

HENRY SCHEIN INC
Form 8-K
May 29, 2014

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 28, 2014

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 May 28, 2014, Henry Schein, Inc. (the Company) held its Annual Meeting of Stockholders (the Annual Meeting). At the Annual Meeting, stockholders considered: (1) the election of the fourteen directors of the Company for terms expiring in 2015; (2) a proposal to consider approval, by non-binding vote, of the 2013 compensation paid to the Company's Named Executive Officers (as defined in the Company's Proxy Statement dated April 14, 2014), known as the say-on-pay proposal; and (3) the ratification of the selection of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 27, 2014. The voting results at the Annual Meeting, with respect to each of the matters described above, were as follows:

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

| | For | Withheld | Broker Non-Votes |
|----------------------------|------------|-----------------|-------------------------|
| Stanley M. Bergman | 70,289,430 | 4,476,628 | 4,433,018 |
| Gerald A. Benjamin | 73,620,271 | 1,145,787 | 4,433,018 |
| James P. Breslawski | 73,620,798 | 1,145,260 | 4,433,018 |
| Mark E. Mlotek | 73,620,076 | 1,145,982 | 4,433,018 |
| Steven Paladino | 68,041,855 | 6,724,203 | 4,433,018 |
| Barry J. Alperin | 72,811,906 | 1,954,152 | 4,433,018 |
| Paul Brons | 74,281,124 | 484,934 | 4,433,018 |
| Donald J. Kabat | 73,329,851 | 1,436,207 | 4,433,018 |
| Philip A. Laskawy | 72,987,157 | 1,778,901 | 4,433,018 |
| Norman S. Matthews | 73,746,028 | 1,020,030 | 4,433,018 |
| Carol Raphael | 74,297,149 | 468,909 | 4,433,018 |
| E. Dianne Rekow, DDS, Ph.D | 74,658,389 | 107,669 | 4,433,018 |
| Bradley T. Sheares, Ph.D. | 74,267,631 | 498,427 | 4,433,018 |
| Louis W. Sullivan, M.D. | 73,359,222 | 1,406,836 | 4,433,018 |

2. The 2013 compensation paid to the Company's Named Executive Officers, known as the say-on-pay proposal, was approved, by non-binding vote, based upon the following votes:

| For | Against | Abstain | Broker Non-Votes |
|------------|----------------|----------------|-------------------------|
| 71,394,435 | 2,917,411 | 454,212 | 4,433,018 |

3. The independent registered public accounting firm for the fiscal year ending December 27, 2014 was ratified based upon the following votes:

| For | Against | Abstain |
|------------|----------------|----------------|
| 78,850,058 | 224,422 | 124,596 |

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 29, 2014

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