

HENRY SCHEIN INC  
Form 10-Q/A  
August 03, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 10-Q/A

(Amendment No. 1)

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 26, 2011

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 0-27078

HENRY SCHEIN, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other jurisdiction of  
incorporation or organization)

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

135 Duryea Road  
Melville, New York  
(Address of principal executive offices)  
11747  
(Zip Code)

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

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes

No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during

the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes

No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

(Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

As of April 25, 2011, there were 92,251,522 shares of the registrant's common stock outstanding.

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EXPLANATORY NOTE

We are amending our Quarterly Report on Form 10-Q for the quarter ended March 26, 2011, which was filed with the Securities and Exchange Commission on May 3, 2011 (the “Original Report”). This Amendment No. 1 (this “Amendment”) is being filed solely to provide a revised copy of Exhibit 10.3 to restore information that was previously omitted from Exhibit 10.3 pursuant to a request for confidential treatment.

As required by Rule 12b-15 of the Securities Exchange Act of 1934, new certifications by our principal executive officer and principal financial officer are filed herewith as exhibits to this Amendment. This Amendment does not reflect events occurring after the filing of the Original Report and does not modify or update other disclosures in the Original Report, and, accordingly, it should be read in conjunction with the Original Report.

PART II. OTHER INFORMATION

ITEM 6. EXHIBITS

The exhibit index listed under Item 6 of Part II of the Original Report is hereby amended such that Exhibit 10.3 is replaced in its entirety by the document attached as an exhibit to this Amendment, which is hereby included as an exhibit to the Original Report.

Exhibits.

Credit Agreement among Butler Animal Health Supply, LLC, the several lenders parties thereto, and JPMorgan 10.3 Chase Bank, N.A., as administrative agent, dated as of December 31, 2009.+

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+  
31.1

Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+  
31.2

\_\_\_\_\_  
+ Filed herewith.

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 thereunto duly authorized.

Henry Schein, Inc.  
(Registrant)

By: /s/ Steven Paladino  
Steven Paladino  
Executive Vice President and  
Chief Financial Officer  
(Authorized Signatory and Principal Financial  
and Accounting Officer)

Dated: August 3, 2011

