 |
| Mark E. Mlotek | 71,681,186 | 1,170,633 | 65,025 | 4,202,228 |
| Steven Paladino | 66,856,622 | 5,993,449 | 66,773 | 4,202,228 |
| Carol Raphael | 72,755,530 | 92,757 | 68,557 | 4,202,228 |
| E. Dianne Rekow, DDS, Ph.D. | 72,802,090 | 51,135 | 63,619 | 4,202,228 |
| Bradley T. Sheares, Ph.D. | 72,798,676 | 52,050 | 66,118 | 4,202,228 |
| Louis W. Sullivan, M.D. | 72,573,121 | 279,604 | 64,119 | 4,202,228 |

2. The amendment and restatement of the Company's 1996 Non-Employee Director Stock Incentive Plan (renamed the Henry Schein, Inc. 2015 Non-Employee Director Stock Incentive Plan), as set forth in Proposal 2 of the Notice of Annual Meeting of Stockholders, was approved, based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 70,968,797 | 1,824,448 | 123,599 | 4,202,228 |

3. The 2014 compensation paid to the Company's Named Executive Officers, commonly known as the say-on-pay proposal, was approved, by non-binding vote, based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 69,446,242 | 3,353,320 | 117,282 | 4,202,228 |

4. The selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 26, 2015 was ratified based upon the following votes:

| For | Against | Abstain |
|------------|----------------|----------------|
| 76,675,725 | 345,562 | 97,785 |

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: June 24, 2015

By: /s/ Walter Siegel
Walter Siegel
Senior Vice President and General Counsel