

HENRY SCHEIN INC
Form 10-Q
November 07, 2012

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

(Mark One)

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

For the quarterly period ended September 29, 2012

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

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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 October 29, 2012, there were 87,994,041 shares of the registrant's common stock outstanding.

HENRY SCHEIN, INC.
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PART I. FINANCIAL INFORMATION
 ITEM 1. CONSOLIDATED FINANCIAL STATEMENTS
 HENRY SCHEIN, INC.
 CONSOLIDATED BALANCE SHEETS
 (in thousands, except share and per share data)

| | September 29, 2012 (unaudited) | December 31, 2011 |
|--|---|-------------------------|
| ASSETS | | |
| Current assets: | | |
| Cash and cash equivalents | \$89,336 | \$147,284 |
| Accounts receivable, net of reserves of \$65,679 and \$65,853 | 1,035,529 | 888,248 |
| Inventories, net | 1,070,854 | 947,849 |
| Deferred income taxes | 59,429 | 54,970 |
| Prepaid expenses and other | 257,031 | 234,157 |
| Total current assets | 2,512,179 | 2,272,508 |
| Property and equipment, net | 258,683 | 262,088 |
| Goodwill | 1,591,482 | 1,497,108 |
| Other intangibles, net | 471,143 | 409,612 |
| Investments and other | 278,045 | 298,828 |
| Total assets | \$5,111,532 | \$4,740,144 |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | |
| Current liabilities: | | |
| Accounts payable | \$707,641 | \$621,468 |
| Bank credit lines | 155,219 | 55,014 |
| Current maturities of long-term debt | 17,739 | 22,819 |
| Accrued expenses: | | |
| Payroll and related | 175,089 | 191,173 |
| Taxes | 130,576 | 121,234 |
| Other | 262,694 | 259,932 |
| Total current liabilities | 1,448,958 | 1,271,640 |
| Long-term debt | 436,426 | 363,524 |
| Deferred income taxes | 180,977 | 188,739 |
| Other liabilities | 96,402 | 80,568 |
| Total liabilities | 2,162,763 | 1,904,471 |
| Redeemable noncontrolling interests | 375,661 | 402,050 |
| Commitments and contingencies | | |
| Stockholders' equity: | | |
| Preferred stock, \$.01 par value, 1,000,000 shares authorized, none outstanding | - | - |
| Common stock, \$.01 par value, 240,000,000 shares authorized, | | |

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| | | |
|---|-------------|-------------|
| 88,264,853 outstanding on September 29, 2012 and 89,928,082 outstanding on December 31, 2011 | 883 | 899 |
| Additional paid-in capital | 404,867 | 401,262 |
| Retained earnings | 2,130,476 | 2,007,477 |
| Accumulated other comprehensive income | 35,475 | 22,584 |
| Total Henry Schein, Inc. stockholders' equity | 2,571,701 | 2,432,222 |
| Noncontrolling interests | 1,407 | 1,401 |
| Total stockholders' equity | 2,573,108 | 2,433,623 |
| Total liabilities, redeemable noncontrolling interests and stockholders' equity | \$5,111,532 | \$4,740,144 |

See accompanying notes.

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HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF INCOME
(in thousands, except per share data)
(unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Net sales | \$2,231,058 | \$2,111,693 | \$6,531,529 | \$6,190,094 |
| Cost of sales | 1,622,014 | 1,524,273 | 4,687,511 | 4,424,628 |
| Gross profit | 609,044 | 587,420 | 1,844,018 | 1,765,466 |
| Operating expenses: | | | | |
| Selling, general and administrative | 459,422 | 444,159 | 1,391,207 | 1,346,690 |
| Restructuring costs | - | - | 15,192 | - |
| Operating income | 149,622 | 143,261 | 437,619 | 418,776 |
| Other income (expense): | | | | |
| Interest income | 3,283 | 3,830 | 10,222 | 11,955 |
| Interest expense | (7,308) | (6,813) | (22,659) | (22,800) |
| Other, net | 988 | 232 | 2,343 | 1,313 |
| Income before taxes and equity in earnings of affiliates | 146,585 | 140,510 | 427,525 | 409,244 |
| Income taxes | (44,709) | (44,261) | (133,750) | (130,754) |
| Equity in earnings of affiliates | 3,434 | 4,559 | 7,898 | 10,345 |
| Net income | 105,310 | 100,808 | 301,673 | 288,835 |
| Less: Net income attributable to noncontrolling interests | (8,539) | (8,847) | (26,064) | (25,904) |
| Net income attributable to Henry Schein, Inc. | \$96,771 | \$91,961 | \$275,609 | \$262,931 |
| Earnings per share attributable to Henry Schein, Inc.: | | | | |
| Basic | \$1.11 | \$1.02 | \$3.14 | \$2.90 |
| Diluted | \$1.08 | \$0.99 | \$3.06 | \$2.82 |
| Weighted-average common shares outstanding: | | | | |
| Basic | 87,465 | 90,251 | 87,802 | 90,582 |
| Diluted | 89,647 | 92,869 | 90,075 | 93,195 |

See accompanying notes.

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HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(in thousands)
(unaudited)

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Net income | \$105,310 | \$100,808 | \$301,673 | \$288,835 |
| Other comprehensive income, net of tax: | | | | |
| Foreign currency translation gain (loss) | 22,606 | (55,603) | 12,263 | 17,344 |
| Unrealized gain (loss) from foreign currency hedging activities | 520 | (171) | 413 | 1,639 |
| Unrealized investment gain | 120 | 74 | 208 | 271 |
| Pension adjustment gain (loss) | (8) | 459 | 38 | 104 |
| Other comprehensive income (loss), net of tax | 23,238 | (55,241) | 12,922 | 19,358 |
| Comprehensive income | 128,548 | 45,567 | 314,595 | 308,193 |
| Comprehensive income attributable to noncontrolling interests: | | | | |
| Net income | (8,539) | (8,847) | (26,064) | (25,904) |
| Foreign currency translation (gain) loss | (643) | 1,943 | (31) | (249) |
| Comprehensive income attributable to noncontrolling interests | (9,182) | (6,904) | (26,095) | (26,153) |
| Comprehensive income attributable to Henry Schein, Inc. | \$119,366 | \$38,663 | \$288,500 | \$282,040 |

See accompanying notes.

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HENRY SCHEIN, INC.
 CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
 (in thousands, except share and per share data)

| | Common Stock | | Additional | Retained | Accumulated | Noncontrolling | Total |
|--|--------------|--------|------------|--------------|---------------|----------------|---------------|
| | Shares | Amount | Paid-in | Earnings | Other | Interests | Stockholders' |
| | | | Capital | | Comprehensive | | Equity |
| | | | | | Income | | |
| Balance, December 31, 2011 | 89,928,082 | \$ 899 | \$ 401,262 | \$ 2,007,477 | \$ 22,584 | \$ 1,401 | \$ 2,433,623 |
| Net income (excluding \$25,741 attributable to Redeemable noncontrolling interests) | - | - | - | 275,609 | - | 323 | 275,932 |
| Foreign currency translation gain (excluding \$31 attributable to Redeemable noncontrolling interests) | - | - | - | - | 12,232 | - | 12,232 |
| Unrealized gain from foreign currency hedging activities, net of tax of \$105 | - | - | - | - | 413 | - | 413 |
| Unrealized investment gain, net of tax of \$172 | - | - | - | - | 208 | - | 208 |
| Pension adjustment gain, net of tax of \$203 | - | - | - | - | 38 | - | 38 |
| Dividends paid | - | - | - | - | - | (317) | (317) |
| Initial noncontrolling interests and adjustments related to business acquisitions | - | - | (439) | - | - | - | (439) |
| Change in fair value of redeemable securities | - | - | 5,908 | - | - | - | 5,908 |
| Repurchase and retirement of common stock | (2,878,027) | (28) | (63,051) | (152,610) | - | - | (215,689) |

| | | | | | | | |
|---|------------|--------|------------|--------------|-----------|----------|--------------|
| Stock issued upon exercise of stock options, including tax benefit of \$9,009 | 1,188,636 | 12 | 52,770 | - | - | - | 52,782 |
| Stock-based compensation expense | 338,075 | 3 | 31,864 | - | - | - | 31,867 |
| Shares withheld for payroll taxes | (311,913) | (3) | (23,024) | - | - | - | (23,027) |
| Liability for cash settlement stock-based compensation awards | - | - | (423) | - | - | - | (423) |
| Balance, September 29, 2012 | 88,264,853 | \$ 883 | \$ 404,867 | \$ 2,130,476 | \$ 35,475 | \$ 1,407 | \$ 2,573,108 |

See accompanying notes.

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HENRY SCHEIN, INC.
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)
(unaudited)

| | Nine Months Ended | |
|--|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 |
| Cash flows from operating activities: | | |
| Net income | \$301,673 | \$288,835 |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 91,989 | 86,040 |
| Stock-based compensation expense | 31,867 | 26,045 |
| Provision for losses on trade and other accounts receivable | 3,338 | 3,636 |
| Benefit from deferred income taxes | (8,478) | (12,828) |
| Stock issued to 401(k) plan | - | 5,798 |
| Equity in earnings of affiliates | (7,898) | (10,345) |
| Distributions from equity affiliates | 9,297 | 10,158 |
| Other | 10,488 | 3,028 |
| Changes in operating assets and liabilities, net of acquisitions: | | |
| Accounts receivable | (105,961) | (50,785) |
| Inventories | (85,027) | (14,657) |
| Other current assets | (26,788) | (18,537) |
| Accounts payable and accrued expenses | (6,062) | (39,589) |
| Net cash provided by operating activities | 208,438 | 276,799 |
| Cash flows from investing activities: | | |
| Purchases of fixed assets | (32,934) | (32,547) |
| Payments for equity investments and business acquisitions, net of cash acquired | (206,261) | (143,636) |
| Proceeds from sales of available-for-sale securities | 6,025 | 2,450 |
| Other | (4,130) | 1,020 |
| Net cash used in investing activities | (237,300) | (172,713) |
| Cash flows from financing activities: | | |
| Proceeds from (repayments of) bank borrowings | 98,061 | (1,601) |
| Proceeds from issuance of long-term debt | 105,132 | 3,101 |
| Debt issuance costs | (1,404) | (2,847) |
| Principal payments for long-term debt | (38,217) | (24,656) |
| Proceeds from issuance of stock upon exercise of stock options | 43,773 | 30,250 |
| Payments for repurchases of common stock | (215,689) | (132,475) |
| Excess tax benefits related to stock-based compensation | 10,643 | 7,425 |
| Distributions to noncontrolling shareholders | (11,581) | (7,878) |
| Acquisitions of noncontrolling interests in subsidiaries | (20,013) | (15,199) |

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| | | |
|--|-----------|------------|
| Other | - | (90) |
| Net cash used in financing activities | (29,295) | (143,970) |
| Net change in cash and cash equivalents | (58,157) | (39,884) |
| Effect of exchange rate changes on cash and cash equivalents | 209 | (3,592) |
| Cash and cash equivalents, beginning of period | 147,284 | 150,348 |
| Cash and cash equivalents, end of period | \$89,336 | \$106,872 |

See accompanying notes.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(in thousands, except per share data)
(unaudited)

Note 1 – Basis of Presentation

Our consolidated financial statements include our accounts, as well as those of our wholly-owned and majority-owned subsidiaries. Certain prior period amounts have been reclassified to conform to the current period presentation.

Our accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (“U.S. GAAP”) for interim financial information and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnote disclosures required by U.S. GAAP for complete financial statements.

The consolidated financial statements reflect all adjustments considered necessary for a fair presentation of the consolidated results of operations and financial position for the interim periods presented. All such adjustments are of a normal recurring nature. These unaudited interim consolidated financial statements should be read in conjunction with the audited consolidated financial statements and notes to the consolidated financial statements contained in our Annual Report on Form 10-K for the year ended December 31, 2011.

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities, at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. The results of operations for the nine months ended September 29, 2012 are not necessarily indicative of the results to be expected for any other interim period or for the year ending December 29, 2012.

Note 2 – Segment Data

We conduct our business through two reportable segments: health care distribution and technology and value-added services. These segments offer different products and services to the same customer base. The health care distribution reportable segment aggregates our global dental, medical and animal health operating segments. This segment consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

Our global dental group serves office-based dental practitioners, schools and other institutions. Our global medical group serves office-based medical practitioners, surgical centers, other alternate-care settings and other institutions. Our global animal health group serves animal health practices and clinics. Our global dental, medical and animal health groups serve practitioners in 23 countries outside of North America.

Our global technology and value-added services group provides software, technology and other value-added services to health care practitioners. Our technology group offerings include practice management software systems for dental and medical practitioners and animal health clinics. Our value-added practice solutions include financial services on a non-recourse basis, e-services and continuing education services for practitioners.

Beginning with the first quarter of 2012, we are reporting net sales and prior-year sales comparisons for each of our global dental, medical, animal health and global technology and value-added services business groups.

This sales reporting is consistent with our new global business groups. These groups have been formed to provide distinct organizational focus for reaching and serving each practitioner segment with the benefits of a global perspective, as well as global product and service offerings and best practices.

We will continue to report financial results for our health care distribution and technology and value-added services reportable segments. The health care distribution segment now comprises three global operating segments (dental, medical and animal health) and the technology and value-added services segment remains unchanged.

In connection with this change in business groups, goodwill was reallocated to the new reporting units. We reviewed the newly allocated goodwill and determined that there was no impairment.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
(unaudited)

Note 2 – Segment Data – (Continued)

The following tables present information about our reportable and operating segments:

| | Three Months Ended | | Nine Months Ended | |
|---|-----------------------|-----------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Net Sales: | | | | |
| Health care distribution (1): | | | | |
| Dental | \$ 1,119,430 | \$ 1,123,021 | \$ 3,461,015 | \$ 3,419,609 |
| Medical | 442,538 | 424,596 | 1,158,486 | 1,106,537 |
| Animal health | 598,124 | 501,884 | 1,709,972 | 1,484,053 |
| Total health care distribution | 2,160,092 | 2,049,501 | 6,329,473 | 6,010,199 |
| Technology and value-added services (2) | 70,966 | 62,192 | 202,056 | 179,895 |
| Total | \$ 2,231,058 | \$ 2,111,693 | \$ 6,531,529 | \$ 6,190,094 |

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services, including e-services and continuing education services for practitioners.

| | Three Months Ended | | Nine Months Ended | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Operating Income: | | | | |
| Health care distribution | \$ 129,932 | \$ 125,618 | \$ 383,200 | \$ 369,562 |
| Technology and value-added services | 19,690 | 17,643 | 54,419 | 49,214 |
| Total | \$ 149,622 | \$ 143,261 | \$ 437,619 | \$ 418,776 |

Note 3 – Debt

Credit Facilities

On September 12, 2012, we entered into a new \$500 million revolving credit agreement (the “Credit Agreement”) with a \$200 million expansion feature, which expires in September 2017. This credit facility replaced our then existing \$400

million revolving credit facility with a \$100 million expansion feature, which would have expired in September 2013. The borrowings outstanding under this revolving credit facility were \$125.0 million as of September 29, 2012. The interest rate, which was 0.78% during the nine months ended September 29, 2012, is based on USD LIBOR plus a spread based on our leverage ratio at the end of each financial reporting quarter. The Credit Agreement provides, among other things, that we are required to maintain certain interest coverage and maximum leverage ratios, and contains customary representations, warranties and affirmative covenants. The Credit Agreement also contains customary negative covenants, subject to negotiated exceptions on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of September 29, 2012, there were \$10.1 million of letters of credit provided to third parties under the credit facility.

As of September 29, 2012, we had various other short-term bank credit lines available, of which approximately \$30.2 million was outstanding. During the nine months ended September 29, 2012, borrowings under all of our credit lines had a weighted average interest rate of 1.02%.

Certain of our subsidiaries, excluding Butler Animal Health Supply, LLC, or BAHS, maintain credit lines which are collateralized by assets of those subsidiaries with an aggregate net carrying value of \$89.3 million.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
(unaudited)

Note 3 – Debt – (Continued)

Private Placement Facilities

On August 10, 2010, we entered into \$400 million private placement facilities with two insurance companies. On April 30, 2012, we increased our available credit facilities by \$375 million by entering into a new agreement with one insurance company and amending our existing agreements with two insurance companies. These facilities are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time during a three year issuance period, through April 26, 2015. The facilities allow us to issue senior promissory notes to the lenders at a fixed rate based on an agreed upon spread over applicable treasury notes at the time of issuance. The term of each possible issuance will be selected by us and can range from five to 15 years (with an average life no longer than 12 years). The proceeds of any issuances under the facilities will be used for general corporate purposes, including working capital and capital expenditures, to refinance existing indebtedness and/or to fund potential acquisitions. The agreement provides, among other things, that we maintain certain maximum leverage ratios, and contains restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership.

The components of our private placement facility borrowings as of September 29, 2012 are presented in the following table:

| Date of Borrowing | Amount of Borrowing Outstanding | Borrowing Rate | Due Date |
|----------------------|---------------------------------------|-------------------|-------------------|
| September 2, 2010 | \$ 100,000 | 3.79 % | September 2, 2020 |
| January 20, 2012 | 50,000 | 3.45 | January 20, 2024 |
| January 20, 2012 (1) | 50,000 | 3.09 | January 20, 2022 |
| | \$ 200,000 | | |

(1) Annual repayments of approximately \$7.1 million for this borrowing will commence on January 20, 2016.

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HENRY SCHEIN, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
 (in thousands, except per share data)
 (unaudited)

Note 3 – Debt – (Continued)

Butler Animal Health Supply

Effective December 31, 2009, BAHS, a majority-owned subsidiary whose financial information is consolidated with ours, had incurred approximately \$320.0 million of debt (of which \$37.5 million was provided by Henry Schein, Inc.) in connection with our acquisition of a majority interest in BAHS.

On May 27, 2011, BAHS refinanced the terms and amount of its debt in an aggregate principal amount of \$366.0 million (of which \$55.0 million was provided by Henry Schein, Inc.). The refinanced debt consists of the following three components:

| | Term Loan A | Term Loan B | Revolver |
|--|---------------------------|---------------------------|---------------------------|
| Original amount of debt (includes \$55.0 million of debt provided by Henry Schein, Inc.) | \$ 100,000 | \$ 216,000 | \$ 50,000 |
| Number of remaining quarterly installments | 8 | 12 | |
| Quarterly payments from: | | | |
| December 31, 2012 through June 30, 2013 | 4,930 | | |
| September 30, 2013 through June 30, 2014 | 8,766 | | |
| July 1, 2014 through September 30, 2014 | 2,739 | | |
| December 31, 2012 through September 30, 2015 | | 4,239 | |
| Final installment due on December 31, 2014 | 65,196 | | |
| Final installment due on December 31, 2015 | | 135,287 | |
| Balance outstanding as of September 29, 2012 | 81,631 | 138,750 | - |
| | LIBOR plus a margin of | LIBOR plus a margin of | LIBOR plus a margin of |
| Interest rate on debt | 2.50% | 3.25% | 2.50% |
| Interest rate on debt - LIBOR floor | | 1.25 % | |

During 2011 and 2012, BAHS made prepayments on Term Loans A and B, which resulted in a reduction to the future quarterly and final installment amounts due. Future prepayments by BAHS, if any, will result in reductions to remaining quarterly and final installment amounts due.

The outstanding balance of \$220.4 million (net of unamortized debt discount) is reflected in our consolidated balance sheet as of September 29, 2012. Borrowings incurred as part of the acquisition of BAHS are collateralized by assets of BAHS with an aggregate net carrying value of \$743.8 million.

The debt agreement provides, among other things, that BAHS maintain certain interest coverage and maximum leverage ratios, and contains restrictions relating to subsidiary indebtedness, capital expenditures, liens, affiliate transactions, disposal of assets and certain changes in ownership. In addition, the debt agreement contains provisions which, under certain circumstances, require BAHS to make prepayments based on excess cash flows of BAHS as defined in the debt agreement.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
(unaudited)

Note 4 – Redeemable Noncontrolling Interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. Accounting Standards Codification (“ASC”) Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. The components of the change in the Redeemable noncontrolling interests for the nine months ended September 29, 2012 and the year ended December 31, 2011 are presented in the following table:

| | September 29, 2012 | December 31, 2011 |
|--|--------------------------|-------------------------|
| Balance, beginning of period | \$402,050 | \$304,140 |
| Decrease in redeemable noncontrolling interests due to redemptions | (23,169) | (160,254) |
| Increase in redeemable noncontrolling interests due to business acquisitions | 30,515 | 13,618 |
| Net income attributable to redeemable noncontrolling interests | 25,741 | 36,514 |
| Dividends declared | (10,963) | (15,212) |
| Effect of foreign currency translation gain (loss) attributable to redeemable noncontrolling interests | 31 | (889) |
| Change in fair value of redeemable securities | (5,908) | 224,133 |
| Other adjustment to redeemable noncontrolling interests | (42,636) | - |
| Balance, end of period | \$375,661 | \$402,050 |

Changes in the estimated redemption amounts of the noncontrolling interests subject to put options are adjusted at each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a “floor” amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments do not impact the calculation of earnings per share.

Some prior owners of such acquired subsidiaries are eligible to receive additional purchase price cash consideration if certain financial targets are met. For acquisitions completed prior to 2009, we accrue liabilities that may arise from these transactions when we believe that the outcome of the contingency is determinable beyond a reasonable doubt. Starting in our 2009 fiscal year, as required by ASC Topic 805, “Business Combinations,” we have accrued liabilities for the estimated fair value of additional purchase price adjustments at the time of the acquisition. Any adjustments to these accrual amounts will be recorded in our consolidated statement of income. For the nine months ended September 29, 2012 and September 24, 2011, there were no material adjustments recorded in our consolidated statement of income relating to changes in estimated contingent purchase price liabilities.

Note 5 – Comprehensive Income

Comprehensive income includes certain gains and losses that, under U.S. GAAP, are excluded from net income as such amounts are recorded directly as an adjustment to stockholders’ equity. Our comprehensive income is primarily comprised of net income, foreign currency translation gains (losses), unrealized gains (losses) on hedging and

investment activity and pension adjustment gains (losses).

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
(unaudited)

Note 5 – Comprehensive Income – (Continued)

The following table summarizes our Accumulated other comprehensive income, net of applicable taxes as of:

| | September 29, 2012 | December 31, 2011 |
|---|--------------------------|-------------------------|
| Attributable to Redeemable noncontrolling interests: | | |
| Foreign currency translation adjustment | \$(1,722) | \$(1,753) |
| Attributable to Henry Schein, Inc.: | | |
| Foreign currency translation gain | \$51,949 | \$39,717 |
| Unrealized loss from foreign currency hedging activities | (1,265) | (1,678) |
| Unrealized investment loss | (621) | (829) |
| Pension adjustment loss | (14,588) | (14,626) |
| Accumulated other comprehensive income | \$35,475 | \$22,584 |
| Total Accumulated other comprehensive income | \$33,753 | \$20,831 |

The following table summarizes the components of comprehensive income, net of applicable taxes as follows:

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------------|--------------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Net income | \$105,310 | \$100,808 | \$301,673 | \$288,835 |
| Foreign currency translation gain (loss) | 22,606 | (55,603) | 12,263 | 17,344 |
| Tax effect | - | - | - | - |
| Foreign currency translation gain (loss) | 22,606 | (55,603) | 12,263 | 17,344 |
| Unrealized gain from foreign currency hedging | | | | |
| activities | 608 | 16 | 518 | 2,124 |
| Tax effect | (88) | (187) | (105) | (485) |
| Unrealized gain (loss) from foreign currency hedging | 520 | (171) | 413 | 1,639 |
| activities | 520 | (171) | 413 | 1,639 |
| Unrealized investment gain | 197 | 220 | 380 | 408 |
| Tax effect | (77) | (146) | (172) | (137) |
| Unrealized investment gain | 120 | 74 | 208 | 271 |
| Pension adjustment gain (loss) | (91) | 593 | 241 | 209 |
| Tax effect | 83 | (134) | (203) | (105) |
| Pension adjustment gain (loss) | (8) | 459 | 38 | 104 |

| | | | | |
|----------------------|-----------|----------|-----------|-----------|
| Comprehensive income | \$128,548 | \$45,567 | \$314,595 | \$308,193 |
|----------------------|-----------|----------|-----------|-----------|

The following table summarizes our total comprehensive income, net of applicable taxes as follows:

| | Three Months Ended | | Nine Months Ended | |
|--|--------------------|-----------|-------------------|-----------|
| | September | September | September | September |
| | 29, | 24, | 29, | 24, |
| | 2012 | 2011 | 2012 | 2011 |
| Comprehensive income attributable to Henry Schein, Inc. | \$119,366 | \$38,663 | \$288,500 | \$282,040 |
| Comprehensive income attributable to noncontrolling interests | 109 | 108 | 323 | 346 |
| Comprehensive income attributable to Redeemable noncontrolling interests | 9,073 | 6,796 | 25,772 | 25,807 |
| Comprehensive income | \$128,548 | \$45,567 | \$314,595 | \$308,193 |

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 6 – Fair Value Measurements

ASC Topic 820 “Fair Value Measurements and Disclosures” (“ASC Topic 820”) establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. ASC Topic 820 applies under other previously issued accounting pronouncements that require or permit fair value measurements but does not require any new fair value measurements.

ASC Topic 820 defines fair value as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. ASC Topic 820 establishes a fair value hierarchy that distinguishes between (1) market participant assumptions developed based on market data obtained from independent sources (observable inputs) and (2) an entity’s own assumptions about market participant assumptions developed based on the best information available in the circumstances (unobservable inputs).

The fair value hierarchy consists of three broad levels, which gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). The three levels of the fair value hierarchy under ASC Topic 820 are described as follows:

- Level 1— Unadjusted quoted prices in active markets for identical assets or liabilities that are accessible at the measurement date.
- Level 2— Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly or indirectly. Level 2 inputs include quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets or liabilities in markets that are not active; inputs other than quoted prices that are observable for the asset or liability; and inputs that are derived principally from or corroborated by observable market data by correlation or other means.
- Level 3— Inputs that are unobservable for the asset or liability.

The following section describes the valuation methodologies that we used to measure different financial instruments at fair value.

Cash equivalents and trade receivables

Due to the short-term maturity of such investments, the carrying amounts are a reasonable estimate of fair value.

Long-term investments and notes receivable

There are no quoted market prices available for investments in unconsolidated affiliates and long-term notes receivable; however, we believe the carrying amounts are a reasonable estimate of fair value.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
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Note 6 – Fair Value Measurements – (Continued)

Auction-rate securities

As of September 29, 2012, we have approximately \$6.5 million (\$5.7 million net of temporary impairments) invested in auction-rate securities (“ARS”). These investments are backed by student loans (backed by the federal government) and investments in closed-end municipal bond funds, which are included as part of Investments and other within our consolidated balance sheets. ARS are publicly issued securities that represent long-term investments, typically 10-30 years, in which interest rates had reset periodically (typically every 7, 28 or 35 days) through a “dutch auction” process. Our ARS portfolio is comprised of investments that are rated investment grade by major independent rating agencies. Since the middle of February 2008, ARS auctions have failed to settle due to an excess number of sellers compared to buyers. The failure of these auctions has resulted in our inability to liquidate our ARS in the near term. We are currently not aware of any defaults or financial conditions that would negatively affect the issuers’ ability to continue to pay interest and principal on our ARS. We continue to earn and receive interest at contractually agreed upon rates.

During the nine months ended September 29, 2012, we received approximately \$6.0 million of redemptions of our ARS. As of September 29, 2012, we have continued to classify our ARS as Level 3 within the fair value hierarchy due to the lack of observable inputs and the absence of significant refinancing activity.

As of September 29, 2012, we have estimated the value of our closed-end municipal bond fund ARS portfolio and our student loan backed ARS portfolio based upon a discounted cash flow model, including assumptions for estimated interest rates, timing and amount of cash flows and expected holding period for the ARS portfolio, in accordance with applicable authoritative guidance. The balance of our recorded cumulative temporary impairment related to our ARS as of September 29, 2012 and December 31, 2011 was \$0.8 million and \$1.2 million, respectively. The temporary impairment has been recorded as part of Accumulated other comprehensive income within the equity section of our consolidated balance sheet.

Accounts payable and accrued expenses

Financial liabilities with carrying values approximating fair value include accounts payable and other accrued liabilities. The carrying value of these financial instruments approximates fair value due to their short maturities.

Debt

The fair value of our debt is estimated based on quoted market prices for our traded debt and on market prices of similar issues for our private debt. The fair value of our debt as of September 29, 2012 and December 31, 2011 was estimated at \$609.4 million and \$441.4 million, respectively.

Derivative contracts

Derivative contracts are valued using quoted market prices and significant other observable and unobservable inputs. We use derivative instruments to minimize our exposure to fluctuations in interest rates and foreign currency exchange rates. Our derivative instruments primarily include foreign currency forward agreements related to intercompany loans and certain forecasted inventory purchase commitments with suppliers.

The fair values for the majority of our foreign currency and interest rate derivative contracts are obtained by comparing our contract rate to a published forward price of the underlying market rates, which is based on market rates for comparable transactions and are classified within Level 2 of the fair value hierarchy.

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HENRY SCHEIN, INC.
 NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
 (in thousands, except per share data)
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Note 6 – Fair Value Measurements – (Continued)

Redeemable noncontrolling interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value based on third-party valuations. Factors considered in determining the fair value amounts include multiples of financial values, such as earnings. The noncontrolling interests subject to put options are adjusted to their estimated redemption amounts each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a “floor” amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments will not impact the calculation of earnings per share. The values for Redeemable noncontrolling interests are classified within Level 3 of the fair value hierarchy. The details of the changes in Redeemable noncontrolling interests are presented in Note 4.

The following table presents our assets and liabilities that are measured and recognized at fair value on a recurring basis classified under the appropriate level of the fair value hierarchy as of September 29, 2012 and December 31, 2011:

| | September 29, 2012 | | | Total |
|-------------------------------------|--------------------|----------------|-----------------|-----------------|
| | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | |
| Available-for-sale securities | \$- | \$- | \$5,671 | \$5,671 |
| Derivative contracts | - | 522 | - | 522 |
| Total assets | \$- | \$522 | \$5,671 | \$6,193 |
| Liabilities: | | | | |
| Derivative contracts | \$- | \$2,620 | \$- | \$2,620 |
| Total liabilities | \$- | \$2,620 | \$- | \$2,620 |
| Redeemable noncontrolling interests | \$- | \$- | \$375,661 | \$375,661 |
| | December 31, 2011 | | | Total |
| | Level 1 | Level 2 | Level 3 | |
| Assets: | | | | |
| Available-for-sale securities | \$- | \$- | \$11,329 | \$11,329 |
| Derivative contracts | - | 1,273 | - | 1,273 |
| Total assets | \$- | \$1,273 | \$11,329 | \$12,602 |
| Liabilities: | | | | |
| Derivative contracts | \$- | \$2,062 | \$- | \$2,062 |
| Total liabilities | \$- | \$2,062 | \$- | \$2,062 |

| | | | | |
|-------------------------------------|-----|-----|-----------|-----------|
| Redeemable noncontrolling interests | \$- | \$- | \$402,050 | \$402,050 |
|-------------------------------------|-----|-----|-----------|-----------|

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
(in thousands, except per share data)
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Note 6 – Fair Value Measurements – (Continued)

The following table presents a reconciliation of our assets and liabilities measured at fair value on a recurring basis using unobservable inputs (Level 3):

| | |
|---|-------------|
| | Level 3 (1) |
| Balance, December 31, 2011 | \$ 413,379 |
| Change in redeemable noncontrolling interests | (26,389) |
| Redemptions at par of auction-rate securities | (6,025) |
| Gain reported in accumulated other comprehensive income for auction-rate securities | 367 |
| Balance, September 29, 2012 | \$ 381,332 |
| | Level 3 (1) |
| Balance, December 25, 2010 | \$ 317,507 |
| Change in redeemable noncontrolling interests | 112,920 |
| Redemptions at par of auction-rate securities | (2,450) |
| Gain reported in accumulated other comprehensive income for auction-rate securities | 400 |
| Balance, September 24, 2011 | \$ 428,377 |

(1) Level 3 amounts consist of ARS that are backed by student loans (backed by the federal government) and investments in closed-end municipal bond funds and redeemable noncontrolling interests. See Note 4 for the components of the changes in Redeemable noncontrolling interests.

Note 7 – Business Acquisitions

The operating results of all acquisitions are reflected in our financial statements from their respective acquisition dates.

We completed certain acquisitions during the nine months ended September 29, 2012. The operating results of our acquisitions are reflected in our financial statements from their respective acquisition dates. Such acquisitions were immaterial to our financial statements individually and in the aggregate.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 8 – Plans of Restructuring

During the nine months ended September 29, 2012, we incurred restructuring costs of approximately \$15.2 million (approximately \$10.5 million after taxes) consisting of employee severance pay and benefits related to the elimination of approximately 200 positions, facility closing costs, representing primarily lease terminations and property and equipment write-off costs, and outside professional and consulting fees directly related to the restructuring plan. This restructuring program is complete and we do not expect any additional costs from this program during the remainder of our 2012 fiscal year.

During the first quarter of 2010, we completed a restructuring in order to reduce operating expenses. This restructuring included headcount reductions of 184 positions, as well as the closing of a number of smaller locations.

For the year ended 2010, we recorded restructuring costs of approximately \$12.3 million (approximately \$8.3 million after taxes) consisting of employee severance pay and benefits, facility closing costs, representing primarily lease termination and asset write-off costs, and outside professional and consulting fees directly related to the restructuring plan.

The costs associated with these restructurings are included in a separate line item, “Restructuring costs” within our consolidated statements of income.

The following table shows the amounts expensed and paid for restructuring costs that were incurred during the nine months ended September 29, 2012 and the fiscal years 2011, 2010 and 2009 and the remaining accrued balance of restructuring costs as of September 29, 2012, which is included in Accrued expenses: Other and Other liabilities within our consolidated balance sheet:

| | Severance Costs (1) | Facility Closing Costs (2) | Total |
|--------------------------------|------------------------|----------------------------------|-----------|
| Balance, December 27, 2008 | \$ 14,849 | \$ 3,688 | \$ 18,537 |
| Provision | 1,568 | 1,452 | 3,020 |
| Payments and other adjustments | 14,150 | 3,110 | 17,260 |
| Balance, December 26, 2009 | \$ 2,267 | \$ 2,030 | \$ 4,297 |
| Provision | 8,930 | 3,355 | 12,285 |
| Payments and other adjustments | 9,205 | 3,034 | 12,239 |
| Balance, December 25, 2010 | \$ 1,992 | \$ 2,351 | \$ 4,343 |
| Provision | - | - | - |
| Payments and other adjustments | 1,423 | 1,800 | 3,223 |
| Balance, December 31, 2011 | \$ 569 | \$ 551 | \$ 1,120 |
| Provision | 12,841 | 2,351 | 15,192 |
| Payments and other adjustments | 9,195 | 1,123 | 10,318 |
| Balance, September 29, 2012 | \$ 4,215 | \$ 1,779 | \$ 5,994 |

Represents salaries and related benefits for employees separated from the Company and outside professional (1) consulting fees.

Represents costs associated with the closing of certain smaller facilities (primarily lease termination costs) and (2) property and equipment write-offs.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 8 – Plans of Restructuring – (Continued)

The following table shows, by reportable segment, the restructuring costs incurred during the nine months ended September 29, 2012 and the fiscal years 2011, 2010 and 2009 and the remaining accrued balance of restructuring costs as of September 29, 2012:

| | Health Care Distribution | Technology and Value-Added Services | Total |
|--------------------------------|-----------------------------|--|-----------|
| Balance, December 27, 2008 | \$ 18,457 | \$ 80 | \$ 18,537 |
| Provision | 3,020 | - | 3,020 |
| Payments and other adjustments | 17,252 | 8 | 17,260 |
| Balance, December 26, 2009 | \$ 4,225 | \$ 72 | \$ 4,297 |
| Provision | 12,063 | 222 | 12,285 |
| Payments and other adjustments | 11,945 | 294 | 12,239 |
| Balance, December 25, 2010 | \$ 4,343 | \$ - | \$ 4,343 |
| Provision | - | - | - |
| Payments and other adjustments | 3,223 | - | 3,223 |
| Balance, December 31, 2011 | \$ 1,120 | \$ - | \$ 1,120 |
| Provision | 14,981 | 211 | 15,192 |
| Payments and other adjustments | 10,168 | 150 | 10,318 |
| Balance, September 29, 2012 | \$ 5,933 | \$ 61 | \$ 5,994 |

Note 9 – Earnings Per Share

Basic earnings per share is computed by dividing net income attributable to Henry Schein, Inc. by the weighted-average number of common shares outstanding for the period. Our diluted earnings per share is computed similarly to basic earnings per share, except that it reflects the effect of common shares issuable for presently unvested restricted stock and restricted stock units and upon exercise of stock options, using the treasury stock method in periods in which they have a dilutive effect.

A reconciliation of shares used in calculating earnings per basic and diluted share follows:

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------------|--------------------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 | September 29, 2012 | September 24, 2011 |
| Basic | 87,465 | 90,251 | 87,802 | 90,582 |
| Effect of dilutive securities: | | | | |
| Stock options, restricted stock and restricted stock units | 2,182 | 2,618 | 2,273 | 2,613 |
| Diluted | 89,647 | 92,869 | 90,075 | 93,195 |

Weighted-average options to purchase 10 and 7 shares of common stock at an exercise price of \$69.45 per share that were outstanding during the three and nine months ended September 24, 2011 were excluded from the computation of diluted earnings per share. In these periods, such options' exercise price exceeded the average market price of our common stock, thereby causing the effect of such options to be anti-dilutive.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 10 – Income Taxes

For the nine months ended September 29, 2012, our effective tax rate from operations was 31.3% compared to 32.0% for the prior year period. The difference between our effective tax rates and the federal statutory tax rates for both periods primarily relates to state and foreign income taxes.

The total amount of unrecognized tax benefits as of September 29, 2012 was approximately \$30.5 million, all of which would affect the effective tax rate if recognized. It is expected that the amount of unrecognized tax benefits will change in the next 12 months; however, we do not expect the change to have a material impact on our consolidated financial statements.

The total amounts of interest and penalties, which are classified as a component of the provision for income taxes, were approximately \$6.7 million and \$0, respectively, for the nine months ended September 29, 2012.

The tax years subject to examination by major tax jurisdictions include the years 2009 and forward by the U.S. Internal Revenue Service, the years 1997 and forward for certain states and the years 2005 and forward for certain foreign jurisdictions.

Note 11 – Derivatives and Hedging Activities

We are exposed to market risks as well as changes in foreign currency exchange rates as measured against the U.S. dollar and each other, and changes to the credit markets. We attempt to minimize these risks by primarily using foreign currency forward contracts and by maintaining counter-party credit limits. These hedging activities provide only limited protection against currency exchange and credit risks. Factors that could influence the effectiveness of our hedging programs include currency markets and availability of hedging instruments and liquidity of the credit markets. All foreign currency forward contracts that we enter into are components of hedging programs and are entered into for the sole purpose of hedging an existing or anticipated currency exposure. We do not enter into such contracts for speculative purposes and we manage our credit risks by diversifying our investments, maintaining a strong balance sheet and having multiple sources of capital.

Fluctuations in the value of certain foreign currencies as compared to the U.S. dollar may positively or negatively affect our revenues, gross margins, operating expenses and retained earnings, all of which are expressed in U.S. dollars. Where we deem it prudent, we engage in hedging programs using primarily foreign currency forward contracts aimed at limiting the impact of foreign currency exchange rate fluctuations on earnings. We purchase short-term (i.e., 18 months or less) foreign currency forward contracts to protect against currency exchange risks associated with intercompany loans due from our international subsidiaries and the payment of merchandise purchases to our foreign suppliers. We do not hedge the translation of foreign currency profits into U.S. dollars, as we regard this as an accounting exposure, not an economic exposure. The impact of our hedging activities has historically not had a material impact on our consolidated financial statements. Accordingly, additional disclosures related to derivatives and hedging activities required by ASC Topic 815 have been omitted.

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HENRY SCHEIN, INC.
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Note 12 – Stock-Based Compensation

Our accompanying unaudited consolidated statements of income reflect share-based pretax compensation expense of \$11.9 million (\$8.2 million after-tax) and \$31.9 million (\$21.9 million after-tax) for the three and nine months ended September 29, 2012, respectively, and \$8.1 million (\$5.5 million after-tax) and \$26.0 million (\$17.7 million after-tax) for the three and nine months ended September 24, 2011, respectively.

Stock-based compensation represents the cost related to stock-based awards granted to employees and non-employee directors. We measure stock-based compensation at the grant date, based on the estimated fair value of the award, and recognize the cost (net of estimated forfeitures) as compensation expense on a straight-line basis over the requisite service period. Our stock-based compensation expense is reflected in selling, general and administrative expenses in our consolidated statements of income.

Stock-based awards are provided to certain employees and non-employee directors under the terms of our 1994 Stock Incentive Plan, as amended, and our 1996 Non-Employee Director Stock Incentive Plan, as amended (together, the “Plans”). The Plans are administered by the Compensation Committee of the Board of Directors. Prior to March 2009, awards under the Plans principally included a combination of at-the-money stock options and restricted stock (including restricted stock units). Since March 2009, equity-based awards have been granted solely in the form of restricted stock and restricted stock units, with the exception of stock options for certain pre-existing contractual obligations.

Grants of restricted stock are common stock awards granted to recipients with specified vesting provisions. We issue restricted stock that vests solely based on the recipient’s continued service over time (four-year cliff vesting) and restricted stock that vests based on our achieving specified performance measurements and the recipient’s continued service over time (three-year cliff vesting).

With respect to time-based restricted stock, we estimate the fair value on the date of grant based on our closing stock price. With respect to performance-based restricted stock, the number of shares that ultimately vest and are received by the recipient is based upon our performance as measured against specified targets over a three-year period as determined by the Compensation Committee of the Board of Directors. Although there is no guarantee that performance targets will be achieved, we estimate the fair value of performance-based restricted stock based on our closing stock price at time of grant.

The Plans provide for adjustments to the performance-based restricted stock targets for significant events such as acquisitions, divestitures, new business ventures and share repurchases. Over the performance period, the number of shares of common stock that will ultimately vest and be issued and the related compensation expense is adjusted upward or downward based upon our estimation of achieving such performance targets. The ultimate number of shares delivered to recipients and the related compensation cost recognized as an expense will be based on our actual performance metrics as defined under the Plans.

Restricted stock units are awards that we grant to certain employees that entitle the recipient to shares of common stock upon vesting. We grant restricted stock units with the same time-based and performance-based vesting that we use for restricted stock. The fair value of restricted stock units is determined on the date of grant, based on our closing stock price.

Total unrecognized compensation cost related to non-vested awards as of September 29, 2012 was \$87.8 million, which is expected to be recognized over a weighted-average period of approximately 2.3 years.

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 12 – Stock-Based Compensation – (Continued)

The following table summarizes stock option activity under the Plans during the nine months ended September 29, 2012:

| | Shares | Weighted Average Exercise Price | Weighted Average Remaining Contractual Life in Years | Aggregate Intrinsic Value |
|--------------------------------------|---------|--|---|---------------------------------|
| Outstanding at beginning of period | 4,059 | \$ 44.53 | | |
| Granted | - | - | | |
| Exercised | (1,189) | 38.49 | | |
| Forfeited | (30) | 36.02 | | |
| Outstanding at end of period | 2,840 | \$ 47.15 | 3.5 | \$ 91,068 |
| Options exercisable at end of period | 2,838 | \$ 47.16 | 3.5 | \$ 90,989 |

The following tables summarize the activity of our non-vested restricted stock/units for the nine months ended September 29, 2012:

| | Shares/Units | Weighted Average Grant Date Fair Value Per Share | Intrinsic Value Per Share |
|------------------------------------|--------------|---|---------------------------------|
| Outstanding at beginning of period | 870 | \$ 52.43 | |
| Granted | 260 | 72.81 | |
| Vested | (87) | 59.71 | |
| Forfeited | (24) | 53.36 | |
| Outstanding at end of period | 1,019 | \$ 56.99 | \$ 79.22 |

| | Shares/Units | Weighted Average Grant Date Fair Value Per Share | Intrinsic Value Per Share |
|------------------------------------|--------------|---|---------------------------------|
| Outstanding at beginning of period | 1,698 | \$ 40.05 | |
| Granted | 526 | 71.14 | |

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| | | | | |
|------------------------------|-------|----|-------|----------|
| Vested | (736) | | 35.27 | |
| Forfeited | (15) | | 62.34 | |
| Outstanding at end of period | 1,473 | \$ | 55.00 | \$ 79.22 |

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HENRY SCHEIN, INC.
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)
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Note 13 – Supplemental Cash Flow Information

Cash paid for interest and income taxes was:

| | Nine Months Ended | |
|--------------|--------------------------|--------------------------|
| | September 29, 2012 | September 24, 2011 |
| Interest | \$ 18,756 | \$ 22,429 |
| Income taxes | 139,430 | 122,597 |

During the nine months ended September 29, 2012, we had a \$0.5 million non-cash net unrealized gain related to hedging activities. During the nine months ended September 24, 2011, we had a \$2.1 million non-cash net unrealized gain related to hedging activities.

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ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Cautionary Note Regarding Forward-Looking Statements

In accordance with the "Safe Harbor" provisions of the Private Securities Litigation Reform Act of 1995, we provide the following cautionary remarks regarding important factors that, among others, could cause future results to differ materially from the forward-looking statements, expectations and assumptions expressed or implied herein. All forward-looking statements made by us are subject to risks and uncertainties and are not guarantees of future performance. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance and achievements or industry results to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. These statements are identified by the use of such terms as "may," "could," "expect," "intend," "believe," "plan," "estimate," "forecast," "project," "anticipate" or other comparable terms.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: effects of a highly competitive market; our dependence on third parties for the manufacture and supply of our products; our dependence upon sales personnel, customers, suppliers and manufacturers; our dependence on our senior management; fluctuations in quarterly earnings; risks from expansion of customer purchasing power and multi-tiered costing structures; possible increases in the cost of shipping our products or other service issues with our third-party shippers; general global macro-economic conditions; disruptions in financial markets; possible volatility of the market price of our common stock; changes in the health care industry; implementation of health care laws; failure to comply with regulatory requirements and data privacy laws; risks associated with our international operations; transitional challenges associated with acquisitions and joint ventures, including the failure to achieve anticipated synergies; financial risks associated with acquisitions and joint ventures; litigation risks; the dependence on our continued product development, technical support and successful marketing in the technology segment; risks from rapid technological change; risks from disruption to our information systems; certain provisions in our governing documents that may discourage third-party acquisitions of us; and changes in tax legislation. The order in which these factors appear should not be construed to indicate their relative importance or priority.

We caution that these factors may not be exhaustive and that many of these factors are beyond our ability to control or predict. Accordingly, any forward-looking statements contained herein should not be relied upon as a prediction of actual results. We undertake no duty and have no obligation to update forward-looking statements.

Executive-Level Overview

We believe we are the largest distributor of health care products and services primarily to office-based health care practitioners. We serve nearly 775,000 customers worldwide, including dental practitioners and laboratories, physician practices and animal health clinics, as well as government and other institutions. We believe that we have a strong brand identity due to our 80 years of experience distributing health care products.

We are headquartered in Melville, New York, employ more than 15,000 people (of which nearly 7,000 are based outside the United States) and have operations in the United States, Australia, Austria, Belgium, Canada, China, the Czech Republic, France, Germany, Hong Kong SAR, Ireland, Israel, Italy, Luxembourg, Mauritius, the Netherlands, New Zealand, Portugal, Slovakia, Spain, Switzerland, Thailand and the United Kingdom. We also have affiliates in Iceland and Turkey.

We have established strategically located distribution centers to enable us to better serve our customers and increase our operating efficiency. This infrastructure, together with broad product and service offerings at competitive prices, and a strong commitment to customer service, enables us to be a single source of supply for our customers' needs. Our infrastructure also allows us to provide convenient ordering and rapid, accurate and complete order fulfillment.

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We conduct our business through two reportable segments: health care distribution and technology and value-added services. These segments offer different products and services to the same customer base. The health care distribution reportable segment aggregates our global dental, medical and animal health operating segments. This segment consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

Our global dental group serves office-based dental practitioners, schools and other institutions. Our global medical group serves office-based medical practitioners, surgical centers, other alternate-care settings and other institutions. Our global animal health group serves animal health practices and clinics. Our global dental, medical and animal health groups serve practitioners in 23 countries outside of North America and are what we believe to be leading European health care suppliers serving office-based practitioners.

Our global technology and value-added services group provides software, technology and other value-added services to health care practitioners. Our technology group offerings include practice management software systems for dental and medical practitioners and animal health clinics. Our value-added practice solutions include financial services on a non-recourse basis, e-services and continuing education services for practitioners.

Industry Overview

In recent years, the health care industry has increasingly focused on cost containment. This trend has benefited distributors capable of providing a broad array of products and services at low prices. It also has accelerated the growth of HMOs, group practices, other managed care accounts and collective buying groups, which, in addition to their emphasis on obtaining products at competitive prices, tend to favor distributors capable of providing specialized management information support. We believe that the trend towards cost containment has the potential to favorably affect demand for technology solutions, including software, which can enhance the efficiency and facilitation of practice management.

Our operating results in recent years have been significantly affected by strategies and transactions that we undertook to expand our business, domestically and internationally, in part to address significant changes in the health care industry, including consolidation of health care distribution companies, health care reform, trends toward managed care, cuts in Medicare and collective purchasing arrangements.

Our current and future results have been and could be impacted by the current economic environment and uncertainty, particularly impacting overall demand for our products and services.

Industry Consolidation

The health care products distribution industry, as it relates to office-based health care practitioners, is highly fragmented and diverse. This industry, which encompasses the dental, medical and animal health markets, was estimated to produce revenues of approximately \$28 billion in 2011 in the combined North American, European and Australian/New Zealand markets. The industry ranges from sole practitioners working out of relatively small offices to group practices or service organizations ranging in size from a few practitioners to a large number of practitioners who have combined or otherwise associated their practices.

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Due in part to the inability of office-based health care practitioners to store and manage large quantities of supplies in their offices, the distribution of health care supplies and small equipment to office-based health care practitioners has been characterized by frequent, small quantity orders, and a need for rapid, reliable and substantially complete order fulfillment. The purchasing decisions within an office-based health care practice are typically made by the practitioner or an administrative assistant. Supplies and small equipment are generally purchased from more than one distributor, with one generally serving as the primary supplier.

We believe that consolidation within the industry will continue to result in a number of distributors, particularly those with limited financial and marketing resources, seeking to combine with larger companies that can provide growth opportunities. This consolidation also may continue to result in distributors seeking to acquire companies that can enhance their current product and service offerings or provide opportunities to serve a broader customer base.

Our trend with regard to acquisitions and joint ventures has been to expand our role as a provider of products and services to the health care industry. This trend has resulted in our expansion into service areas that complement our existing operations and provide opportunities for us to develop synergies with, and thus strengthen, the acquired businesses.

As industry consolidation continues, we believe that we are positioned to capitalize on this trend, as we believe we have the ability to support increased sales through our existing infrastructure.

As the health care industry continues to change, we continually evaluate possible candidates for merger or acquisition and intend to continue to seek opportunities to expand our role as a provider of products and services to the health care industry. There can be no assurance that we will be able to successfully pursue any such opportunity or consummate any such transaction, if pursued. If additional transactions are entered into or consummated, we would incur merger and/or acquisition-related costs, and there can be no assurance that the integration efforts associated with any such transaction would be successful.

Aging Population and Other Market Influences

The health care products distribution industry continues to experience growth due to the aging population, increased health care awareness, the proliferation of medical technology and testing, new pharmacology treatments and expanded third-party insurance coverage, partially offset by the affects of increased unemployment on insurance coverage. In addition, the physician market continues to benefit from the shift of procedures and diagnostic testing from acute care settings to alternate-care sites, particularly physicians' offices.

The U.S. Census Bureau's "Statistical Abstract of the United States: 2011," reports that, in 2010, more than five million Americans were aged 85 or older, the segment of the population most in need of long-term care and elder-care services. By the year 2050, that number is projected to more than triple to more than 19 million. The population aged 65 to 84 years is projected to more than double in the same time period.

As a result of these market dynamics, annual expenditures for health care services continue to increase in the United States. Given current operating, economic and industry conditions, we believe that demand for our products and services will grow at slower rates. The Centers for Medicare and Medicaid Services, or CMS, published "National Health Expenditure Projections 2011-2021" indicating that total national health care spending reached approximately \$2.7 trillion in 2011, or 17.9% of the nation's gross domestic product, the benchmark measure for annual production of goods and services in the United States. Health care spending is projected to reach approximately \$4.8 trillion in 2021, approximately 19.6% of the nation's gross domestic product.

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Government

Certain of our businesses involve the distribution of pharmaceuticals and medical devices, and in this regard we are subject to extensive local, state, federal and foreign governmental laws and regulations applicable to the distribution of pharmaceuticals and medical devices. Additionally, government and private insurance programs fund a large portion of the total cost of medical care. Many of these laws and regulations are subject to change and may impact our financial performance.

Health Care Reform

For example, the Patient Protection and Affordable Care Act as amended by the Health Care and Education Reconciliation Act, each enacted in March 2010, generally known as the Health Care Reform Law, increased federal oversight of private health insurance plans and included a number of provisions designed to reduce Medicare expenditures and the cost of health care generally, to reduce fraud and abuse, and to provide access to health coverage for an additional 32 million people. The Health Care Reform Law requirements include, for example (i) a 2.3% excise tax on domestic sales of medical devices by manufacturers and importers beginning in 2013, and a fee on branded prescription drugs and biologics that was implemented in 2011, both of which may affect sales, and (ii) mandated pharmacy benefit manager transparency regarding rebates, discounts and price concessions with respect to drug benefits under Medicare Part D, and in 2014 with respect to drug benefits offered through qualified health plans offered through state exchanges, which could affect pricing and competition. A final rule implementing the Medicare Part D disclosure requirements was published on April 12, 2012 by CMS and became effective on June 11, 2012. Such requirements could impact pharmacy benefit management practices and accordingly could affect overall pricing for pharmaceuticals. On June 28, 2012, the United States Supreme Court overturned certain lower federal court decisions to uphold as constitutional a key provision in the Health Care Reform Law, often referred to as the "individual mandate," which requires individuals without health insurance to pay a penalty. However, the decision also invalidated a provision in the Health Care Reform Law requiring states to expand their Medicaid programs or risk the complete loss of all federal Medicaid funding. The Court held that the federal government may offer states the option of accepting the expansion requirement, but that it may not take away pre-existing Medicaid funds in order to coerce states into complying with the expansion. A number of states have indicated a reluctance to accept the Medicaid expansion, so the full extent of increased health care coverage under the Health Care Reform Law is uncertain.

In addition to the foregoing, the Health Care Reform Law imposed new reporting and disclosure requirements for pharmaceutical and device manufacturers with regard to payments or other transfers of value made to certain practitioners, including physicians, dentists and teaching hospitals, and imposes new reporting and disclosure requirements for pharmaceutical and device manufacturers and group purchasing organizations with regard to certain ownership interests held by physicians in the reporting entity. Under the Health Care Reform Law, data collection obligations were to commence in January 2012, and reporting requirements were to be implemented in 2013. On December 14, 2011, CMS issued proposed regulations to implement these provisions, and sought and received substantial comments. CMS has delayed issuing the final rule and at this time has not indicated when the final rule will be issued. These proposed regulations are broadly drafted and still subject to change, and it is possible that when these regulations are finalized, they will treat us or one or more of our subsidiaries as an entity subject to these reporting and disclosure requirements. In addition, through business arrangements we have with drug and device manufacturers, we may be required to collect and report detailed information to these manufacturers in order for these manufacturers to comply with the new requirements. In addition, several states require pharmaceutical and/or device companies to report expenses relating to the marketing and promotion of products as well as gifts and payments to individual practitioners in the states, or prohibit certain marketing related activities. Other states, such as California, Nevada, Massachusetts and Connecticut, require pharmaceutical and/or device companies to implement compliance programs or marketing codes. Wholesale distributors are covered by the laws in certain of these states. In others, it is possible that our activities, including on behalf of manufacturers, or the activities of one or more of our subsidiaries,

will subject us to the state's reporting requirements and prohibitions.

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Health Care Fraud

Certain of our businesses are subject to federal and state (and similar foreign) health care fraud and abuse, referral and reimbursement laws, and regulations with respect to their operations. Such laws prohibit, among other things, the submission or causing the submission of false or fraudulent claims for reimbursement, and soliciting, offering, receiving or paying remuneration in order to induce the referral of a patient or ordering, purchasing, leasing or arranging for or recommending ordering, purchasing or leasing, of items or services that are paid for by government health care programs (known as “anti-kickback” laws). Violations of these laws could result in civil and criminal penalties. The fraud and abuse laws and regulations have been subject to heightened enforcement activity over the past few years, particularly through “relators,” who serve as whistleblowers by filing complaints in the name of the United States (and if applicable, particular states) under federal and state False Claims Act statutes, and can be entitled to receive up to 30% of total recoveries. Also, violations of the False Claims Act can result in treble damages, and each false claim submitted can be subject to a penalty of up to \$11,000 per claim. These laws and regulations are subject to frequent modification and varied interpretation, and can have a material adverse impact on us if a violation is found. The Health Care Reform Law significantly strengthened the federal False Claims Act, which could lead to the possibility of increased whistleblower or relator suits, and among other things made clear that an anti-kickback law violation can be a basis for False Claims Act liability. We also are subject to certain laws and regulations concerning the conduct of our foreign operations, including the U.S. Foreign Corrupt Practices Act and anti-bribery laws and laws pertaining to the accuracy of our internal books and records, which have been the focus of increasing enforcement activity in recent years.

Operating and Security Standards

Regulations adopted under the federal Prescription Drug Marketing Act (“PDMA”), effective December 2006, require the identification and documentation of transactions involving the receipt and distribution of prescription drugs, that is, drug pedigree information. These requirements include tracking sales and distribution of prescription drug products from distributors and potentially manufacturers. In early December 2006, the federal District Court for the Eastern District of New York issued a preliminary injunction enjoining the implementation of certain parts of the federal drug pedigree requirements, including the requirement to identify transactions back to the manufacturer. On July 14, 2011, the United States Food and Drug Administration (“FDA”) published a proposed rulemaking that would remove the requirement that a pedigree track back to the manufacturer and that certain information be identified on the pedigree. As a result of the FDA’s intent to resolve these issues, the case was voluntarily dismissed in August 2011. Nonetheless, prescription drug pedigrees are required under federal regulations and the PDMA, and the pedigree must trace back to the last authorized distributor of record that handled the drug. FDA policies in this area continue to evolve.

Many states have implemented or are considering similar drug pedigree laws and regulations. There have been increasing efforts by various levels of government, including state departments of health, state boards of pharmacy and comparable agencies, to regulate the pharmaceutical distribution system in order to prevent the introduction of counterfeit, adulterated or mislabeled pharmaceuticals into the distribution system. A number of states, including Florida, have already implemented pedigree requirements, including drug tracking requirements, which are intended to protect the integrity of the pharmaceutical distribution system. California has enacted a statute that, beginning in 2015, will require manufacturers to identify each package of a prescription pharmaceutical with a standard, machine-readable unique numerical identifier, and will require manufacturers and distributors to participate in an electronic track-and-trace system and provide or receive an electronic pedigree for each transaction in the drug distribution chain. Other states have passed or are reviewing similar requirements. Bills have been proposed in Congress that would impose similar requirements at the federal level.

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The Combat Methamphetamine Enhancement Act of 2010, which became effective in April 2011, requires retail sellers of products containing certain chemicals, such as pseudoephedrine, to self-certify to the Drug Enforcement Administration (“DEA”) that they understand and agree to comply with the laws and regulations regarding such sales. The law also prohibits distributors from selling these products to retailers who are not registered with the DEA or who have not self-certified compliance with the laws and regulations. Various states also impose restrictions on the sale of certain products containing pseudoephedrine and other chemicals. The Secure and Responsible Drug Disposal Act of 2010, signed by President Obama in October 2010, is intended to allow patients to deliver unused controlled substances to designated entities to more easily and safely dispose of controlled substances while reducing the chance of diversion. The law authorizes the DEA to promulgate regulations to allow, but not require, designated entities to receive unused controlled substances.

Regulated Software; Electronic Health Records

The FDA has become increasingly active in addressing the regulation of computer software intended for use in health care settings, and has been developing policies on regulating clinical decision support tools as medical devices. Certain of our businesses involve the development and sale of software and related products to support physician and dental practice management, and it is possible that the FDA could determine that one or more of our products is a medical device, which could subject us or one or more of our businesses to substantial additional requirements with respect to these products.

Certain of our businesses involve access to personal health, medical, financial and other information of individuals, and are accordingly directly or indirectly subject to numerous federal, state, local and foreign laws and regulations that protect the privacy and security of such information, such as the privacy and security provisions of the federal Health Insurance Portability and Accountability Act of 1996, as amended, and implementing regulations (“HIPAA”). HIPAA requires, among other things, the implementation of various recordkeeping, operational, notice and other practices intended to safeguard that information, limit its use to allowed purposes, and notify individuals in the event of privacy and security breaches. Failure to comply with these laws and regulations can result in substantial penalties and other liabilities. As a result of the federal Health Information Technology for Economic and Clinical Health Act (“HITECH Act”), which was enacted in 2009, some of our businesses that were previously only indirectly affected by federal HIPAA privacy and security rules became directly subject to such rules because such businesses serve as “business associates” of HIPAA covered entities, such as health care providers. A rule implementing the HITECH Act has been under development by CMS and is expected to increase the privacy and security requirements applicable to some of our businesses. There have been delays in issuing the final rule and at this time CMS has not indicated when the final rule will be issued.

In addition, the HITECH Act established a program of Medicare and Medicaid incentive payments available to certain health care providers including, among others, physicians and dentists, if they meaningfully use certified electronic health record technology (“EHR”). Also, eligible providers that fail to adopt certified EHR systems may be subject to Medicare reimbursement reductions beginning in 2015. Qualification for the incentive payments requires the use of EHRs that are certified as having certain capabilities for meaningful use pursuant to standards adopted by the Department of Health and Human Services. Initial (“stage one”) standards addressed criteria for periods beginning in 2011. CMS has also issued a final rule with “stage two” criteria for periods beginning in 2014, which are more demanding, and new, incrementally more rigorous criteria are expected to be issued for stage “three” compliance, however final standards have not yet been issued and so these criteria are not yet certain. Certain of our businesses involve the manufacture and sale of certified EHR systems, and so must maintain compliance with these evolving governmental criteria.

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Also, HIPAA requires certain health care providers, such as physicians, to use certain transaction and code set rules for specified electronic transactions, such as transactions involving claims submissions. Commencing July 1, 2012, CMS required that electronic claim submissions and related electronic transactions be conducted under a new HIPAA transaction standard, called Version 5010. CMS has required this upgrade in connection with another new requirement applicable to the industry, the implementation of new diagnostic code sets to be used in claims submission. The new diagnostic code sets are called the ICD-10-CM. They were originally to be implemented on October 1, 2013, but CMS recently issued a final rule that extended the implementation date until October 1, 2014. Certain of our businesses provide electronic practice management products that must meet those requirements, and while we believe that we are prepared to timely adopt the new standards, it is possible that the transition to these new standards, particularly the transition to ICD-10-CM, may result in a degree of disruption and confusion, thus potentially increasing the costs associated with supporting this product.

There may be additional legislative initiatives in the future impacting health care.

E-Commerce

Traditional health care supply and distribution relationships are being challenged by electronic online commerce solutions. Our distribution business is characterized by rapid technological developments and intense competition. The advancement of online commerce will require us to cost-effectively adapt to changing technologies, to enhance existing services and to develop and introduce a variety of new services to address the changing demands of consumers and our customers on a timely basis, particularly in response to competitive offerings.

Through our proprietary, technologically-based suite of products, we offer customers a variety of competitive alternatives. We believe that our tradition of reliable service, our name recognition and large customer base built on solid customer relationships position us well to participate in this growing aspect of the distribution business. We continue to explore ways and means to improve and expand our Internet presence and capabilities.

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Results of Operations

The following table summarizes the significant components of our operating results for the three and nine months ended September 29, 2012 and September 24, 2011 and cash flows for the nine months ended September 29, 2012 and September 24, 2011 (in thousands):

| | Three Months Ended | | Nine Months Ended | |
|---|--------------------|-------------|-------------------|-------------|
| | September | September | September | September |
| | 29, | 24, | 29, | 24, |
| | 2012 | 2011 | 2012 | 2011 |
| Operating results: | | | | |
| Net sales | \$2,231,058 | \$2,111,693 | \$6,531,529 | \$6,190,094 |
| Cost of sales | 1,622,014 | 1,524,273 | 4,687,511 | 4,424,628 |
| Gross profit | 609,044 | 587,420 | 1,844,018 | 1,765,466 |
| Operating expenses: | | | | |
| Selling, general and administrative | 459,422 | 444,159 | 1,391,207 | 1,346,690 |
| Restructuring costs | - | - | 15,192 | - |
| Operating income | \$149,622 | \$143,261 | \$437,619 | \$418,776 |
| Other expense, net | \$(3,037) | \$(2,751) | \$(10,094) | \$(9,532) |
| Net income | 105,310 | 100,808 | 301,673 | 288,835 |
| Net income attributable to Henry Schein, Inc. | 96,771 | 91,961 | 275,609 | 262,931 |
| Cash flows: | | | | |
| Net cash provided by operating activities | | | \$208,438 | \$276,799 |
| Net cash used in investing activities | | | (237,300) | (172,713) |
| Net cash used in financing activities | | | (29,295) | (143,970) |

Plan of Restructuring

During the nine months ended September 29, 2012, we incurred restructuring costs of approximately \$15.2 million (approximately \$10.5 million after taxes) consisting of employee severance pay and benefits related to the elimination of approximately 200 positions, facility closing costs, representing primarily lease terminations and asset write-off costs, and outside professional and consulting fees directly related to the restructuring plan. This restructuring program is complete and we do not expect any additional costs from this program during the remainder of our 2012 fiscal year.

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Three Months Ended September 29, 2012 Compared to Three Months Ended September 24, 2011

Net Sales

Net sales for the three months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | % of Total | September 24, 2011 | % of Total | Increase/(Decrease) \$ | % |
|--|--------------------------|---------------|--------------------------|---------------|---------------------------|------------|
| Health care distribution (1): | | | | | | |
| Dental | \$ 1,119,430 | 50.2 % | \$ 1,123,021 | 53.2 % | \$ (3,591) | (0.3)% |
| Medical | 442,538 | 19.8 | 424,596 | 20.1 | 17,942 | 4.2 |
| Animal health | 598,124 | 26.8 | 501,884 | 23.8 | 96,240 | 19.2 |
| Total health care distribution | 2,160,092 | 96.8 | 2,049,501 | 97.1 | 110,591 | 5.4 |
| Technology and value-added services (2) | | | | | | |
| | 70,966 | 3.2 | 62,192 | 2.9 | 8,774 | 14.1 |
| Total | \$ 2,231,058 | 100.0% | \$ 2,111,693 | 100.0% | \$ 119,365 | 5.7 |

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services, including e-services and continuing education services for practitioners.

Beginning with the first quarter of 2012, we have reported net sales and prior-year sales comparisons for each of our global dental, medical, animal health and global technology and value-added services business groups.

This sales reporting is consistent with our new global business groups. These groups were formed to provide distinct organizational focus for reaching and serving each practitioner segment with the benefits of a global perspective, as well as global product and service offerings and best practices.

We will continue to report financial results for our health care distribution and technology and value-added services reportable segments. The health care distribution segment will now comprise three global operating segments (dental, medical and animal health) and the technology and value-added services segment remains unchanged.

The \$119.4 million, or 5.7%, increase in net sales for the three months ended September 29, 2012 includes an increase of 8.9% in local currency growth (4.4% increase in internally generated revenue and 4.5% growth from acquisitions) partially offset by a decrease of 3.2% related to foreign currency exchange. During the three months ended September 29, 2012, seasonal influenza vaccine sales were lower than in the comparable prior year quarter. Excluding sales of seasonal influenza vaccines from both periods, net sales increased 6.4%, with 9.8% growth in local currencies including 5.1% internal sales growth.

The \$3.6 million, or 0.3%, decrease in dental net sales for the three months ended September 29, 2012 includes an increase of 3.4% in local currencies (2.3% increase in internally generated revenue and 1.1% growth from

acquisitions) partially offset by a decrease of 3.7% related to foreign currency exchange. The 3.4% increase in local currency sales was due to an increase in dental equipment sales and service revenues of 1.0% (0.8% increase in internally generated revenue and 0.2% growth from acquisitions) and dental consumable merchandise sales growth of 4.1% (2.7% increase in internally generated revenue and 1.4% growth from acquisitions).

The \$17.9 million, or 4.2%, increase in medical net sales for the three months ended September 29, 2012 includes an increase of 4.8% in local currency growth (3.5% increase in internally generated revenue and 1.3% growth from acquisitions) partially offset by a decrease of 0.6% related to foreign currency exchange. Excluding sales of seasonal influenza vaccines from both periods, medical sales increased 8.4%, with 9.1% growth in local currencies including 7.6% internal sales growth.

The \$96.2 million, or 19.2%, increase in animal health net sales for the three months ended September 29, 2012 includes an increase of 23.9% in local currency growth (9.1% internally generated growth and 14.8% growth from acquisitions) partially offset by a decrease of 4.7% related to foreign currency exchange.

The \$8.8 million, or 14.1%, increase in technology and value-added services net sales for the three months ended September 29, 2012 includes an increase of 14.7% in local currency growth (11.2% internally generated growth and 3.5% growth from acquisitions) partially offset by a decrease of 0.6% related to foreign currency exchange.

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Gross Profit

Gross profit and gross margin percentages by segment and in total for the three months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | Gross Margin % | September 24, 2011 | Gross Margin % | \$ | Increase % |
|-------------------------------------|-----------------------|----------------------|-----------------------|----------------------|-----------|---------------|
| Health care distribution | \$ 563,324 | 26.1 % | \$ 546,752 | 26.7 % | \$ 16,572 | 3.0 % |
| Technology and value-added services | 45,720 | 64.4 | 40,668 | 65.4 | 5,052 | 12.4 |
| Total | \$ 609,044 | 27.3 | \$ 587,420 | 27.8 | \$ 21,624 | 3.7 |

For the three months ended September 29, 2012, gross profit increased \$21.6 million, or 3.7%, from the comparable prior year period. As a result of different practices of categorizing costs associated with distribution networks throughout our industry, our gross margins may not necessarily be comparable to other distribution companies. Additionally, we realize substantially higher gross margin percentages in our technology segment than in our health care distribution segment. These higher gross margins result from being both the developer and seller of software products and services, as well as certain financial services. The software industry typically realizes higher gross margins to recover investments in research and development.

Within our health care distribution segment, gross profit margins may vary from one period to the next. Changes in the mix of products sold as well as changes in our customer mix have been the most significant drivers affecting our gross profit margin. For example, sales of pharmaceutical products are generally at lower gross profit margins than other products. Conversely, sales of our private label products achieve gross profit margins that are higher than average. With respect to customer mix, sales to our large-group customers are typically completed at lower gross margins due to the higher volumes sold as opposed to the gross margin on sales to office-based practitioners who normally purchase lower volumes at greater frequencies.

Health care distribution gross profit increased \$16.6 million, or 3.0%, for the three months ended September 29, 2012 compared to the prior year period. Health care distribution gross profit margin decreased to 26.1% for the three months ended September 29, 2012 from 26.7% for the comparable prior year period. The decrease in our health care distribution gross profit margin is primarily due to growth in sales within our animal health businesses, which typically include a greater percentage of lower-margin pharmaceutical products than our other operating units.

Technology and value-added services gross profit increased \$5.1 million, or 12.4%, for the three months ended September 29, 2012 compared to the prior year period. Technology gross profit margin decreased to 64.4% for the three months ended September 29, 2012 from 65.4% for the comparable prior year period, primarily due to changes in the product sales mix and from higher support costs associated with our growing number of software and eServices customers. Revenues generated from lower than average gross margins grew at a greater rate than traditional electronic services (i.e. claims processing) or software sales, which typically generate higher than average gross margins.

Selling, General and Administrative

Selling, general and administrative expenses by segment and in total for the three months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | % of Respective | % of Respective | Increase |
|--|--------------------|--------------------|----------|
|--|--------------------|--------------------|----------|

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| | September 29, 2012 | | September 24, 2011 | | | | | |
|-------------------------------------|--------------------------|--------|--------------------------|--------|-----------|----|-------|---|
| | Net Sales | % | Net Sales | % | \$ | \$ | % | % |
| Health care distribution | \$ 433,393 | 20.1 % | \$ 421,136 | 20.5 % | \$ 12,257 | | 2.9 % | |
| Technology and value-added services | 26,029 | 36.7 | 23,023 | 37.0 | 3,006 | | 13.1 | |
| Total | \$ 459,422 | 20.6 | \$ 444,159 | 21.0 | \$ 15,263 | | 3.4 | |

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Selling, general and administrative expenses increased \$15.3 million, or 3.4%, to \$459.4 million for the three months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, selling, general and administrative expenses decreased to 20.6% from 21.0% for the comparable prior year period.

As a component of selling, general and administrative expenses, selling expenses increased \$11.0 million, or 3.9%, to \$291.6 million for the three months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, selling expenses decreased to 13.1% from 13.3% for the comparable prior year period.

As a component of selling, general and administrative expenses, general and administrative expenses increased \$4.3 million, or 2.6%, to \$167.8 million for the three months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, general and administrative expenses decreased to 7.5% from 7.7% for the comparable prior year period.

Other Expense, Net

Other expense, net, for the three months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | September 24, 2011 | Variance | |
|--------------------|-----------------------|-----------------------|-----------|----------|
| | | | \$ | % |
| Interest income | \$ 3,283 | \$ 3,830 | \$ (547) | (14.3)% |
| Interest expense | (7,308) | (6,813) | (495) | (7.3) |
| Other, net | 988 | 232 | 756 | 325.9 |
| Other expense, net | \$ (3,037) | \$ (2,751) | \$ (286) | (10.4) |

Other expense, net increased by \$0.3 million for the three months ended September 29, 2012 compared to the prior year period. Interest income decreased \$0.5 million primarily due to lower investment income as well as a decrease in late fee income. Interest expense increased \$0.5 million primarily due to an increase in borrowings under our private placement shelf facilities, partially offset by lower interest expense due to reduced borrowings and lower interest rates on our Butler Animal Health Supply, LLC, or BAHS, debt. Other, net increased by \$0.8 million due primarily to a gain related to an increase in the fair value of an equity affiliate which is now being reported as a consolidated entity beginning in the third quarter of 2012.

Income Taxes

For the three months ended September 29, 2012, our effective tax rate was 30.5% compared to 31.5% for the prior year period. The difference between our effective tax rates and the federal statutory tax rates for both periods primarily relates to state and foreign income taxes.

Net Income

Net income increased \$4.5 million, or 4.5%, for the three months ended September 29, 2012, compared to the prior year period due to the factors noted above.

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Nine Months Ended September 29, 2012 Compared to Nine Months Ended September 24, 2011

Net Sales

Net sales for the nine months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | % of Total | September 24, 2011 | % of Total | Increase \$ | % |
|--|--------------------------|---------------|--------------------------|---------------|----------------|-------|
| Health care distribution (1): | | | | | | |
| Dental | \$ 3,461,015 | 53.0 % | \$ 3,419,609 | 55.2 % | \$ 41,406 | 1.2 % |
| Medical | 1,158,486 | 17.7 | 1,106,537 | 17.9 | 51,949 | 4.7 |
| Animal health | 1,709,972 | 26.2 | 1,484,053 | 24.0 | 225,919 | 15.2 |
| Total health care distribution | 6,329,473 | 96.9 | 6,010,199 | 97.1 | 319,274 | 5.3 |
| Technology and value-added services (2) | | | | | | |
| | 202,056 | 3.1 | 179,895 | 2.9 | 22,161 | 12.3 |
| Total | \$ 6,531,529 | 100.0 % | \$ 6,190,094 | 100.0 % | \$ 341,435 | 5.5 |

(1) Consists of consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products and vitamins.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, and financial services, including e-services and continuing education services for practitioners.

Beginning with the first quarter of 2012, we have reported net sales and prior-year sales comparisons for each of our global dental, medical, animal health and global technology and value-added services business groups.

This sales reporting is consistent with our new global business groups. These groups are being formed to provide distinct organizational focus for reaching and serving each practitioner segment with the benefits of a global perspective, as well as global product and service offerings and best practices.

We will continue to report financial results for our health care distribution and technology and value-added services reportable segments. The health care distribution segment will now comprise three global operating segments (dental, medical and animal health) and the technology and value-added services segment remains unchanged.

The \$341.4 million, or 5.5%, increase in net sales for the nine months ended September 29, 2012 includes an increase of 7.9% in local currency growth (5.6% increase in internally generated revenue and 2.3% growth from acquisitions) partially offset by a decrease of 2.4% related to foreign currency exchange. During the nine months ended September 29, 2012, seasonal influenza vaccine sales were lower than in the comparable prior year period. Excluding sales of seasonal influenza vaccines from both periods, net sales increased 5.8%, with 8.2% growth in local currencies including 5.8% internal sales growth.

The \$41.4 million, or 1.2%, increase in dental net sales for the nine months ended September 29, 2012 includes an increase of 4.1% in local currencies (3.5% increase in internally generated revenue and 0.6% growth from

acquisitions) partially offset by a decrease of 2.9% related to foreign currency exchange. The 4.1% increase in local currency sales was due to an increase in dental equipment sales and service revenues of 0.9% (0.6% increase in internally generated revenue and 0.3% growth from acquisitions) and dental consumable merchandise sales growth of 5.2% (4.4% increase in internally generated revenue and 0.8% growth from acquisitions).

The \$51.9 million, or 4.7%, increase in medical net sales for the nine months ended September 29, 2012 includes an increase of 5.2% in local currency growth (4.5% internally generated growth and 0.7% growth from acquisitions) partially offset by a decrease of 0.5% related to foreign currency exchange. Excluding sales of seasonal influenza vaccines from both periods, medical sales increased 6.1%, with 6.6% growth in local currencies including 5.9% internal sales growth.

The \$225.9 million, or 15.2%, increase in animal health net sales for the nine months ended September 29, 2012 includes an increase of 18.1% in local currency growth (10.7% internally generated growth and 7.4% growth from acquisitions) partially offset by a decrease of 2.9% related to foreign currency exchange.

The \$22.2 million, or 12.3%, increase in technology and value-added services net sales for the nine months ended September 29, 2012 includes an increase of 12.8% in local currency growth (9.7% internally generated growth and 3.1% growth from acquisitions) partially offset by a decrease of 0.5% related to foreign currency exchange.

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Gross Profit

Gross profit and gross margin percentages by segment and in total for the nine months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | Gross Margin % | September 24, 2011 | Gross Margin % | \$ | Increase % |
|-------------------------------------|-----------------------|----------------------|-----------------------|----------------------|-----------|---------------|
| Health care distribution | \$ 1,712,945 | 27.1 % | \$ 1,647,782 | 27.4 % | \$ 65,163 | 4.0 % |
| Technology and value-added services | 131,073 | 64.9 | 117,684 | 65.4 | 13,389 | 11.4 |
| Total | \$ 1,844,018 | 28.2 | \$ 1,765,466 | 28.5 | \$ 78,552 | 4.4 |

For the nine months ended September 29, 2012, gross profit increased \$78.6 million, or 4.4%, from the comparable prior year period. As a result of different practices of categorizing costs associated with distribution networks throughout our industry, our gross margins may not necessarily be comparable to other distribution companies. Additionally, we realize substantially higher gross margin percentages in our technology segment than in our health care distribution segment. These higher gross margins result from being both the developer and seller of software products and services, as well as certain financial services. The software industry typically realizes higher gross margins to recover investments in research and development.

Within our health care distribution segment, gross profit margins may vary from one period to the next. Changes in the mix of products sold as well as changes in our customer mix have been the most significant drivers affecting our gross profit margin. For example, sales of pharmaceutical products are generally at lower gross profit margins than other products. Conversely, sales of our private label products achieve gross profit margins that are higher than average. With respect to customer mix, sales to our large-group customers are typically completed at lower gross margins due to the higher volumes sold as opposed to the gross margin on sales to office-based practitioners who normally purchase lower volumes at greater frequencies.

Health care distribution gross profit increased \$65.2 million, or 4.0%, for the nine months ended September 29, 2012 compared to the prior year period. Health care distribution gross profit margin decreased to 27.1% for the nine months ended September 29, 2012 from 27.4% for the comparable prior year period. The decrease in our health care distribution gross profit margin is primarily due to growth in sales within our animal health businesses, which typically include a greater percentage of lower-margin pharmaceutical products than our other operating units.

Technology and value-added services gross profit increased \$13.4 million, or 11.4%, for the nine months ended September 29, 2012 compared to the prior year period. Technology gross profit margin decreased to 64.9% for the nine months ended September 29, 2012 from 65.4% for the comparable prior year period, primarily due to changes in the product sales mix and from higher support costs associated with our growing number of software and eServices customers. Revenues generated from lower than average gross margins grew at a greater rate than traditional electronic services (i.e. claims processing) or software sales, which typically generate higher than average gross margins.

Selling, General and Administrative

Selling, general and administrative expenses by segment and in total for the nine months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | % of September 29, Respective | % of September 24, Respective | Increase |
|--|----------------------------------|----------------------------------|----------|
|--|----------------------------------|----------------------------------|----------|

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| | 2012 | Net Sales | 2011 | Net Sales \$ | |
|-------------------------------------|--------------|-----------|--------------|--------------|-----------------|
| | | | | | % |
| Health care distribution | \$ 1,314,765 | 20.8 % | \$ 1,278,222 | 21.3 % | \$ 36,543 2.9 % |
| Technology and value-added services | 76,442 | 37.8 | 68,468 | 38.1 | 7,974 11.6 |
| Total | \$ 1,391,207 | 21.3 | \$ 1,346,690 | 21.8 | \$ 44,517 3.3 |

Selling, general and administrative expenses increased \$44.5 million, or 3.3%, to \$1,391.2 million for the nine months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, selling, general and administrative expenses decreased to 21.3% from 21.8% for the comparable prior year period.

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As a component of selling, general and administrative expenses, selling expenses increased \$12.5 million, or 1.4%, to \$881.4 million for the nine months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, selling expenses decreased to 13.5% from 14.0% for the comparable prior year period.

As a component of selling, general and administrative expenses, general and administrative expenses increased \$32.0 million, or 6.7%, to \$509.8 million for the nine months ended September 29, 2012 from the comparable prior year period. As a percentage of net sales, general and administrative expenses increased to 7.8% from 7.7% for the comparable prior year period.

Other Expense, Net

Other expense, net, for the nine months ended September 29, 2012 and September 24, 2011 were as follows (in thousands):

| | September 29, 2012 | September 24, 2011 | \$ | Variance % |
|--------------------|-----------------------|-----------------------|-------------|---------------|
| Interest income | \$ 10,222 | \$ 11,955 | \$ (1,733) | (14.5)% |
| Interest expense | (22,659) | (22,800) | 141 | 0.6 |
| Other, net | 2,343 | 1,313 | 1,030 | 78.4 |
| Other expense, net | \$ (10,094) | \$ (9,532) | \$ (562) | (5.9) |

Other expense, net increased by \$0.6 million for the nine months ended September 29, 2012 compared to the prior year period. Interest income decreased \$1.7 million primarily due to lower investment income as well as a decrease in late fee income. Interest expense decreased \$0.1 million primarily due to a net reduction in borrowings under our BAHS debt, partially offset by increased interest expense related to increased borrowings under our private placement shelf facilities and bank credit lines. Other, net increased by \$1.0 million due primarily to a gain related to an increase in the fair value of an equity affiliate, which is now being reported as a consolidated entity beginning in the third quarter of 2012, as well as net proceeds received from litigation settlements.

Income Taxes

For the nine months ended September 29, 2012, our effective tax rate was 31.3% compared to 32.0% for the prior year period. The difference between our effective tax rates and the federal statutory tax rates for both periods primarily relates to state and foreign income taxes.

Net Income

Net income increased \$12.8 million, or 4.4%, for the nine months ended September 29, 2012, compared to the prior year period due to the factors noted above.

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Liquidity and Capital Resources

Our principal capital requirements include funding of acquisitions, purchases of additional noncontrolling interests, repayments of debt principal, the funding of working capital needs, purchases of securities and fixed assets and repurchases of common stock. Working capital requirements generally result from increased sales, special inventory forward buy-in opportunities and payment terms for receivables and payables. Historically, sales have tended to be stronger during the third and fourth quarters and special inventory forward buy-in opportunities have been most prevalent just before the end of the year, causing our working capital requirements to have been higher from the end of the third quarter to the end of the first quarter of the following year.

We finance our business primarily through cash generated from our operations, revolving credit facilities and debt placements. Our ability to generate sufficient cash flows from operations is dependent on the continued demand of our customers for our products and services, and access to products and services from our suppliers.

Our business requires a substantial investment in working capital, which is susceptible to fluctuations during the year as a result of inventory purchase patterns and seasonal demands. Inventory purchase activity is a function of sales activity, special inventory forward buy-in opportunities and our desired level of inventory. We anticipate future increases in our working capital requirements.

We finance our business to provide adequate funding for at least 12 months. Funding requirements are based on forecasted profitability and working capital needs, which, on occasion, may change. Consequently, we may change our funding structure to reflect any new requirements.

We believe that our cash and cash equivalents, our ability to access private debt markets and public equity markets, and our available funds under existing credit facilities provide us with sufficient liquidity to meet our currently foreseeable short-term and long-term capital needs. We have no off-balance sheet arrangements.

Net cash flow provided by operating activities was \$208.4 million for the nine months ended September 29, 2012, compared to \$276.8 million for the comparable prior year period. The net change of \$68.4 million was primarily attributable to changes in net working capital, partially offset by net income improvements.

Net cash used in investing activities was \$237.3 million for the nine months ended September 29, 2012, compared to \$172.7 million for the comparable prior year period. The net change of \$64.6 million was primarily due to increases in payments for equity investments and business acquisitions. We expect to invest approximately \$10 million to \$20 million during the remainder of the fiscal year in capital projects to modernize and expand our facilities and computer systems and to integrate certain operations into our existing structure.

Net cash used in financing activities was \$29.3 million for the nine months ended September 29, 2012, compared to \$144.0 million for the comparable prior year period. The net change of \$114.7 million was primarily due to increased net proceeds from debt and increased bank borrowings, partially offset by increased repurchases of common stock.

The following table summarizes selected measures of liquidity and capital resources (in thousands):

| | September 29, 2012 | December 31, 2011 |
|---|--------------------------|-------------------------|
| Cash and cash equivalents | \$89,336 | \$147,284 |
| Available-for-sale securities - long-term | 5,671 | 11,329 |
| Working capital | 1,063,221 | 1,000,868 |

| | | |
|--------------------------------------|-----------|-----------|
| Debt: | | |
| Bank credit lines | \$155,219 | \$55,014 |
| Current maturities of long-term debt | 17,739 | 22,819 |
| Long-term debt | 436,426 | 363,524 |
| Total debt | \$609,384 | \$441,357 |

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Our cash and cash equivalents consist of bank balances and investments in money market funds representing overnight investments with a high degree of liquidity.

Available-for-sale securities

As of September 29, 2012, we have approximately \$6.5 million (\$5.7 million net of temporary impairments) invested in auction-rate securities (“ARS”), consisting of investments backed by student loans (backed by the federal government) and investments in closed-end municipal bond funds. ARS are publicly issued securities that represent long-term investments, typically 10-30 years, in which interest rates had reset periodically (typically every 7, 28 or 35 days) through a “dutch auction” process. Our ARS portfolio is comprised of investments that are rated investment grade by major independent rating agencies. Since the middle of February 2008, these auctions have failed to settle due to an excess number of sellers compared to buyers. The failure of these auctions has resulted in our inability to liquidate our ARS in the near term. We are currently not aware of any defaults or financial conditions that would negatively affect the issuers’ ability to continue to pay interest and principal on our ARS. We continue to earn and receive interest at contractually agreed upon rates. We believe that the current lack of liquidity related to our ARS investments will have no impact on our ability to fund our ongoing operations and growth opportunities. As of September 29, 2012, we have classified ARS holdings as long-term, available-for-sale and they are included in the Investments and other line within our consolidated balance sheets.

Accounts receivable days sales outstanding and inventory turns

Our accounts receivable days sales outstanding from operations decreased to 40.4 days as of September 29, 2012 from 41.7 days as of September 24, 2011. Our inventory turns from operations decreased to 6.3 as of September 29, 2012 from 6.5 as of September 24, 2011. Our working capital accounts may be impacted by current and future economic conditions.

Credit Facilities

On September 12, 2012, we entered into a new \$500 million revolving credit agreement (the “Credit Agreement”) with a \$200 million expansion feature, which expires in September 2017. This credit facility replaced our then existing \$400 million revolving credit facility with a \$100 million expansion feature, which would have expired in September 2013. The borrowings outstanding under this revolving credit facility were \$125.0 million as of September 29, 2012. The interest rate, which was 0.78% during the nine months ended September 29, 2012, is based on the USD LIBOR plus a spread based on our leverage ratio at the end of each financial reporting quarter. The Credit Agreement provides, among other things, that we are required to maintain certain interest coverage and maximum leverage ratios, and contains customary representations, warranties and affirmative covenants. The Credit Agreement also contains customary negative covenants, subject to negotiated exceptions on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of September 29, 2012, we had various other short-term bank credit lines available, of which approximately \$30.2 million was outstanding. During the nine months ended September 29, 2012, borrowings under all of our credit lines had a weighted average interest rate of 1.02%. As of September 29, 2012, there were \$10.1 million of letters of credit provided to third parties under the credit facility.

Private Placement Facilities

On August 10, 2010, we entered into \$400 million private placement facilities with two insurance companies. On April 30, 2012, we increased our available credit facilities by \$375 million by entering into a new agreement with one insurance company and amending our existing agreements with two insurance companies. These facilities are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time during a three year issuance period, through April 26, 2015. The facilities allow us to issue senior promissory

notes to the lenders at a fixed rate based on an agreed upon spread over applicable treasury notes at the time of issuance. The term of each possible issuance will be selected by us and can range from five to 15 years (with an average life no longer than 12 years). The proceeds of any issuances under the facilities will be used for general corporate purposes, including working capital and capital expenditures, to refinance existing indebtedness and/or to fund potential acquisitions. The agreement provides, among other things, that we maintain certain maximum leverage ratios, and contains restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership.

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The components of our private placement facility borrowings as of September 29, 2012 are presented in the following table:

| Date of Borrowing | Amount of Borrowing Outstanding | Borrowing Rate | Due Date |
|----------------------|---------------------------------|----------------|-------------------|
| September 2, 2010 | \$ 100,000 | 3.79 % | September 2, 2020 |
| January 20, 2012 | 50,000 | 3.45 | January 20, 2024 |
| January 20, 2012 (1) | 50,000 | 3.09 | January 20, 2022 |
| | \$ 200,000 | | |

(1) Annual repayments of approximately \$7.1 million for this borrowing will commence on January 20, 2016.

Butler Animal Health Supply

Effective December 31, 2009, Butler Animal Health Supply, LLC, or BAHS, a majority-owned subsidiary whose financial information is consolidated with ours, had incurred approximately \$320.0 million of debt (of which \$37.5 million was provided by Henry Schein, Inc.) in connection with our acquisition of a majority interest in BAHS.

On May 27, 2011, BAHS refinanced the terms and amount of its debt in an aggregate principal amount of \$366.0 million (of which \$55.0 million was provided by Henry Schein, Inc.). The refinanced debt consists of the following three components:

| | Term Loan A | Term Loan B | Revolver |
|--|------------------------------------|------------------------------------|------------------------------------|
| Original amount of debt (includes \$55.0 million of debt provided by Henry Schein, Inc.) | \$ 100,000 | \$ 216,000 | \$ 50,000 |
| Number of remaining quarterly installments | 8 | 12 | |
| Quarterly payments from: | | | |
| December 31, 2012 through June 30, 2013 | 4,930 | | |
| September 30, 2013 through June 30, 2014 | 8,766 | | |
| July 1, 2014 through September 30, 2014 | 2,739 | | |
| December 31, 2012 through September 30, 2015 | | 4,239 | |
| Final installment due on December 31, 2014 | 65,196 | | |
| Final installment due on December 31, 2015 | | 135,287 | |
| Balance outstanding as of September 29, 2012 | 81,631 | 138,750 | - |
| Interest rate on debt | LIBOR plus a margin of 2.50% | LIBOR plus a margin of 3.25% | LIBOR plus a margin of 2.50% |
| Interest rate on debt - LIBOR floor | | 1.25 % | |

During 2011 and 2012, BAHS made prepayments on Term Loans A and B, which resulted in a reduction to the future quarterly and final installment amounts due. Future prepayments by BAHS, if any, will result in reductions to remaining quarterly and final installment amounts due.

The outstanding balance of \$220.4 million (net of unamortized debt discount) is reflected in our consolidated balance sheet as of September 29, 2012.

The debt agreement provides, among other things, that BAHS maintain certain interest coverage and maximum leverage ratios, and contains restrictions relating to subsidiary indebtedness, capital expenditures, liens, affiliate transactions, disposal of assets and certain changes in ownership. In addition, the debt agreement contains provisions which, under certain circumstances, require BAHS to make prepayments based on excess cash flows of BAHS as defined in the debt agreement.

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Stock Repurchases

From June 21, 2004 through September 29, 2012, we repurchased \$715.7 million, or 12,697,036 shares, under our common stock repurchase programs. On April 18, 2012, our Board of Directors authorized an additional \$200.0 million for additional repurchases of our common stock, \$84.3 million of which is available as of September 29, 2012 for future common stock share repurchases.

Redeemable Noncontrolling Interests

Some minority shareholders in certain of our subsidiaries have the right, at certain times, to require us to acquire their ownership interest in those entities at fair value. ASC Topic 480-10 is applicable for noncontrolling interests where we are or may be required to purchase all or a portion of the outstanding interest in a consolidated subsidiary from the noncontrolling interest holder under the terms of a put option contained in contractual agreements. The components of the change in the Redeemable noncontrolling interests for the nine months ended September 29, 2012 and the year ended December 31, 2011 are presented in the following table:

| | September 29, 2012 | December 31, 2011 |
|--|--------------------------|-------------------------|
| Balance, beginning of period | \$402,050 | \$304,140 |
| Decrease in redeemable noncontrolling interests due to redemptions | (23,169) | (160,254) |
| Increase in redeemable noncontrolling interests due to business acquisitions | 30,515 | 13,618 |
| Net income attributable to redeemable noncontrolling interests | 25,741 | 36,514 |
| Dividends declared | (10,963) | (15,212) |
| Effect of foreign currency translation gain (loss) attributable to redeemable noncontrolling interests | 31 | (889) |
| Change in fair value of redeemable securities | (5,908) | 224,133 |
| Other adjustment to redeemable noncontrolling interests | (42,636) | - |
| Balance, end of period | \$375,661 | \$402,050 |

Changes in the estimated redemption amounts of the noncontrolling interests subject to put options are adjusted at each reporting period with a corresponding adjustment to Additional paid-in capital. Future reductions in the carrying amounts are subject to a “floor” amount that is equal to the fair value of the redeemable noncontrolling interests at the time they were originally recorded. The recorded value of the redeemable noncontrolling interests cannot go below the floor level. These adjustments do not impact the calculation of earnings per share.

Additionally, some prior owners of such acquired subsidiaries are eligible to receive additional purchase price cash consideration if certain financial targets are met. For acquisitions completed prior to 2009, we accrue liabilities that may arise from these transactions when we believe that the outcome of the contingency is determinable beyond a reasonable doubt. For 2009 and future acquisitions, as required by ASC Topic 805, “Business Combinations,” we have and will accrue liabilities for the estimated fair value of additional purchase price adjustments at the time of the acquisition. Any adjustments to these accrual amounts will be recorded in our consolidated statement of income.

Critical Accounting Policies and Estimates

There have been no material changes in our critical accounting policies and estimates from those disclosed in Item 7 of our Annual Report on Form 10-K for the year ended December 31, 2011.

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ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

There have been no material changes in our exposure to market risk from that disclosed in Item 7A of our Annual Report on Form 10-K for the year ended December 31, 2011.

ITEM 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this quarterly report as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Based on this evaluation, our management, including our principal executive officer and principal financial officer, concluded that our disclosure controls and procedures were effective as of September 29, 2012 to ensure that all material information required to be disclosed by us in reports that we file or submit under the Exchange Act is accumulated and communicated to them as appropriate to allow timely decisions regarding required disclosure and that all such information is recorded, processed, summarized and reported as specified in the SEC's rules and forms.

Changes in Internal Control Over Financial Reporting

The combination of continued acquisition activity and acquisition integrations undertaken during the quarter and carried over from prior quarters, when considered in the aggregate, represents a material change in our internal control over financial reporting.

During the quarter ended September 29, 2012, we completed the acquisition of medical, technology and dental businesses with approximate aggregate annual revenues of \$102.0 million. In addition, post-acquisition related activities continued for an animal health business we acquired during 2011 as well as for animal health, dental, and technology businesses acquired during 2012 representing aggregate annual revenues of approximately \$643.0 million. These acquisitions, the majority of which utilize separate information and financial accounting systems, have been included in our consolidated financial statements.

All continued acquisition activity and acquisition integrations involved necessary and appropriate change-management controls that are considered in our annual assessment of the design and operating effectiveness of our internal control over financial reporting.

Limitations of the Effectiveness of Internal Control

A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the internal control system are met. Because of the inherent limitations of any internal control system, no evaluation of controls can provide absolute assurance that all control issues, if any, within a company have been detected.

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PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

From time to time, we may become a party to legal proceedings, including, without limitation, product liability claims, employment matters, commercial disputes and other matters arising out of the ordinary course of our business. In our opinion, pending matters will not have a material adverse effect on our financial condition or results of operations.

We have various insurance policies, including product liability insurance, covering risks in amounts that we consider adequate. In many cases in which we have been sued in connection with products manufactured by others, the manufacturer provides us with indemnification. There can be no assurance that the insurance coverage we maintain is sufficient or will be available in adequate amounts or at a reasonable cost, or that indemnification agreements will provide us with adequate protection.

As of September 29, 2012, we had accrued our best estimate of potential losses relating to product liability and other claims that were probable to result in a liability and for which we were able to reasonably estimate a loss. This accrued amount, as well as related expenses, was not material to our financial position, results of operations or cash flows. Our method for determining estimated losses considers currently available facts, presently enacted laws and regulations and other external factors, including probable recoveries from third parties.

ITEM 1A. RISK FACTORS

There have been no material changes from the risk factors disclosed in Part 1, Item 1A, of our Annual Report on Form 10-K for the year ended December 31, 2011.

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ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Purchases of equity securities by the issuer

Our current share repurchase program, announced on June 21, 2004, originally allowed us to repurchase up to \$100 million of shares of our common stock, which represented approximately 3.5% of the shares outstanding at the commencement of the program. As summarized in the table below, subsequent additional increases totaling \$700 million, authorized by our Board of Directors, to the repurchase program provide for a total of \$800 million of shares of our common stock to be repurchased under this program.

| Date of Authorization | Amount of Additional Repurchases Authorized |
|-----------------------|---|
| October 31, 2005 | \$ 100,000,000 |
| March 28, 2007 | 100,000,000 |
| November 16, 2010 | 100,000,000 |
| August 18, 2011 | 200,000,000 |
| April 18, 2012 | 200,000,000 |

As of September 29, 2012, we had repurchased \$715.7 million of common stock (12,697,036 shares) under these initiatives, with \$84.3 million available for future common stock share repurchases.

The following table summarizes repurchases of our common stock under our stock repurchase program during the fiscal quarter ended September 29, 2012:

| Fiscal Month | Total Number of Shares Purchased (1) | Average Price Paid Per Share | Total Number of Shares Purchased as Part of Our Publicly Announced Program | Maximum Number of Shares that May Yet Be Purchased Under Our Program (2) |
|---------------------------|--------------------------------------|------------------------------|--|--|
| 07/01/12 through 08/04/12 | 521,700 | \$ 77.50 | 521,700 | 1,344,110 |
| 08/05/12 through 09/01/12 | 35,935 | 74.53 | 35,935 | 1,301,891 |
| 09/02/12 through 09/29/12 | 200,898 | \$ 78.10 | 200,898 | 1,064,237 |
| | 758,533 | | 758,533 | |

(1) All repurchases were executed in the open market under our existing publicly announced authorized program.

- (2) The maximum number of shares that may yet be purchased under this program is determined at the end of each month end fiscal period based on the closing price of our common stock at that time.

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ITEM 6. EXHIBITS

Exhibits.

- 10.1 Amendment Number Three to the Henry Schein, Inc. Supplemental Executive Retirement Plan, amended and restated effective January 1, 2008.*+
- 31.1 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
- 31.2 Certification Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.+
- 32.1 Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.+
- 101.INS XBRL Instance Document+
- 101.SCHXBRL Taxonomy Extension Schema Document+
- 101.CALXBRL Taxonomy Extension Calculation Linkbase Document+
- 101.DEF XBRL Taxonomy Definition Linkbase Document+
- 101.LABXBRL Taxonomy Extension Label Linkbase Document+
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document+

+ Filed herewith

* Indicates management contract or compensatory plan or agreement.

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: November 7, 2012