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 June 29, 2024

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	**11-3136595**
(State or other jurisdiction of incorporation or organization)	**(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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value $.01 per share	HSIC	The Nasdaq Global Select Market

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 every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files).

Yes ☒ No ☐

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

Large accelerated filer ☒	Accelerated filer ☐
Non-accelerated filer ☐	Smaller reporting company ☐
	Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

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 July 29, 2024, there were 126,707,799 shares of the registrant's common stock outstanding.

HENRY SCHEIN, INC.
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PART I. FINANCIAL INFORMATION
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HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED BALANCE SHEETS
(in millions, except share data)

	June 29, 2024 (unaudited)	December 30, 2023
ASSETS		
Current assets:		
Cash and cash equivalents	$ 138	$ 171
Accounts receivable, net of allowance for credit losses of $82 and $83 (1)	1,559	1,863
Inventories, net of reserves of $145 and $192	1,657	1,815
Prepaid expenses and other	587	639
Total current assets	3,941	4,488
Property and equipment, net	518	498
Operating lease right-of-use assets	304	325
Goodwill	3,905	3,875
Other intangibles, net	1,081	916
Investments and other	502	471
Total assets	$ 10,251	$ 10,573
LIABILITIES, REDEEMABLE NONCONTROLLING INTERESTS AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable	$ 867	$ 1,020
Bank credit lines	505	264
Current maturities of long-term debt	106	150
Operating lease liabilities	75	80
Accrued expenses:		
Payroll and related	279	332
Taxes	150	137
Other	567	700
Total current liabilities	2,549	2,683
Long-term debt (1)	1,891	1,937
Deferred income taxes	115	54
Operating lease liabilities	261	310
Other liabilities	431	436
Total liabilities	5,247	5,420
Redeemable noncontrolling interests	856	864
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, $0.01 par value, 1,000,000 shares authorized, none outstanding	-	-
Common stock, $0.01 par value, 480,000,000 shares authorized, 127,080,545 outstanding on June 29, 2024 and 129,247,765 outstanding on December 30, 2023	1	1
Additional paid-in capital	-	-
Retained earnings	3,803	3,860
Accumulated other comprehensive loss	(292)	(206)
Total Henry Schein, Inc. stockholders' equity	3,512	3,655
Noncontrolling interests	636	634
Total stockholders' equity	4,148	4,289
Total liabilities, redeemable noncontrolling interests and stockholders' equity	$ 10,251	$ 10,573

(1) Amounts presented include balances held by our consolidated variable interest entity (“VIE”). At June 29, 2024 and December 30, 2023, includes trade accounts receivable of $330 million and $284 million, respectively, and long-term debt of $195 million and $210 million, respectively. See Note 1 – Basis of Presentation for further information.

See accompanying notes.

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

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales	$ 3,136	$ 3,100	$ 6,308	$ 6,160
Cost of sales	2,118	2,125	4,278	4,219
Gross profit	1,018	975	2,030	1,941
Operating expenses:				
Selling, general and administrative	781	707	1,572	1,424
Depreciation and amortization	63	49	124	93
Restructuring costs	15	18	25	48
Operating income	159	201	309	376
Other income (expense):				
Interest income	6	3	11	6
Interest expense	(32)	(19)	(62)	(33)
Other, net	(1)	1	1	-
Income before taxes, equity in earnings of affiliates and noncontrolling interests	132	186	259	349
Income taxes	(33)	(41)	(65)	(80)
Equity in earnings of affiliates, net of tax	6	3	9	7
Net income	105	148	203	276
Less: Net income attributable to noncontrolling interests	(1)	(8)	(6)	(15)
Net income attributable to Henry Schein, Inc.	$ 104	$ 140	$ 197	$ 261
Earnings per share attributable to Henry Schein, Inc.:				
Basic	$ 0.81	$ 1.07	$ 1.53	$ 1.99
Diluted	$ 0.80	$ 1.06	$ 1.52	$ 1.97
Weighted-average common shares outstanding:				
Basic	127,784,380	130,905,899	128,252,628	131,136,450
Diluted	128,646,506	131,873,174	129,206,780	132,465,749

See accompanying notes.

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

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net income	$ 105	$ 148	$ 203	$ 276
Other comprehensive income, net of tax:				
Foreign currency translation gain (loss)	(62)	3	(116)	28
Unrealized gain (loss) from hedging activities	4	(1)	15	(4)
Other comprehensive income (loss), net of tax	(58)	2	(101)	24
Comprehensive income	47	150	102	300
Comprehensive income attributable to noncontrolling interests:				
Net income	(1)	(8)	(6)	(15)
Foreign currency translation loss (gain)	5	1	15	(1)
Comprehensive (income) loss attributable to noncontrolling interests	4	(7)	9	(16)
Comprehensive income attributable to Henry Schein, Inc.	$ 51	$ 143	$ 111	$ 284

See accompanying notes.

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HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(in millions, except share data)
(unaudited)

	Common Stock $0.01 Par Value		Additional	Retained	Accumulated Other	Noncontrolling	Total
	Shares	Amount	Paid-in Capital	Earnings	Comprehensive Income / (Loss)	Interests	Stockholders' Equity
Balance, March 30, 2024	128,480,909	$ 1	$ -	$ 3,838	$ (239)	$ 637	$ 4,237
Net income (excluding loss of $3 attributable to Redeemable noncontrolling interests)	-	-	-	104	-	4	108
Foreign currency translation loss (excluding loss of $5 attributable to Redeemable noncontrolling interests)	-	-	-	-	(57)	-	(57)
Unrealized gain from hedging activities, net of tax of $2	-	-	-	-	4	-	4
Distributions to noncontrolling shareholders	-	-	-	-	-	(5)	(5)
Change in fair value of redeemable securities	-	-	(39)	-	-	-	(39)
Noncontrolling interests and adjustments related to business acquisitions	-	-	(11)	-	-	-	(11)
Repurchase and retirement of common stock	(1,415,706)	-	(14)	(87)	-	-	(101)
Stock issued upon exercise of stock options	4,301	-	1	-	-	-	1
Stock-based compensation expense	15,339	-	12	-	-	-	12
Shares withheld for payroll taxes	(4,298)	-	(1)	-	-	-	(1)
Transfer of charges in excess of capital	-	-	52	(52)	-	-	-
Balance, June 29, 2024	127,080,545	$ 1	$ -	$ 3,803	$ (292)	$ 636	$ 4,148

	Common Stock $0.01 Par Value		Additional	Retained	Accumulated Other	Noncontrolling	Total
	Shares	Amount	Paid-in Capital	Earnings	Comprehensive Income / (Loss)	Interests	Stockholders' Equity
Balance, April 1, 2023	131,196,783	$ 1	$ -	$ 3,684	$ (213)	$ 655	$ 4,127
Net income (excluding $5 attributable to Redeemable noncontrolling interests)	-	-	-	140	-	3	143
Foreign currency translation gain (excluding loss of $ 1 attributable to Redeemable noncontrolling interests)	-	-	-	-	4	-	4
Unrealized loss from hedging activities, including tax benefit of $1	-	-	-	-	(1)	-	(1)
Distributions to noncontrolling shareholders	-	-	-	-	-	(27)	(27)
Change in fair value of redeemable securities	-	-	(17)	-	-	-	(17)
Noncontrolling interests and adjustments related to business acquisitions	-	-	1	-	-	(5)	(4)
Repurchase and retirement of common stock	(638,095)	-	(7)	(44)	-	-	(51)
Stock-based compensation expense	20,598	-	14	-	-	-	14
Stock issued upon exercise of stock options	5,081	-	-	-	-	-	-
Shares withheld for payroll taxes	(6,671)	-	(3)	-	-	-	(3)
Settlement of stock-based compensation awards	(890)	-	1	-	-	-	1
Transfer of charges in excess of capital	-	-	11	(11)	-	-	-
Balance, July 1, 2023	130,576,806	$ 1	$ -	$ 3,769	$ (210)	$ 626	$ 4,186

See accompanying notes.

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HENRY SCHEIN, INC.
CONDENSED CONSOLIDATED STATEMENT OF CHANGES IN STOCKHOLDERS' EQUITY
(in millions, except share data)
(unaudited)

	Common Stock $.01 Par Value Shares	Common Stock $.01 Par Value Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income / (Loss)	Noncontrolling Interests	Total Stockholders' Equity
Balance, December 30, 2023	129,247,765	$ 1	$ -	$ 3,860	$ (206)	$ 634	$ 4,289
Net income (excluding loss of $ 1 attributable to Redeemable noncontrolling interests)	-	-	-	197	-	7	204
Foreign currency translation loss (excluding loss of $ 15 attributable to Redeemable noncontrolling interests)	-	-	-	-	(101)	-	(101)
Unrealized gain from hedging activities, net of tax of $ 6	-	-	-	-	15	-	15
Distributions to noncontrolling shareholders	-	-	-	-	-	(5)	(5)
Change in fair value of redeemable securities	-	-	(81)	-	-	-	(81)
Noncontrolling interests and adjustments related to business acquisitions	-	-	(10)	-	-	-	(10)
Repurchase and retirement of common stock	(2,414,434)	-	(24)	(152)	-	-	(176)
Stock issued upon exercise of stock options	25,240	-	2	-	-	-	2
Stock-based compensation expense	330,098	-	20	-	-	-	20
Shares withheld for payroll taxes	(108,163)	-	(9)	-	-	-	(9)
Settlement of stock-based compensation awards	39	-	-	-	-	-	-
Transfer of charges in excess of capital	-	-	102	(102)	-	-	-
Balance, June 29, 2024	127,080,545	$ 1	$ -	$ 3,803	$ (292)	$ 636	$ 4,148

	Common Stock $.01 Par Value Shares	Common Stock $.01 Par Value Amount	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income / (Loss)	Noncontrolling Interests	Total Stockholders' Equity
Balance, December 31, 2022	131,792,817	$ 1	$ -	$ 3,678	$ (233)	$ 649	$ 4,095
Net income (excluding $ 9 attributable to Redeemable noncontrolling interests)	-	-	-	261	-	6	267
Foreign currency translation gain (excluding gain of $ 1 attributable to Redeemable noncontrolling interests)	-	-	-	-	27	-	27
Unrealized loss from hedging activities, including tax benefit of $2	-	-	-	-	(4)	-	(4)
Distributions to noncontrolling shareholders	-	-	-	-	-	(27)	(27)
Change in fair value of redeemable securities	-	-	(14)	-	-	-	(14)
Noncontrolling interests and adjustments related to business acquisitions	-	-	1	-	-	(2)	(1)
Repurchase and retirement of common stock	(1,862,014)	-	(20)	(131)	-	-	(151)
Stock-based compensation expense	1,036,898	-	24	-	-	-	24
Stock issued upon exercise of stock options	15,860	-	1	-	-	-	1
Shares withheld for payroll taxes	(405,865)	-	(32)	-	-	-	(32)
Settlement of stock-based compensation awards	(890)	-	1	-	-	-	1
Transfer of charges in excess of capital	-	-	39	(39)	-	-	-
Balance, July 1, 2023	130,576,806	$ 1	$ -	$ 3,769	$ (210)	$ 626	$ 4,186

See accompanying notes.

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

	Six Months Ended	
	June 29, 2024	July 1, 2023
Cash flows from operating activities:		
Net income	$ 203	$ 276
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	147	111
Non-cash restructuring charges	6	10
Stock-based compensation expense	20	24
Provision for losses on trade and other accounts receivable	7	2
Benefit from deferred income taxes	(19)	(3)
Equity in earnings of affiliates	(9)	(7)
Distributions from equity affiliates	9	9
Changes in unrecognized tax benefits	3	3
Other	(9)	(9)
Changes in operating assets and liabilities, net of acquisitions:		
Accounts receivable	270	18
Inventories	107	163
Other current assets	50	(1)
Accounts payable and accrued expenses	(292)	(295)
Net cash provided by operating activities	493	301
Cash flows from investing activities:		
Purchases of property and equipment	(78)	(68)
Payments related to equity investments and business acquisitions, net of cash acquired	(181)	(251)
Proceeds from loan to affiliate	3	3
Capitalized software costs	(20)	(20)
Other	(5)	(4)
Net cash used in investing activities	(281)	(340)
Cash flows from financing activities:		
Net change in bank credit lines	242	218
Proceeds from issuance of long-term debt	90	408
Principal payments for long-term debt	(177)	(366)
Proceeds from issuance of stock upon exercise of stock options	2	1
Payments for repurchases and retirement of common stock	(175)	(150)
Payments for taxes related to shares withheld for employee taxes	(8)	(33)
Distributions to noncontrolling shareholders	(28)	(6)
Acquisitions of noncontrolling interests in subsidiaries	(211)	(13)
Net cash provided by (used in) financing activities	(265)	59
Effect of exchange rate changes on cash and cash equivalents	20	-
Net change in cash and cash equivalents	(33)	20
Cash and cash equivalents, beginning of period	171	117
Cash and cash equivalents, end of period	$ 138	$ 137

See accompanying notes.

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

Note 1 – Basis of Presentation

Our condensed consolidated financial statements include the accounts of Henry Schein, Inc., and all of our controlled subsidiaries ("we", "us" and "our"). All intercompany accounts and transactions are eliminated in consolidation. Investments in unconsolidated affiliates for which we have the ability to influence the operating or financial decisions are accounted for under the equity method. Certain prior period amounts have been reclassified to conform to the current period presentation. These reclassifications, individually and in the aggregate, did not have a material impact on our condensed consolidated financial condition, results of operations or cash flows.

Our accompanying unaudited condensed 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 unaudited interim condensed 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 30, 2023 and with the information contained in our other publicly-available filings with the Securities and Exchange Commission. The condensed 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.

The preparation of financial statements in conformity with accounting principles generally accepted in the United States 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 three and six months ended June 29, 2024 are not necessarily indicative of the results to be expected for any other interim period or for the year ending December 28, 2024.

Our condensed consolidated financial statements reflect estimates and assumptions made by us that affect, among other things, our goodwill, long-lived asset and definite-lived intangible asset valuation; inventory valuation; equity investment valuation; assessment of the annual effective tax rate; valuation of deferred income taxes and income tax contingencies; the allowance for doubtful accounts; hedging activity; supplier rebates; measurement of compensation cost for certain share-based performance awards and cash bonus plans; and pension plan assumptions.

We consolidate the results of operations and financial position of a trade accounts receivable securitization which we consider a VIE because we are its primary beneficiary, as we have the power to direct activities that most significantly affect its economic performance and have the obligation to absorb the majority of its losses or benefits. For this VIE, the trade accounts receivable transferred to the VIE are pledged as collateral to the related debt. The VIE's creditors have recourse to us for losses on these trade accounts receivable. At June 29, 2024 and December 30, 2023, certain trade accounts receivable that can only be used to settle obligations of this VIE were $330 million and $284 million, respectively, and the liabilities of this VIE where the creditors have recourse to us were $195 million and $210 million, respectively.

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

Note 2 – Significant Accounting Policies and Recently Issued Accounting Standards

Significant Accounting Policies

There have been no material changes in our significant accounting policies during the three and six months ended June 29, 2024, as compared to the significant accounting policies described in Item 8 of our Annual Report on Form 10-K for the year ended December 30, 2023.

Recently Issued Accounting Standards

In March 2024, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2024-01, "*Compensation - Stock Compensation (Topic 718): Scope Application of Profits Interest and Similar Awards,*" which clarifies how to determine whether a profit interest and similar awards should be accounted for as a share-based payment arrangement under Topic 718 or within the scope of other guidance. The ASU provides an illustrative example with multiple fact patterns and amends the structure of paragraph 718-10-15-3 of Topic 718 to improve its clarity and operability. The guidance in ASU 2024-01 applies to all entities that issue profits interest awards as compensation to employees or nonemployees in exchange for goods or services. Entities can apply the amendments either retrospectively to all periods presented in the financial statements or prospectively to profits interest awards granted or modified on or after the date of adoption. If prospective application is elected, an entity must disclose the nature of and reason for the change in accounting principle that resulted from the adoption of the ASU. This ASU is effective for fiscal years beginning after December 15, 2024, including interim periods within those fiscal years. We do not expect that the requirements of ASU 2024 – 01 will have a material impact on our consolidated financial statements.

In December 2023, FASB issued ASU 2023-09, "*Income Taxes (Topic 740): Improvements to Income Tax Disclosures*," which requires public business entities to disclose additional information in specified categories with respect to the reconciliation of the effective tax rate to the statutory rate for federal, state and foreign income taxes. It also requires greater detail about individual reconciling items in the rate reconciliation to the extent the impact of those items exceeds a specified threshold. In addition to new disclosures associated with the rate reconciliation, the ASU requires information pertaining to taxes paid (net of refunds received) to be disaggregated for federal, state and foreign taxes and further disaggregated for specific jurisdictions to the extent the related amounts exceed a quantitative threshold. The ASU also describes items that need to be disaggregated based on their nature, which is determined by reference to the item's fundamental or essential characteristics, such as the transaction or event that triggered the establishment of the reconciling item and the activity with which the reconciling item is associated. The ASU eliminates the historic requirement that entities disclose information concerning unrecognized tax benefits having a reasonable possibility of significantly increasing or decreasing in the 12 months following the reporting date. This ASU is effective for annual periods beginning after December 15, 2024. Early adoption is permitted for annual financial statements that have not yet been issued or made available for issuance. This ASU should be applied on a prospective basis; however, retrospective application is permitted. We are currently evaluating the impact that ASU 2023-09 will have on our consolidated financial statements.

In November 2023, the FASB issued ASU 2023-07, "*Segment Reporting (Topic 280): Improvements to Reportable Segments*," which aims to improve financial reporting by requiring disclosure of incremental segment information on an annual and interim basis for all public entities to enable investors to develop more decision-useful financial analyses. Currently, Topic 280 requires that a public entity disclose certain information about its reportable segments. For example, a public entity is required to report a measure of segment profit or loss that the chief operating decision maker uses to assess segment performance and make decisions about allocating resources. Topic 280 also requires other specified segment items and amounts, such as depreciation, amortization and depletion expense, to be disclosed under certain circumstances. The amendments in this ASU do not change or remove those disclosure requirements and do not change how a public entity identifies its operating segments, aggregates those operating segments or applies the quantitative thresholds to determine its reportable segments. This ASU is effective for fiscal years beginning after December 15, 2023, and interim periods within fiscal years beginning after December 15, 2024. Early adoption is permitted. We are currently evaluating the impact that ASU 2023- 07 will have on our consolidated financial statements.

Note 3 – Cyber Incident

In October 2023 Henry Schein experienced a cyber incident that primarily affected the operations of our North American and European dental and medical distribution businesses. Henry Schein One, our practice management software, revenue cycle management and patient relationship management solutions business, was not affected, and our manufacturing businesses were mostly unaffected. On November 22, 2023, we experienced a disruption of our ecommerce platform and related applications, which was remediated.

During the three and six months ended June 29, 2024, we continued to experience a residual impact of the cyber events noted above relating primarily to decreased sales to episodic customers (customers that had generally registered a less continuous level of demand pre-incident).

During the three and six months ended June 29, 2024, we incurred $3 million and $8 million, respectively, of expenses directly related to the cyber incident, mostly consisting of professional fees. We maintain cyber insurance, subject to certain retentions and policy limitations. With respect to the October 2023 cyber incident, we have a $60 million insurance policy, following a $5 million retention. During the three and six months ended June 29, 2024, we received insurance proceeds of $10 million, representing a partial insurance recovery of losses related to the cyber incident. The expenses and insurance recoveries related to the cyber incident are included in the selling, general and administrative line in our condensed consolidated statements of income.

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

Note 4 – Net Sales from Contracts with Customers

Net sales are recognized in accordance with policies disclosed in Item 8 of our Annual Report on Form 10-K for the year ended December 30, 2023.

Disaggregation of Net Sales

The following table disaggregates our net sales by reportable and operating segment and geographic area:

	Three Months Ended June 29, 2024			Six Months Ended June 29, 2024		
	North America	International	Global	North America	International	Global
Net sales:						
Health care distribution						
Dental	$ 1,129	$ 795	$ 1,924	$ 2,232	$ 1,606	$ 3,838
Medical	970	28	998	1,984	55	2,039
Total health care distribution	2,099	823	2,922	4,216	1,661	5,877
Technology and value-added services	186	28	214	375	56	431
Total net sales	$ 2,285	$ 851	$ 3,136	$ 4,591	$ 1,717	$ 6,308

	Three Months Ended July 1, 2023			Six Months Ended July 1, 2023		
	North America	International	Global	North America	International	Global
Net sales:						
Health care distribution						
Dental	$ 1,169	$ 788	$ 1,957	$ 2,313	$ 1,542	$ 3,855
Medical	925	25	950	1,876	45	1,921
Total health care distribution	2,094	813	2,907	4,189	1,587	5,776
Technology and value-added services	168	25	193	334	50	384
Total net sales	$ 2,262	$ 838	$ 3,100	$ 4,523	$ 1,637	$ 6,160

Contract Liabilities

At June 29, 2024, December 30, 2023, and December 31, 2022, the current and non-current contract liabilities were $77 million and $8 million; $89 million and $9 million; and $86 million and $8 million, respectively. During the six months ended June 29, 2024, we recognized, in net sales, $55 million of the amount that was previously deferred at December 30, 2023. During the six months ended July 1, 2023, we recognized in net sales $56 million of the amount that was previously deferred at December 31, 2022. Current contract liabilities are included in accrued expenses: other and the non-current contract liabilities are included in other liabilities within our consolidated balance sheets.

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

Note 5 – Segment Data

We conduct our business through two reportable segments: (i) health care distribution and (ii) technology and value-added services. These segments offer different products and services to the same customer base. Our global dental businesses serve office-based dental practitioners, dental laboratories, schools, government and other institutions. Our medical businesses serve physician offices, urgent care centers, ambulatory care sites, emergency medical technicians, dialysis centers, home health, federal and state governments and large enterprises, such as group practices, and integrated delivery networks, among other providers across a wide range of specialties. Our dental and medical groups serve practitioners in 33 countries worldwide.

The health care distribution reportable segment aggregates our global dental and medical operating segments. This segment distributes consumable products, dental specialty products (including implant, orthodontic and endodontic products), small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products, personal protective equipment ("PPE") products, vitamins and orthopedic implants.

Our global technology and value-added services reportable segment provides software, technology and other value-added services to health care practitioners. Our technology offerings include practice management software systems for dental and medical practitioners. Our value-added practice solutions include practice consultancy, education, revenue cycle management and financial services on a non-recourse basis, e-services, continuing education services for practitioners, practice technology, network and hardware services, and other services.

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

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net sales:				
Health care distribution (1)				
Dental	$ 1,924	$ 1,957	$ 3,838	$ 3,855
Medical	998	950	2,039	1,921
Total health care distribution	2,922	2,907	5,877	5,776
Technology and value-added services (2)	214	193	431	384
Total	$ 3,136	$ 3,100	$ 6,308	$ 6,160

(1) Consists of consumable products, dental specialty products (including implant, orthodontic and endodontic products), small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products, PPE products, vitamins and orthopedic implants.
(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, practice consultancy, education, revenue cycle management and financial services on a non-recourse basis, e-services, continuing education services for practitioners, practice technology, network and hardware services, and other services.

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Operating Income:				
Health care distribution	$ 146	$ 166	$ 272	$ 311
Technology and value-added services	13	35	37	65
Total	$ 159	$ 201	$ 309	$ 376

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Note 6 – Business Acquisitions

Our acquisition strategy is focused on investments in companies that add new customers and sales teams, increase our geographic footprint (whether entering a new country, such as emerging markets, or building scale where we have already invested in businesses), and finally, those that enable us to access new products and technologies.

Acquisition of TriMed

On April 1, 2024, we acquired a 60% voting equity interest in TriMed Inc. ("TriMed"), a global developer of solutions for the orthopedic treatment of lower and upper extremities, headquartered in California.

The following table aggregates the preliminary estimated fair value, as of the date of acquisition, of consideration paid and net assets acquired in the TriMed acquisition:

		2024
Acquisition consideration:		
Cash	$	141
Deferred consideration		22
Redeemable noncontrolling interests		153
Total consideration	$	316
Identifiable assets acquired and liabilities assumed:		
Current assets	$	36
Intangible assets		221
Other noncurrent assets		10
Current liabilities		(9)
Deferred income taxes		(62)
Other noncurrent liabilities		(6)
Total identifiable net assets		190
Goodwill		126
Total net assets acquired	$	316

Goodwill is a result of synergies that are expected to originate from the acquisition as well as the expected growth potential of TriMed. The acquired goodwill is not deductible for tax purposes. The following table summarizes the preliminary identifiable intangible assets acquired as part of the acquisition of TriMed:

		2024	Weighted Average Useful Lives (in years)
Product development	$	204	9
Trademarks / Tradenames		9	7
In process research & development		8	-
Total	$	221	

The accounting for the acquisition of TriMed has not been completed in several areas, including but not limited to pending assessments of accounts receivable, inventory, intangible assets, right-of-use lease assets, accrued liabilities, income and non-income based taxes and valuation of redeemable noncontrolling interests. To assist management in the allocation, we engaged valuation specialists to prepare appraisals. We will finalize the amounts recognized as the information necessary to complete the analysis is obtained. We expect to finalize these amounts as soon as possible but no later than one year from the acquisition date.

The pro forma financial information has not been presented because the impact of the TriMed acquisition during the three and six months ended June 29, 2024 was immaterial to our condensed consolidated financial statements.

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Other 2024 Acquisitions

During the six months ended June 29, 2024, we acquired companies within the health care distribution and technology and value-added services segments. Our acquired ownership interest in these companies range from 51% to 100%. Total consideration for these acquisitions was $23 million. Net assets acquired primarily consisted of $13 million of goodwill and $14 million of intangible assets. The intangible assets acquired consisted of customer relationships and lists of $7 million, product development of $4 million, non-compete agreements of $2 million and trademarks and tradenames of $1 million. Weighted average useful lives for these acquired intangible assets were 10 years, 10 years, 5 years and 5 years, respectively.

Goodwill is a result of the synergies and cross-selling opportunities that these acquisitions are expected to provide for us, as well as the expected growth potential. Approximately half of the acquired goodwill is deductible for tax purposes.

The impact of these acquisitions, individually and in the aggregate, was not considered material to our condensed consolidated financial statements.

2023 Acquisitions

Acquisition of Shield Healthcare

On October 2, 2023 we acquired a 90% voting equity interest in Shield Healthcare, Inc. ("Shield"), a supplier of homecare medical products delivered directly to patients in their homes, for consideration of $348 million (including cash paid of $289 million, deferred consideration of $22 million and redeemable noncontrolling interests of $37 million). Shield expands our existing medical business by delivering a diverse range of products, including items such as incontinence, urology, ostomy, enteral nutrition, advanced wound care and diabetes supplies. Additionally, Shield offers continuous glucose monitoring devices directly to patients in their homes.

During the quarter ended June 29, 2024, we completed the accounting for our acquisition of Shield. The following table aggregates the final fair value, as of the date of the acquisition, of consideration paid and net assets acquired in the Shield acquisition, including measurement period adjustments recorded through June 29, 2024:

	Preliminary Allocation as of December 30, 2023	Measurement Period Adjustments	Final Allocation
Acquisition consideration:			
Cash	$ 286	$ 3	$ 289
Deferred consideration	43	(21)	22
Redeemable noncontrolling interests	37	-	37
Total consideration	$ 366	$ (18)	$ 348
Identifiable assets acquired and liabilities assumed:			
Current assets	$ 41	$ -	$ 41
Intangible assets	166	-	166
Other noncurrent assets	14	2	16
Current liabilities	(24)	-	(24)
Deferred income taxes	(41)	(2)	(43)
Other noncurrent liabilities	(7)	-	(7)
Total identifiable net assets	149	-	149
Goodwill	217	(18)	199
Total net assets acquired	$ 366	$ (18)	$ 348

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Goodwill is a result of synergies that are expected to originate from the acquisition as well as the expected growth potential of Shield. The acquired goodwill is not deductible for tax purposes.

The following table summarizes the identifiable intangible assets acquired as part of the acquisition of Shield:

	2023	Weighted Average Useful Lives (in years)
Customer relationships and lists	$ 156	12
Trademarks / Tradenames	10	5
Total	$ 166	

The pro forma financial information has not been presented because the impact of the Shield acquisition was immaterial to our consolidated financial statements.

Acquisition of S.I.N. Implant System

On July 5, 2023, we acquired a 100% voting equity interest in S.I.N. Implant System ("S.I.N.") for consideration of $329 million. Based in São Paulo, S.I.N. manufactures an extensive line of products to perform dental implant procedures and is focused on advancing the development of value-priced dental implants. In 2023, S.I.N. expanded the distribution of its products into the United States and other international markets.

During the quarter ended June 29, 2024, we completed the accounting for our acquisition of S.I.N. The following table aggregates the final fair value, as of the date of acquisition, of consideration paid and net assets acquired in the S.I.N. acquisition, including measurement period adjustments:

	Preliminary Allocation as of December 30, 2023	Measurement Period Adjustments	Final Allocation
Acquisition consideration:			
Cash	$ 329	$ -	$ 329
Total consideration	$ 329	$ -	$ 329
Identifiable assets acquired and liabilities assumed:			
Current assets	$ 67	$ 6	$ 73
Intangible assets	87	-	87
Other noncurrent assets	46	2	48
Current liabilities	(33)	-	(33)
Long-term debt	(22)	-	(22)
Deferred income taxes	(35)	(3)	(38)
Other noncurrent liabilities	(27)	-	(27)
Total identifiable net assets	83	5	88
Goodwill	246	(5)	241
Total net assets acquired	$ 329	$ -	$ 329

Goodwill is a result of synergies that are expected to originate from the acquisition as well as the expected growth potential of S.I.N. The acquired goodwill is not deductible for tax purposes.

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The following table summarizes the identifiable intangible assets acquired as part of the acquisition of S.I.N.:

	2023	Weighted Average Useful Lives (in years)
Customer relationships and lists	$ 38	7
Product development	36	8
Trademarks / Tradenames	13	10
Total	$ 87	

The pro forma financial information has not been presented because the impact of the S.I.N. acquisition was immaterial to our consolidated financial statements.

Acquisition of Biotech Dental

On April 5, 2023, we acquired a 57% voting equity interest, for preliminary consideration of $423 million (including cash paid of $216 million, $25 million of contributed equity share in a controlled subsidiary, and redeemable noncontrolling interests of $182 million) in Biotech Dental ("Biotech Dental"), which is a provider of dental implants, clear aligners, individualized prosthetics and innovative digital dental software based in France. Biotech Dental has several important solutions for dental practices and dental labs, including Nemotec, a comprehensive, integrated suite of planning and diagnostic software using open architecture that connects disparate medical devices to create a digital view of the patient, offering greater diagnostic accuracy and an improved patient experience. The integration of Biotech Dental's software with Henry Schein One's industry-leading practice management software solutions will help customers streamline their clinical as well as administrative workflow for the ultimate benefit of patients.

During the quarter ended March 30, 2024, we completed the accounting for our acquisition of Biotech Dental. The following table aggregates the final fair value, as of the date of acquisition, of consideration paid and net assets acquired in the Biotech Dental acquisition, including measurement period adjustments:

	Final Allocation
Acquisition consideration:	
Cash	$ 216
Fair value of contributed equity share in a controlled subsidiary	25
Redeemable noncontrolling interests	182
Total consideration	$ 423
Identifiable assets acquired and liabilities assumed:	
Current assets	$ 74
Intangible assets	189
Other noncurrent assets	69
Current liabilities	(60)
Long-term debt	(73)
Deferred income taxes	(53)
Other noncurrent liabilities	(20)
Total identifiable net assets	126
Goodwill	297
Total net assets acquired	$ 423

Goodwill is a result of synergies that are expected to originate from the acquisition as well as the expected growth potential of Biotech Dental. The acquired goodwill is not deductible for tax purposes.

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The following table summarizes the identifiable intangible assets acquired as part of the acquisition of Biotech Dental:

	2023	Weighted Average Useful Lives (in years)
Product development	$ 124	10
Customer relationships and lists	47	9
Trademarks / Tradenames	18	7
Total	$ 189	

The pro forma financial information has not been presented because the impact of the Biotech Dental acquisition was immaterial to our condensed consolidated financial statements.

Other 2023 Acquisitions

During the year ended December 30, 2023, in addition to those noted above, we acquired companies within the health care distribution and technology and value-added services segments. Our acquired ownership interest ranged between 51% to 100%. During the three and six months ended June 29, 2024, we recorded an adjustment of $23 million and $38 million, respectively, within the selling, general and administrative line in our condensed consolidated statements of income, representing a change in the fair value of contingent consideration related to a 2023 acquisition.

During the six months ended June 29, 2024 we completed the accounting for certain acquisitions that occurred in the year ended December 30, 2023. In relation to these acquisitions, we did not record material adjustments in our condensed consolidated financial statements relating to changes in estimated values of assets acquired, liabilities assumed and contingent consideration assets and liabilities.

Goodwill is a result of the synergies and cross-selling opportunities that these acquisitions are expected to provide for us, as well as the expected growth potential. The majority of the acquired goodwill is deductible for tax purposes.

The pro forma financial information for our 2023 acquisitions has not been presented because the impact of the acquisitions was immaterial to our condensed consolidated financial statements.

Acquisition Costs

During the three and six months ended June 29, 2024 we incurred $1 million and $3 million in acquisition costs, respectively. During the three and six months ended July 1, 2023 we incurred $6 million and $13 million in acquisition costs, respectively. These costs are included in the selling, general and administrative line in our condensed consolidated statements of income.

Note 7 – Fair Value Measurements

Fair value is defined 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. The fair value hierarchy 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 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 fair values of our financial instruments and the methodologies that we used to measure their fair values.

Investments and notes receivable

There are no quoted market prices available for investments in unconsolidated affiliates and notes receivable. Certain of our notes receivable contain variable interest rates. We believe the carrying amounts are a reasonable estimate of fair value based on the interest rates in the applicable markets. Our investments and notes receivable fair value is based on Level 3 inputs within the fair value hierarchy.

Debt

The fair value of our debt (including bank credit lines, current maturities of long-term debt and long-term debt) is based on Level 3 inputs within the fair value hierarchy, and as of June 29, 2024 and December 30, 2023 was estimated at $2,502 million and $2,351 million, respectively. Factors that we considered when estimating the fair value of our debt include market conditions, such as interest rates and credit spreads.

Derivative contracts

Derivative contracts are valued using quoted market prices and significant other observable inputs. Our derivative instruments primarily include foreign currency forward agreements, forecasted inventory purchase commitments, foreign currency forward contracts, interest rate swaps and total return swaps.

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

The fair value of the interest rate swap, which is classified within Level 2 of the fair value hierarchy, is determined by comparing our contract rate to a forward market rate as of the valuation date.

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The fair value of total return swaps is determined by valuing the underlying exchange traded funds of the swap using market-on-close pricing by industry providers as of the valuation date that are classified within Level 2 of the fair value hierarchy.

Redeemable noncontrolling interests

The values for redeemable noncontrolling interests are based on recent transactions and/or implied multiples of earnings that are classified within Level 3 of the fair value hierarchy. See Note 13 – Redeemable Noncontrolling Interests for additional information.

Assets measured on a non-recurring basis at fair value include intangibles. Inputs for measuring intangibles are classified as Level 3 within the fair value hierarchy.

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 June 29, 2024 and December 30, 2023:

	June 29, 2024			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts designated as hedges	$ -	$ 8	$ -	$ 8
Derivative contracts undesignated	-	1	-	1
Total return swap	-	1	-	1
Total assets	$ -	$ 10	$ -	$ 10
Liabilities:				
Derivative contracts designated as hedges	$ -	$ 1	$ -	$ 1
Derivative contracts undesignated	-	1	-	1
Total liabilities	$ -	$ 2	$ -	$ 2
Redeemable noncontrolling interests	$ -	$ -	$ 856	$ 856

	December 30, 2023			
	Level 1	Level 2	Level 3	Total
Assets:				
Derivative contracts designated as hedges	$ -	$ 1	$ -	$ 1
Derivative contracts undesignated	-	1	-	1
Total return swap	-	4	-	4
Total assets	$ -	$ 6	$ -	$ 6
Liabilities:				
Derivative contracts designated as hedges	$ -	$ 18	$ -	$ 18
Derivative contracts undesignated	-	2	-	2
Total liabilities	$ -	$ 20	$ -	$ 20
Redeemable noncontrolling interests	$ -	$ -	$ 864	$ 864

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Note 8 – Debt

Bank Credit Lines

Bank credit lines consisted of the following:

	June 29, 2024	December 30, 2023
Revolving credit agreement	$ -	$ 200
Other short-term bank credit lines	505	64
Total	$ 505	$ 264

Revolving Credit Agreement

On August 20, 2021, we entered into a $1.0 billion revolving credit agreement (the "Revolving Credit Agreement") which was subsequently amended and restated on July 11, 2023 to extend the maturity date to July 11, 2028 and update the interest rate provisions to reflect the current market approach for a multicurrency facility. The interest rate on this revolving credit facility is based on Term Secured Overnight Financing Rate ("Term SOFR") plus a spread based on our leverage ratio at the end of each financial reporting quarter. As of June 29, 2024 the interest rate on this revolving credit agreement was 5.33% plus 1.10% for a combined rate of 6.43%. As of December 30, 2023 the interest rate on this revolving credit agreement was 5.36% plus 1.00% for a combined rate of 6.36%.

The Revolving Credit Agreement requires, among other things, that we maintain certain maximum leverage ratios. Additionally, the Revolving Credit Agreement contains customary representations, warranties and affirmative covenants as well as customary negative covenants, subject to negotiated exceptions, on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements. As of June 29, 2024 and December 30, 2023, we had $0 million and $200 million in borrowings, respectively under this revolving credit facility. During the six months ended June 29, 2024, the average outstanding balance under the Revolving Credit Agreement was approximately $77 million. As of June 29, 2024 and December 30, 2023, there were $11 million and $10 million of letters of credit, respectively, provided to third parties under this Revolving Credit Agreement.

Other Short-Term Bank Credit Lines

As of June 29, 2024 and December 30, 2023, we had various other short-term bank credit lines available, in various currencies, with a maximum borrowing capacity of $586 million and $368 million, respectively. As of June 29, 2024 and December 30, 2023, $505 million and $64 million, respectively, were outstanding. During the six months ended June 29, 2024, the average outstanding balances under our various other short-term bank credit lines was approximately $263 million. At June 29, 2024 and December 30, 2023, borrowings under other short-term bank credit lines had weighted average interest rates of 6.15% and 6.02%, respectively.

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Long-term debt

Long-term debt consisted of the following:

	June 29, 2024	December 30, 2023
Private placement facilities	$ 1,024	$ 1,074
Term loan	731	741
U.S. trade accounts receivable securitization	195	210
Various collateralized and uncollateralized loans payable with interest, in varying installments through 2030 at interest rates from 0.00% to 9.42% at June 29, 2024 and from 0.00% to 9.42% at December 30, 2023	40	54
Finance lease obligations	7	8
Total	1,997	2,087
Less current maturities	(106)	(150)
Total long-term debt	$ 1,891	$ 1,937

Private Placement Facilities

Our private placement facilities include four insurance companies, have a total facility amount of $1.5 billion, and are available on an uncommitted basis at fixed rate economic terms to be agreed upon at the time of issuance, from time to time through October 20, 2026. 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 agreements provide, among other things, that we maintain certain maximum leverage ratios, and contain restrictions relating to subsidiary indebtedness, liens, affiliate transactions, disposal of assets and certain changes in ownership. These facilities contain make-whole provisions in the event that we pay off the facilities prior to the applicable due dates.

The components of our private placement facility borrowings, which have a weighted average interest rate of 3.66%, as of June 29, 2024 are presented in the following table:

Date of Borrowing	Amount of Borrowing Outstanding	Borrowing Rate	Due Date
December 24, 2012	$ 50	3.00%	December 24, 2024
June 16, 2017	100	3.42	June 16, 2027
September 15, 2017	100	3.52	September 15, 2029
January 2, 2018	100	3.32	January 2, 2028
September 2, 2020	100	2.35	September 2, 2030
June 2, 2021	100	2.48	June 2, 2031
June 2, 2021	100	2.58	June 2, 2033
May 4, 2023	75	4.79	May 4, 2028
May 4, 2023	75	4.84	May 4, 2030
May 4, 2023	75	4.96	May 4, 2033
May 4, 2023	150	4.94	May 4, 2033
Less: Deferred debt issuance costs	(1)		
Total	$ 1,024		

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Term Loan

On July 11, 2023, we entered into a three-year $750 million term loan credit agreement (the "Term Credit Agreement"). The interest rate on this term loan is based on the Term SOFR plus a spread based on our leverage ratio at the end of each financial reporting quarter. This term loan matures on July 11, 2026. We have been required to make quarterly payments of $5 million from September 2023 through June 2024 and are required to make quarterly payments of $9 million from September 2024 through June 2026, with the remaining balance due in July 2026. As of June 29, 2024, the borrowings outstanding under this term loan were $731 million. At June 29, 2024, the interest rate under the Term Credit Agreement was 5.33% plus 1.47% for a combined rate of 6.80%. As of December 30, 2023, the borrowings outstanding under this term loan were $741 million. At December 30, 2023, the interest rate under the Term Credit Agreement was 5.36% plus 1.35% for a combined rate of 6.71%. However, we have a hedge in place that ultimately creates an effective fixed rate of 5.91% and 5.79% at June 29, 2024 and December 30, 2023, respectively. The Term Credit Agreement requires, among other things, that we maintain certain maximum leverage ratios. Additionally, the Term Credit Agreement contains customary representations, warranties and affirmative covenants as well as customary negative covenants, subject to negotiated exceptions, on liens, indebtedness, significant corporate changes (including mergers), dispositions and certain restrictive agreements.

U.S. Trade Accounts Receivable Securitization

We have a facility agreement based on our U.S. trade accounts receivable that is structured as an asset-backed securitization program with pricing committed for up to three years. This facility agreement has a purchase limit of $450 million with two banks as agents, and expires on December 15, 2025.

As of June 29, 2024 and December 30, 2023, the borrowings outstanding under this securitization facility were $195 million and $210 million, respectively. At June 29, 2024, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 5.49% plus 0.75%, for a combined rate of 6.24%. At December 30, 2023, the interest rate on borrowings under this facility was based on the asset-backed commercial paper rate of 5.67% plus 0.75%, for a combined rate of 6.42%.

If our accounts receivable collection pattern changes due to customers either paying late or not making payments, our ability to borrow under this facility may be reduced.

We are required to pay a commitment fee of 30 to 35 basis points depending upon program utilization.

On May 17, 2024, we amended this facility to temporarily adjust certain covenant levels.

Note 9 – Income Taxes

For the six months ended June 29, 2024 our effective tax rate was 25.2%, compared to 22.8% for the prior year period. The difference between our effective tax rate and the federal statutory tax rate primarily relates to state and foreign income taxes.

The Organization of Economic Co-Operation and Development (OECD) issued technical and administrative guidance on Pillar Two rules in December 2021, which provides for a global minimum tax rate on the earnings of large multinational businesses on a country-by-country basis. Effective January 1, 2024, the minimum global tax rate is 15% for various jurisdictions pursuant to the Pillar Two rules. As of June 29, 2024, the impact of the Pillar Two rules to our financial statements was immaterial. As we operate in jurisdictions which have adopted Pillar Two, we are continuing to analyze the implications to effectively manage the impact for 2024 and beyond. Future tax reform resulting from these developments may result in changes to long-standing tax principles, which may adversely impact our effective tax rate going forward or result in higher cash tax liabilities.

The total amount of unrecognized tax benefits, which are included in "other liabilities" within our condensed consolidated balance sheets, as of June 29, 2024 and December 30, 2023, was $107 million and $115 million, respectively, of which $99 million and $107 million, respectively, would affect the effective tax rate if recognized. It is possible that the amount of unrecognized tax benefits will change in the next 12 months, which may result in a material impact on our condensed consolidated statements of income.

All tax returns audited by the IRS are officially closed through 2019. The tax years subject to examination by the IRS include years 2020 and forward. In addition, limited positions reported in the 2017 tax year are subject to IRS examination.

The amount of tax interest expense included as a component of the provision for taxes was $1 million and $1 million for the six months ended June 29, 2024 and July 1, 2023, respectively. The total amount of accrued interest is included in "other liabilities," and was $18 million as of June 29, 2024 and $16 million as of December 30, 2023. The amount of penalties accrued for during the periods presented was not material to our condensed consolidated financial statements.

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Note 10 – Plans of Restructuring

On August 1, 2022, we committed to a restructuring plan (the "2022 Plan") focused on funding the priorities of the BOLD+1 strategic plan, streamlining operations and other initiatives to increase efficiency. The 2022 Plan has been completed as of July 31, 2024. We expect to record restructuring charges of $12 million related to the 2022 Plan during the remainder of 2024.

On August 6, 2024, we committed to a new restructuring plan (the "2024 Plan") to integrate recent acquisitions, right-size operations and further increase efficiencies. We expect to record restructuring charges associated with the 2024 Plan during the second half of 2024 and in 2025, however an estimate of the amount of these charges has not yet been determined.

During the three months ended June 29, 2024, and July 1, 2023, in connection with our 2022 Plan, we recorded restructuring costs of $15 million and $18 million, respectively. During the six months ended June 29, 2024, and July 1, 2023, we recorded restructuring costs of $25 million and $48 million, respectively. The restructuring costs for these periods primarily related to severance and employee-related costs, accelerated amortization of right-of-use lease assets and fixed assets, and other lease exit costs.

Restructuring costs recorded for the three and six months ended June 29, 2024 and July 1, 2023, consisted of the following:

	Three Months Ended June 29, 2024			Six Months Ended June 29, 2024		
	Health Care Distribution	Technology and Value-Added Services	Total	Health Care Distribution	Technology and Value-Added Services	Total
Severance and employee-related costs	$ 8	$ 1	$ 9	$ 14	$ 2	$ 16
Accelerated depreciation and amortization	5	-	5	6	-	6
Exit and other related costs	1	-	1	3	-	3
Total restructuring costs	$ 14	$ 1	$ 15	$ 23	$ 2	$ 25

	Three Months Ended July 1, 2023			Six Months Ended July 1, 2023		
	Health Care Distribution	Technology and Value-Added Services	Total	Health Care Distribution	Technology and Value-Added Services	Total
Severance and employee-related costs	$ 13	$ 1	$ 14	$ 30	$ 4	$ 34
Accelerated depreciation and amortization	2	1	3	9	1	10
Exit and other related costs	1	-	1	2	1	3
Loss on disposal of a business	-	-	-	1	-	1
Total restructuring costs	$ 16	$ 2	$ 18	$ 42	$ 6	$ 48

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The following table summarizes, by reportable segment, the activity related to the liabilities associated with our restructuring initiatives for the six months ended June 29, 2024. The remaining accrued balance of restructuring costs as of June 29, 2024, which primarily relates to severance and employee-related costs, is included in accrued expenses: other within our condensed consolidated balance sheets. Liabilities related to exited leased facilities are recorded within our current and non-current operating lease liabilities within our condensed consolidated balance sheets.

	Health Care Distribution	Technology and Value-Added Services	Total
Balance, December 30, 2023	$ 22	$ 1	$ 23
Restructuring costs	23	2	25
Non-cash accelerated depreciation and amortization	(6)	-	(6)
Cash payments and other adjustments	(18)	(3)	(21)
Balance, June 29, 2024	$ 21	$ -	$ 21

Note 11 – Legal Proceedings

Henry Schein, Inc. has been named as a defendant in multiple opioid related lawsuits (currently less than one-hundred and seventy-five (175); one or more of Henry Schein, Inc.'s subsidiaries is also named as a defendant in a number of those cases). Generally, the lawsuits allege that the manufacturers of prescription opioid drugs engaged in a false advertising campaign to expand the market for such drugs and their own market share and that the entities in the supply chain (including Henry Schein, Inc. and its subsidiaries) reaped financial rewards by refusing or otherwise failing to monitor appropriately and restrict the improper distribution of those drugs. These actions consist of some that have been consolidated within the MultiDistrict Litigation ("MDL") proceeding In Re National Prescription Opiate Litigation (MDL No. 2804; Case No. 17-md-2804) and are currently stayed, and others which remain pending in state courts and are proceeding independently and outside of the MDL. At this time, the following case is set for trial: the action filed by Florida Health Sciences Center, Inc. (and 25 other hospitals located throughout the State of Florida) in Florida state court, which is currently scheduled for a jury trial in September 2025. Of Henry Schein's 2023 net sales of approximately $12.3 billion, sales of opioids represented less than four-tenths of 1 percent. Opioids represent a negligible part of our business. We intend to defend ourselves vigorously against these actions.

In August 2022, Henry Schein received a Grand Jury Subpoena from the United States Attorney's Office for the Western District of Virginia, seeking documents in connection with an investigation of possible violations of the Federal Food, Drug & Cosmetic Act by Butler Animal Health Supply, LLC ("Butler"), a former subsidiary of Henry Schein. The investigation relates to the sale of veterinary prescription drugs to certain customers. In October 2022, Henry Schein received a second Grand Jury Subpoena from the United States Attorney's Office for the Western District of Virginia. The October 2022 Subpoena seeks documents relating to payments Henry Schein received from Butler or Covetrus, Inc. ("Covetrus"). Butler was spun off into a separate company and became a subsidiary of Covetrus in 2019 and is no longer owned by Henry Schein. We are cooperating with the investigation.

On January 18, 2024, a putative class action was filed against the Company in the U.S. District Court for the Eastern District of New York ("EDNY"), Case No. 24-cv-387 (the "Cruz-Bermudez Action"), based on the October 2023 cyber incident described in Note 3 – Cyber Incident. On January 26, 2024, a second putative class action was filed against the Company based on the cyber incident, also in the EDNY, Case No. 24-cv-550 (the "Depperschmidt Action"). On February 12, 2024, the Depperschmidt Action was voluntarily dismissed without prejudice. On February 16, 2024, an amended complaint was filed in the Cruz-Bermudez Action with additional plaintiffs' counsel from the Depperschmidt Action and an additional new plaintiff.

Plaintiffs in the Cruz-Bermudez Action seek to represent a class of all individuals whose personally identifying information and personal health information was compromised by the incident. Plaintiffs generally claim to have been harmed by alleged actions and/or omissions by the Company in connection with the incident and that the Company made deceptive public statements regarding privacy and data protection. Plaintiffs assert a variety of claims seeking monetary damages, injunctive relief, costs and attorneys' fees, and other related relief. On March 22, 2024, plaintiffs voluntarily withdrew two of their five causes of action. On April 8, 2024, the court denied the Company's motion to dismiss the remaining claims. The case remains pending.

On June 6, 2024, plaintiffs and the Company informed the court that they had agreed to a term sheet for a class action settlement of the Cruz-Bermudez Action. The settlement agreement is subject to the parties' finalization and the court's approval. The final settlement terms enumerated in a settlement agreement, including the settlement amount, will depend in part on the outcome of Henry Schein's review of the data impacted in the cyber incident to determine the final class size total. The court stayed the Cruz-Bermudez Action through September 13, 2024 and ordered plaintiffs to move for preliminary approval of the proposed settlement by that date. We expect any settlement will be for an immaterial amount.

Henry Schein, Inc. and its subsidiary, North American Rescue, LLC ("NAR"), have been named as defendants in a qui tam lawsuit brought under the federal False Claims Act ("FCA"), in an action entitled *Russ and Murphy ex rel. United States v. North American Rescue, LLC et al.*; Case No. 21-cv-04238, filed in the United States District Court for the Eastern District of Pennsylvania. The case was filed under seal in 2021 by two relators (Corey Russ and Chris Murphy) who worked for one of NAR's competitors. Relators also name C-A-T Resources, LLC ("CAT-R") as a defendant. CAT -R manufactures one of the products at issue in the case (the combat application tourniquet, or "CAT"). After the Department of Justice declined to intervene, the case was unsealed, and Relators filed their first amended complaint in November 2023. In response to motions to dismiss filed by Henry Schein, NAR and CAT-R, Relators requested and obtained leave to file their Second Amended Complaint on April 24, 2024. Relators' FCA claims are based on allegations that NAR and Henry Schein made false representations and certifications in connection with, and sold and submitted false claims for payment to the federal government for, various medical products that Relators contend violated certain "Buy American" laws (e.g., the Berry Amendment and Trade Agreements Act of 1979) and/or were not properly sterilized as noted on the products' packaging, and thus misbranded. These products include the CAT, syringes, compressed gauze, tracheostomy kits, hypothermia blankets, eye, ear, nose and throat kits, and trauma dressing. Relators allege Henry Schein controlled and supervised NAR's alleged misconduct for a period of time. Relators seek three times the amount of damages to be proved at trial, statutory civil penalties, reasonable expenses, attorneys' fees and costs, and prejudgment interest. On July 26, 2024, the court ruled on motions to dismiss filed by Henry Schein, NAR and CAT-R. The court dismissed the claims against Henry Schein (without prejudice) and Henry Schein is no longer in the case. The motions to dismiss filed by NAR and CAT-R were denied. We intend to defend ourselves vigorously against this action.

From time to time, we may become a party to other legal proceedings, including, without limitation, product liability claims, employment matters, commercial disputes, governmental inquiries and investigations (which may in some cases involve our entering into settlement arrangements or consent decrees), and other matters arising out of the ordinary course of our business. While the results of any legal proceeding cannot be predicted with certainty, in our opinion none of these other pending matters are currently anticipated to have a material adverse effect on our consolidated financial position, liquidity or results of operations.

As of June 29, 2024, we had accrued our best estimate of potential losses relating to claims that were probable to result in 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 factors, including probable recoveries from third parties.

Note 12 – Stock-Based Compensation

Stock-based awards are provided to certain employees under our 2024 Stock Incentive Plan (formerly known as our 2020 Stock Incentive Plan) and to non-employee directors under our 2023 Non-Employee Director Stock Incentive Plan (together, the "Plans"). The Plans are administered by the Compensation Committee of the Board of Directors (the "Compensation Committee"). Historically, equity-based awards to our employees have been granted solely in the form of time-based and performance-based restricted stock units ("RSUs") with the exception of our 2021 plan year in which non-qualified stock options were issued in place of performance-based RSUs and in 2022, when we granted time-based and performance-based RSUs, as well as non-qualified stock options. Starting with our 2023 plan year, we returned to granting our employees equity-based awards solely in the form of time-based and performance-based RSUs. Our non-employee directors receive equity-based awards solely in the form of time-based RSUs.

RSUs are stock-based awards granted to recipients with specified vesting provisions. In the case of RSUs, common stock is delivered on or following satisfaction of vesting conditions. We issue RSUs to employees that primarily vest (i) solely based on the recipient's continued service over time, primarily with four-year cliff vesting and/or (ii) based on achieving specified performance measurements and the recipient's continued service over time, primarily with three-year cliff vesting. RSUs granted to our non-employee directors primarily include 12-month cliff vesting. For these RSUs, we recognize the cost as compensation expense on a straight-line basis.

For all RSUs, we estimate the fair value based on our closing stock price on the grant date. With respect to performance-based RSUs, 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 specified period, as determined by the Compensation Committee. Although there is no guarantee that performance targets will be achieved, we estimate the fair value of performance-based RSUs based on our closing stock price at time of grant.

Each of the Plans provide for certain adjustments to the performance measurement in connection with awards under the Plans. With respect to the performance-based RSUs granted under our 2024 Stock Incentive Plan, such performance measurement adjustments relate to significant events, including, without limitation, acquisitions, divestitures, new business ventures, certain capital transactions (including share repurchases), differences in budgeted average outstanding shares (other than those resulting from capital transactions referred to above), restructuring costs, if any, amortization expense recorded for acquisition-related intangible assets (solely with respect to performance-based RSUs granted in the 2023 and 2024 plan years), certain litigation settlements or payments, if any, changes in accounting principles or in applicable laws or regulations, changes in income tax rates in certain markets, foreign exchange fluctuations, the financial impact either positive or negative, of the difference in projected earnings generated by COVID-19 test kits (solely with respect to performance-based RSUs granted in the 2022 and 2023 plan years) and impairment charges (solely with respect to performance-based RSUs granted in the 2023 and 2024 plan years), and unforeseen events or circumstances affecting us.

Over the performance period, the number of RSUs 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 is based on our actual performance metrics as defined under the 2024 Stock Incentive Plan.

Stock options are awards that allow the recipient to purchase shares of our common stock after vesting at a fixed price set at the time of grant. Stock options were granted at an exercise price equal to our closing stock price on the date of grant. Stock options issued in 2021 and 2022 vest one-third per year based on the recipient's continued service, subject to the terms and conditions of the 2020 Stock Incentive Plan, are fully vested three years from the grant date and have a contractual term of ten years from the grant date, subject to earlier termination of term and term acceleration upon certain events. Compensation expense for stock options is recognized using a graded vesting method. We estimate grant date fair value of stock options using the Black-Scholes valuation model. During the six months ended June 29, 2024, we did not grant any stock options.

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Our condensed consolidated statements of income reflect pre-tax share-based compensation expense of $12 million, and $20 million for the three and six months ended June 29, 2024, respectively. For the three and six months ended July 1, 2023, we recorded pre-tax share-based compensation expense of $14 million, and $24 million.

Total unrecognized compensation cost related to unvested awards as of June 29, 2024 was $104 million, which is expected to be recognized over a weighted-average period of approximately 2.6 years.

Our condensed consolidated statements of cash flows present our stock-based compensation expense as a reconciling adjustment between net income and net cash provided by operating activities for all periods presented. There were no cash benefits associated with tax deductions in excess of recognized compensation for the six months ended June 29, 2024 and July 1, 2023.

We have not declared cash dividends on our stock in the past and we do not anticipate declaring cash dividends in the foreseeable future. The expected stock price volatility is based on implied volatilities from traded options on our stock, historical volatility of our stock and other factors. The risk-free interest rate is based on the U.S. Treasury yield curve in effect at the time of grant that most closely aligns to the expected life of options. The six-year expected life of the options was determined using the simplified method for estimating the expected term as permitted under Staff Accounting Bulletin Topic 14.

The following table summarizes the stock option activity for the six months ended June 29, 2024:

	Stock Options			
	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding at beginning of period	1,078,459	$ 71.46		
Granted	-	-		
Exercised	(44,750)	62.71		
Forfeited	(4,608)	84.60		
Outstanding at end of period	1,029,101	$ 71.78	7.1	$ 1
Options exercisable at end of period	889,060	$ 69.71		

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Expected to vest	140,041	$ 84.94	7.7	$ -

The following tables summarize the activity of our unvested RSUs for the six months ended June 29, 2024:

	Time-Based Restricted Stock Units			Performance-Based Restricted Stock Units		
	Shares/Units	Weighted Average Grant Date Fair Value Per Share	Intrinsic Value Per Share	Shares/Units	Weighted Average Grant Date Fair Value Per Share	Intrinsic Value Per Share
Outstanding at beginning of period	1,655,393	$ 70.34		208,742	$ 78.02	
Granted	461,798	75.88		408,681	76.31	
Vested	(321,460)	62.79		(8,262)	66.53	
Forfeited	(59,283)	77.31		(35,527)	80.55	
Outstanding at end of period	1,736,448	$ 72.99	$ 64.10	573,634	$ 75.78	$ 64.10

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Note 13 – Redeemable Noncontrolling Interests

Some minority stockholders 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 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 six months ended June 29, 2024 and the year ended December 30, 2023 are presented in the following table:

	June 29, 2024	December 30, 2023
Balance, beginning of period	$ 864	$ 576
Decrease in redeemable noncontrolling interests due to acquisitions of noncontrolling interests in subsidiaries	(205)	(19)
Increase in redeemable noncontrolling interests due to business acquisitions	154	326
Net income (loss) attributable to redeemable noncontrolling interests	(1)	6
Distributions declared, net of capital contributions	(22)	(19)
Effect of foreign currency translation gain (loss) attributable to redeemable noncontrolling interests	(15)	5
Change in fair value of redeemable securities	81	(11)
Balance, end of period	$ 856	$ 864

Note 14 – Comprehensive Income

Comprehensive income includes certain gains and losses that, under U.S. GAAP, are excluded from net income and are recorded directly to stockholders' equity.

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

	June 29, 2024	December 30, 2023
Attributable to redeemable noncontrolling interests:		
Foreign currency translation adjustment	$ (47)	$ (32)
Attributable to noncontrolling interests:		
Foreign currency translation adjustment	$ (1)	$ (1)
Attributable to Henry Schein, Inc.:		
Foreign currency translation adjustment	$ (289)	$ (188)
Unrealized gain (loss) from hedging activities	2	(13)
Pension adjustment loss	(5)	(5)
Accumulated other comprehensive loss	$ (292)	$ (206)
Total Accumulated other comprehensive loss	$ (340)	$ (239)

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

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Net income	$ 105	$ 148	$ 203	$ 276
Foreign currency translation gain (loss)	(62)	3	(116)	28
Tax effect	-	-	-	-
Foreign currency translation gain (loss)	(62)	3	(116)	28
Unrealized gain (loss) from hedging activities	6	(2)	21	(6)
Tax effect	(2)	1	(6)	2
Unrealized gain (loss) from hedging activities	4	(1)	15	(4)
Comprehensive income	$ 47	$ 150	$ 102	$ 300

Our financial statements are denominated in U.S. Dollars. Fluctuations in the value of foreign currencies as compared to the U.S. Dollar may have a significant impact on our comprehensive income. The foreign currency translation gain (loss) during the six months ended June 29, 2024 and six months ended July 1, 2023 was primarily due to changes in foreign currency exchange rates of the Brazilian Real, Euro, British Pound, Canadian Dollar, Australian Dollar and Swiss Franc.

The hedging gain (loss) during the three and six months ended June 29, 2024, and July 1, 2023 was attributable to a net investment hedge.

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

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Comprehensive income attributable to Henry Schein, Inc.	$ 51	$ 143	$ 111	$ 284
Comprehensive income attributable to noncontrolling interests	4	3	7	6
Comprehensive income (loss) attributable to Redeemable noncontrolling interests	(8)	4	(16)	10
Comprehensive income	$ 47	$ 150	$ 102	$ 300

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Note 15 – 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 unvested RSUs 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		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Basic	127,784,380	130,905,899	128,252,628	131,136,450
Effect of dilutive securities:				
Stock options and restricted stock units	862,126	967,275	954,152	1,329,299
Diluted	128,646,506	131,873,174	129,206,780	132,465,749

The number of antidilutive securities that were excluded from the calculation of diluted weighted average common shares outstanding are as follows:

	Three Months Ended		Six Months Ended	
	June 29, 2024	July 1, 2023	June 29, 2024	July 1, 2023
Stock options	416,790	426,002	417,819	427,355
Restricted stock units	792,247	19,405	495,077	19,405
Total anti-dilutive securities excluded from earnings per share computation	1,209,037	445,407	912,896	446,760

Note 16 – Supplemental Cash Flow Information

Cash paid for interest and income taxes was:

	Six Months Ended	
	June 29, 2024	July 1, 2023
Interest	$ 63	$ 32
Income taxes	82	118

For the six months ended June 29, 2024 and July 1, 2023, we had $21 million and $(6) million of non-cash net unrealized gains (losses) related to hedging activities, respectively.

Note 17 – Related Party Transactions

In connection with the formation of Henry Schein One, LLC, our joint venture with Internet Brands, which was formed on July 1, 2018, we entered into a ten-year royalty agreement with Internet Brands whereby we will pay Internet Brands approximately $31 million annually for the use of their intellectual property. During the three and six months ended June 29, 2024, we recorded $8 million and $16 million, respectively, in connection with costs related to this royalty agreement. During the three and six months ended July 1, 2023, we recorded $8 million and $16 million, respectively, in connection with costs related to this royalty agreement. As of June 29, 2024 and December 30, 2023, Henry Schein One, LLC had a net payable balance to Internet Brands of $11 million and $1 million, respectively, comprised of amounts related to results of operations and the royalty agreement. The components of this payable are recorded within accrued expenses: other within our condensed consolidated balance sheets.

We have interests in entities that we account for under the equity accounting method. In our normal course of business, during the three and six months ended June 29, 2024, we recorded net sales of $12 million and $24 million respectively, to such entities. During the three and six months ended July 1, 2023, we recorded net sales of $11 million and $23 million respectively, to such entities. During the three and six months ended June 29, 2024, we purchased $2 million and $5 million respectively, from such entities. During the three and six months ended July 1, 2023, we purchased $3 million and $5 million respectively, from such entities. At June 29, 2024 and December 30, 2023, we had an aggregate $31 million and $32 million, respectively, due from our equity affiliates, and $5 million and $5 million, respectively, due to our equity affiliates.

Certain of our facilities related to our acquisitions are leased from employees and minority shareholders. These leases are classified as operating leases and have a remaining lease term ranging from two months to 13 years. As of June 29, 2024, current and non-current liabilities associated with related party operating leases were $6 million and $22 million, respectively. At June 29, 2024 related party leases represented 7.5% and 8.6% of the total current and non-current operating lease liabilities, respectively. At December 30, 2023 related party leases represented 6.3% and 7.4% of the total current and non-current operating lease liabilities, respectively.

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 generally identified by the use of such terms as "may," "could," "expect," "intend," "believe," "plan," "estimate," "forecast," "project," "anticipate," "to be," "to make" or other comparable terms. Factors that could cause or contribute to such differences include, but are not limited to, those discussed in the documents we file with the Securities and Exchange Commission (SEC), including our Annual Report on Form 10-K.

Risk factors and uncertainties that could cause actual results to differ materially from current and historical results include, but are not limited to: our dependence on third parties for the manufacture and supply of our products; our ability to develop or acquire and maintain and protect new products (particularly technology products) and technologies that achieve market acceptance with acceptable margins; transitional challenges associated with acquisitions, dispositions and joint ventures, including the failure to achieve anticipated synergies/benefits, as well as significant demands on our operations, information systems, legal, regulatory, compliance, financial and human resources functions in connection with acquisitions, dispositions and joint ventures; certain provisions in our governing documents that may discourage third-party acquisitions of us; adverse changes in supplier rebates or other purchasing incentives; risks related to the sale of corporate brand products; security risks associated with our information systems and technology products and services, such as cyberattacks or other privacy or data security breaches (including the October 2023 incident); effects of a highly competitive (including, without limitation, competition from third-party online commerce sites) and consolidating market; changes in the health care industry; risks from expansion of customer purchasing power and multi-tiered costing structures; increases in shipping costs for our products or other service issues with our third-party shippers; general global and domestic macro-economic and political conditions, including inflation, deflation, recession, ongoing wars, fluctuations in energy pricing and the value of the U.S. dollar as compared to foreign currencies, and changes to other economic indicators, international trade agreements, potential trade barriers and terrorism; geopolitical wars; failure to comply with existing and future regulatory requirements; risks associated with the EU Medical Device Regulation; failure to comply with laws and regulations relating to health care fraud or other laws and regulations; failure to comply with laws and regulations relating to the collection, storage and processing of sensitive personal information or standards in electronic health records or transmissions; changes in tax legislation; risks related to product liability, intellectual property and other claims; risks associated with customs policies or legislative import restrictions; risks associated with disease outbreaks, epidemics, pandemics (such as the COVID-19 pandemic), or similar wide-spread public health concerns and other natural or man-made disasters; risks associated with our global operations; litigation risks; new or unanticipated litigation developments and the status of litigation matters; our dependence on our senior management, employee hiring and retention, and our relationships with customers, suppliers and manufacturers; and disruptions in financial markets. 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 except as required by law.

Where You Can Find Important Information

We may disclose important information through one or more of the following channels: SEC filings, public conference calls and webcasts, press releases, the investor relations page of our website (www.henryschein.com) and the social media channels identified on the About Media Center page of our website.

Recent Developments

While the U.S. economy has experienced inflationary pressures and strengthening of the U.S. dollar, their impacts have not been material to our results of operations. Though inflation impacts both our revenues and costs, the depth and breadth of our product portfolio often allows us to offer lower-cost national brand solutions or corporate brand alternatives to our more price-sensitive customers who are unwilling to absorb price increases, thus positioning us to protect our gross profit.

Cyber Incident

In October 2023 Henry Schein experienced a cyber incident that primarily affected the operations of our North American and European dental and medical distribution businesses. Henry Schein One, our practice management software, revenue cycle management and patient relationship management solutions business, was not affected, and our manufacturing businesses were mostly unaffected. On November 22, 2023, we experienced a disruption of our ecommerce platform and related applications, which was remediated.

During the three and six months ended June 29, 2024, we continued to experience a residual impact of the cyber events noted above relating primarily to decreased sales to episodic customers (customers that had generally registered a less continuous level of demand pre-incident). We have a number of programs underway focused on re-establishing these customers.

We maintain cyber insurance, subject to certain retentions and policy limitations. With respect to the October 2023 cyber incident, we have a $60 million insurance policy, following a $5 million retention. During the three and six months ended June 29, 2024, we received insurance proceeds of $10 million, representing a partial insurance recovery of losses related to the cyber incident.

Executive-Level Overview

Henry Schein, Inc. is a solutions company for health care professionals powered by a network of people and technology. We believe we are the world's largest provider of health care products and services primarily to office-based dental and medical practitioners, as well as alternate sites of care. We serve more than one million customers worldwide including dental practitioners, laboratories, physician practices and ambulatory surgery centers, as well as government, institutional health care clinics and other alternate care clinics. We believe that we have a strong brand identity due to our more than 92 years of experience distributing health care products.

We are headquartered in Melville, New York, employ approximately 26,000 people (of which approximately 13,000 are based outside of the United States) and have operations or affiliates in 33 countries and territories. Our broad global footprint has evolved over time through our organic success as well as through contribution from strategic acquisitions.

We have established strategically located distribution centers around the world 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.

While our primary go-to-market strategy is in our capacity as a distributor, we also market and sell our own corporate brand portfolio of cost-effective, high-quality consumable merchandise products, including in vitro diagnostic devices, manufacture certain dental specialty products in the areas of implants, orthodontics and endodontics, manufacture drug products, and repackage/relabel prescription drugs and/or devices. We have achieved scale in these global businesses primarily through acquisitions, as manufacturers of these products typically do not utilize a distribution channel to serve customers.

We conduct our business through two reportable segments: (i) health care distribution and (ii) technology and value-added services. These segments offer different products and services to the same customer base. Our global dental businesses serve office-based dental practitioners, dental laboratories, schools, government and other institutions. Our medical businesses serve physician offices, urgent care centers, ambulatory care sites, emergency medical technicians, dialysis centers, home health, federal and state governments and large enterprises, such as group practices, and integrated delivery networks, among other providers across a wide range of specialties.

The health care distribution reportable segment, combining our global dental and medical operating segments, distributes consumable products, small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, dental specialty products (including implant, orthodontic and endodontic products), diagnostic tests, infection-control products, personal protective equipment ("PPE") products, vitamins and orthopedic implants.

Our global technology and value-added services business provides software, technology and other value-added services to health care practitioners. Our technology business offerings include practice management software systems for dental and medical practitioners. Our value-added practice solutions include practice consultancy, education, revenue cycle management and financial services on a non-recourse basis, e-services, practice technology, network and hardware services, as well as consulting, and continuing education services for practitioners.

A key element to grow closer to our customers is our One Schein initiative, which is a unified go-to-market approach that enables practitioners to work synergistically with our supply chain, equipment sales and service and other value-added services, allowing our customers to leverage the combined value that we offer through a single program. Specifically, One Schein provides customers with streamlined access to our comprehensive offering of national brand products, our corporate brand products and proprietary specialty products and solutions (including implant, orthodontic and endodontic products). In addition, customers have access to a wide range of services, including software and other value-added services.

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.

Industry Consolidation

The health care products distribution industry, as it relates to office-based health care practitioners, is fragmented and diverse. 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.

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.

The trend of consolidation extends to our customer base. Health care practitioners are increasingly seeking to partner, affiliate or combine with larger entities such as hospitals, health systems, group practices or physician hospital organizations. In many cases, purchasing decisions for consolidated groups are made at a centralized or professional staff level; however, orders are delivered to the practitioners' offices.

We believe that consolidation within the industry will continue to result in a number of distributors, particularly those with limited financial, operating 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 approach 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, although there can be no assurances that we will be able to successfully accomplish this. We also have invested in expanding our sales/marketing infrastructure to include a focus on building relationships with decision makers who do not reside in the office-based practitioner setting.

As the health care industry continues to change, we continually evaluate possible candidates for joint venture 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 pharmacological treatments, and expanded third-party insurance coverage, partially offset by the effects of 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.

According to the U.S. Census Bureau's International Database, between 2024 and 2034, the 45 and older population is expected to grow by approximately 11%. Between 2024 and 2044, this age group is expected to grow by approximately 20%. This compares with expected total U.S. population growth rates of approximately 6% between 2024 and 2034 and approximately 11% between 2024 and 2044.

According to the U.S. Census Bureau's International Database, in 2024 there are approximately seven million Americans aged 85 years 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 nearly triple to approximately 19 million. The population aged 65 to 84 years is projected to increase by approximately 20% during the same period.

As a result of these market dynamics, annual expenditures for health care services continue to increase in the United States. We believe that demand for our products and services will grow while continuing to be impacted by current and future operating, economic, and industry conditions. The Centers for Medicare and Medicaid Services ("CMS") published "National Health Expenditure Data" indicating that total national health care spending reached approximately $4.5 trillion in 2022, or 17.3% 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 $7.7 trillion by 2032, or 19.7% of the nation's projected gross domestic product.

Government

Certain of our businesses involve the distribution, manufacturing, importation, exportation, marketing, sale and promotion of pharmaceuticals and/or medical devices, and in this regard, we are subject to extensive local, state, federal and foreign governmental laws and regulations, including as applicable to our wholesale distribution of pharmaceuticals and medical devices, manufacturing activities, and as part of our specialty home medical supply businesses that distribute and sell medical equipment and supplies directly to patients. Federal, state and certain foreign governments have also increased enforcement activity in the health care sector, particularly in areas of fraud and abuse, anti-bribery and anti-corruption, controlled substances handling, medical device regulations and data privacy and security standards.

Certain of our businesses involve pharmaceuticals and/or medical devices, including in vitro diagnostic devices, that are paid for by third parties and must operate in compliance with a variety of burdensome and complex coding, billing and record-keeping requirements in order to substantiate claims for payment under federal, state and commercial healthcare reimbursement programs.

Government and private insurance programs fund a large portion of the total cost of medical care, and there have been efforts to limit such private and government insurance programs, including efforts, thus far unsuccessful, to seek repeal of the entire United States Patient Protection and Affordable Care Act, as amended by the Health Care and Education Reconciliation Act, each enacted in March 2010.

Certain of our businesses are subject to various additional federal, state, local and foreign laws and regulations, including with respect to the sale, transportation, importation, storage, handling and disposal of hazardous or potentially hazardous substances; "forever chemicals" such as per-and polyfluoroalkyl substances; amalgam bans; pricing disclosures; supply chain transparency around labor practices; and safe working conditions. In addition, activities to control medical costs, including laws and regulations lowering reimbursement rates for pharmaceuticals, medical devices, medical supplies and/or medical treatments or services, are ongoing. CMS recently released the 2024 durable medical equipment, prosthetics, orthotics and supplies ("DMEPOS") reimbursement schedule, which, effective January 1, 2024, reduced the DMEPOS reimbursement rates for nonrural suppliers, such as us, by removing the Coronavirus Aid, Relief, and Economic Security (aka CARES) Act relief rates in effect during the COVID-19 pandemic. This and other laws and regulations are subject to change and their evolving implementation may impact our operations and our financial performance.

Our businesses are generally subject to numerous laws and regulations that could impact our financial performance, and failure to comply with such laws or regulations could have a material adverse effect on our business.

A more detailed discussion of governmental laws and regulations is included in Management's Discussion & Analysis of Financial Condition and Results of Operations, contained in our Annual Report on Form 10-K for the fiscal year ended December 30, 2023, filed with the SEC on February 28, 2024.

Results of Operations

The following tables summarize the significant components of our operating results for the three and six months ended June 29, 2024 and July 1, 2023 and cash flows for the six months ended June 29, 2024 and July 1, 2023:

	Three Months Ended		Six Months Ended	
	June 29, 2024	**July 1, 2023**	**June 29, 2024**	**July 1, 2023**
Operating results:				
Net sales	$ 3,136	$ 3,100	$ 6,308	$ 6,160
Cost of sales	2,118	2,125	4,278	4,219
Gross profit	1,018	975	2,030	1,941
Operating expenses:				
Selling, general and administrative	781	707	1,572	1,424
Depreciation and amortization	63	49	124	93
Restructuring costs	15	18	25	48
Operating income	$ 159	$ 201	$ 309	$ 376
Other expense, net	$ (27)	$ (15)	$ (50)	$ (27)
Net income	105	148	203	276
Net income attributable to Henry Schein, Inc.	104	140	197	261

	Six Months Ended	
	June 29, 2024	**July 1, 2023**
Cash flows:		
Net cash provided by operating activities	$ 493	$ 301
Net cash used in investing activities	(281)	(340)
Net cash provided by (used in) financing activities	(265)	59

Plans of Restructuring

On August 1, 2022, we committed to a restructuring plan (the "2022 Plan") focused on funding the priorities of the BOLD+1 strategic plan, streamlining operations and other initiatives to increase efficiency. The 2022 Plan has been completed as of July 31, 2024. We expect to record restructuring charges of $12 million related to the 2022 Plan during the remainder of 2024.

On August 6, 2024, we committed to a new restructuring plan (the "2024 Plan") to integrate recent acquisitions, right-size operations and further increase efficiencies. We expect to record restructuring charges associated with the 2024 Plan during the second half of 2024 and in 2025, however an estimate of the amount of these charges has not yet been determined.

During the three months ended June 29, 2024, and July 1, 2023, in connection with our 2022 Plan, we recorded restructuring costs of $15 million and $18 million, respectively. During the six months ended June 29, 2024, and July 1, 2023, we recorded restructuring costs of $25 million and $48 million, respectively. The restructuring costs for these periods primarily related to severance and employee-related costs, accelerated amortization of right-of-use lease assets and fixed assets, and other lease exit costs.

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Three Months Ended June 29, 2024 Compared to Three Months Ended July 1, 2023

Note: Percentages for Net Sales; Gross Profit; Operating Expenses; Other Expense, Net; and Income Taxes are based on actual values and may not recalculate due to rounding.

Net Sales

Net sales were as follows:

	June 29, 2024	% of Total	July 1, 2023	% of Total	Increase/ (Decrease) $	Increase/ (Decrease) %
Health care distribution [(1)]						
Dental	$ 1,924	61.4%	$ 1,957	63.1%	$ (33)	(1.7)%
Medical	998	31.8	950	30.7	48	5.0
Total health care distribution	2,922	93.2	2,907	93.8	15	0.5
Technology and value-added services [(2)]	214	6.8	193	6.2	21	10.8
Total	$ 3,136	100.0%	$ 3,100	100.0%	$ 36	1.1%

The components of our sales growth were as follows:

	Local Currency Growth		Total Local Currency Growth	Foreign Exchange Impact	Total Sales Growth
	Local Internal Growth	Acquisition Growth			
Health care distribution [(1)]					
Dental Merchandise	(2.6)%	1.4 %	(1.2)%	(0.7)%	(1.9)%
Dental Equipment	(0.4)	0.2	(0.2)	(0.5)	(0.7)
Total Dental	(2.1)	1.2	(0.9)	(0.8)	(1.7)
Medical	(4.3)	9.3	5.0	-	5.0
Total Health Care Distribution	(2.8)	3.8	1.0	(0.5)	0.5
Technology and value-added services [(2)]	3.9	7.0	10.9	(0.1)	10.8
Total	(2.4)%	4.0 %	1.6 %	(0.5)%	1.1 %

(1) Consists of consumable products, dental specialty products (including implant, orthodontic and endodontic products), small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products, PPE products, vitamins and orthopedic implants.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, practice consultancy, education, revenue cycle management and financial services on a non-recourse basis, e-services, continuing education services for practitioners, practice technology, network and hardware services, and other services.

Global Sales

Global net sales for the three months ended June 29, 2024 increased 1.1%. The components of our sales growth are presented in the table above.

The 2.4% decrease in our internally generated local currency sales was primarily attributable to the slower than anticipated pace of recovery from the cyber incident, the challenging economic environment in certain markets and lower sales of PPE products and COVID-19 test kits. For the three months ended June 29, 2024, the estimated decrease in internally generated local currency sales, excluding PPE products and COVID-19 test kits, was 1.8%.

We estimate that sales of PPE products and COVID-19 test kits were approximately $140 million and $164 million for the three months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $24 million, or 14.3% versus the prior year, with the $24 million net decrease year-over-year representing 0.7% of global net sales for the three months ended June 29, 2024.

Dental

Dental net sales for the three months ended June 29, 2024 decreased 1.7%. The components of our sales decline are presented in the table above.

The decrease in local currency sales was attributable to a decrease in internally generated local currency sales for dental merchandise primarily attributable to the slower than anticipated pace of recovery from the cyber incident, the challenging economic environment in certain markets, and lower sales of PPE products, partially offset by sales from our entities acquired during the twelve months ended June 29, 2024. The sales decrease in internally generated local currency for dental equipment was primarily attributable to sales declines in certain international markets, partially offset by sales growth in traditional equipment, digital imaging and our parts and service business in North America.

We estimate that sales of PPE products were approximately $77 million and $89 million for the three months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $12 million, or 12.6% versus the prior year, with the $12 million net decrease year-over-year representing 0.6% of dental net sales for the three months ended June 29, 2024. The decrease in sales of PPE products is primarily due to lower glove prices. The estimated decrease in internally generated local currency sales, excluding PPE products, was 1.7%.

Medical

Medical net sales for the three months ended June 29, 2024 increased 5.0%. The components of our sales growth are presented in the table above.

The increase in local currency sales was attributable to our expansion in the Home Solutions market including the acquisition of Shield Healthcare during the year ended December 30, 2023. The internally generated local currency decrease in medical sales is primarily attributable to the slower than anticipated pace of recovery from the cyber incident as well as the conversion of certain pharmaceutical product sales to lower priced generics, and lower sales of PPE products, also primarily due to lower glove prices.

We estimate that sales of PPE products and COVID-19 test kits were approximately $63 million and $75 million for the three months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $12 million, or 16.2% versus the prior year, with the $12 million net decrease year-over-year representing 1.2% of medical net sales for the three months ended June 29, 2024. The decrease in sales of these products is primarily due to lower market prices of PPE products (primarily lower glove pricing). The estimated decrease in internally generated local currency sales, excluding PPE products and COVID-19 test kits, was 3.2%.

Technology and value-added services

Technology and value-added services net sales for the three months ended June 29, 2024 increased 10.8%. The components of our sales growth are presented in the table above. The internally generated local currency increase in technology and value-added services sales is primarily attributable to a continued increase in the number of cloud-based users of our practice management software and an increase in revenue cycle management solutions.

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Gross Profit

Gross profit and gross margin percentages by segment and in total were as follows:

	June 29, 2024	Gross Margin %	July 1, 2023	Gross Margin %	Increase $	Increase %
Health care distribution	$ 875	30.0%	$ 846	29.1%	$ 29	3.5%
Technology and value-added services	143	66.6	129	66.8	14	10.5
Total	$ 1,018	32.5	$ 975	31.4	$ 43	4.4

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 and value-added services 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 product development.

Within our health care distribution segment, gross profit margins may vary between the periods as a result of the changes in the mix of products sold as well as changes in our customer mix. For example, sales of our corporate brand and certain specialty products achieve gross profit margins that are higher than average total gross profit margins of all products. 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.

Health care distribution gross profit for the three months ended June 29, 2024 increased compared to the prior-year-period due to gross profit from acquisitions and gross margin expansion as a result of a favorable impact of sales mix of higher-margin products.

Technology and value-added services gross profit increased as a result of a higher gross profit from internally generated sales and gross profit from acquisitions. The slight decrease in gross margin rates was primarily due to increased amortization expense.

Operating Expenses

Operating expenses (consisting of selling, general and administrative expenses; depreciation and amortization; and restructuring costs) by segment and in total were as follows:

	June 29, 2024	% of Respective Net Sales	July 1, 2023	% of Respective Net Sales	Increase $	Increase %
Health care distribution	$ 729	25.0%	$ 680	23.4%	$ 49	7.2%
Technology and value-added services	130	60.3	94	49.0	36	36.4
Total	$ 859	27.4	$ 774	25.0	$ 85	10.8

The net increase in operating expenses is attributable to the following:

	Operating Costs	Restructuring Costs	Acquisitions	Total
Health care distribution	$ 11	$ (2)	$ 40	$ 49
Technology and value-added services	31	(1)	6	36
Total	$ 42	$ (3)	$ 46	$ 85

The components of the net increase in operating expenses are presented in the table above. The increase in operating costs during the three months ended June 29, 2024 includes increases in payroll and payroll related costs, travel, convention expenses and litigation settlement costs in both of our reportable segments, as well as increased acquisition intangible amortization in our healthcare distribution segment. We also recorded an increase of $23 million in accrued contingent consideration related to a 2023 acquisition in our technology and value-added services segment. During the three months ended June 29, 2024, we also incurred $3 million of expenses, within our health care distribution segment, directly related to the cyber incident, mostly consisting of professional fees. During the three months ended June 29, 2024, we received insurance proceeds of $10 million representing a partial insurance recovery of losses related to the cyber incident.

Other Expense, Net

Other expense, net was as follows:

	June 29, 2024	July 1, 2023	Variance $	Variance %
Interest income	$ 6	$ 3	$ 3	80.7%
Interest expense	(32)	(19)	(13)	(72.4)
Other, net	(1)	1	(2)	(350.7)
Other expense, net	$ (27)	$ (15)	$ (12)	(87.7)

Interest income increased primarily due to increased interest rates. Interest expense increased primarily due to increased borrowings and increased interest rates.

Income Taxes

Our effective tax rate was 24.9% for the three months ended June 29, 2024 compared to 22.0% for the prior year period. The difference between our effective and federal statutory tax rates primarily relates to state and foreign income taxes.

The Organization of Economic Co-Operation and Development (OECD) issued technical and administrative guidance on Pillar Two rules in December 2021, which provides for a global minimum tax rate on the earnings of large multinational businesses on a country-by-country basis. Effective January 1, 2024, the minimum global tax rate is 15% for various jurisdictions pursuant to the Pillar Two rules. As of June 29, 2024, the impact of the Pillar Two rules to our financial statements was immaterial. As we operate in jurisdictions which have adopted Pillar Two, we are continuing to analyze the implications to effectively manage the impact for 2024 and beyond. Future tax reform resulting from these developments may result in changes to long-standing tax principles, which may adversely impact our effective tax rate going forward or result in higher cash tax liabilities.

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Six Months Ended June 29, 2024 Compared to Six Months Ended July 1, 2023

Note: Percentages for Net Sales; Gross Profit; Operating Expenses; Other Expense, Net; and Income Taxes are based on actual values and may not recalculate due to rounding.

Net Sales

Net sales were as follows:

	June 29, 2024	% of Total	July 1, 2023	% of Total	Increase / (Decrease) $	Increase / (Decrease) %
Health care distribution [(1)]						
Dental	$ 3,838	60.9%	$ 3,855	62.6%	$ (17)	(0.5)%
Medical	2,039	32.3	1,921	31.2	118	6.2
Total health care distribution	5,877	93.2	5,776	93.8	101	1.7
Technology and value-added services [(2)]	431	6.8	384	6.2	47	12.3
Total	$ 6,308	100.0%	$ 6,160	100.0%	$ 148	2.4%

The components of our sales growth were as follows:

	Local Currency Growth: Local Internal Growth	Local Currency Growth: Acquisition Growth	Total Local Currency Growth	Foreign Exchange Impact	Total Sales Growth
Health care distribution [(1)]					
Dental Merchandise	(3.2)%	2.6 %	(0.6)%	- %	(0.6)%
Dental Equipment	(0.1)	0.1	-	-	-
Total Dental	(2.5)	2.1	(0.4)	(0.1)	(0.5)
Medical	(2.4)	8.6	6.2	-	6.2
Total Health Care Distribution	(2.5)	4.3	1.8	(0.1)	1.7
Technology and value-added services [(2)]	3.6	8.5	12.1	0.2	12.3
Total	(2.1)%	4.5 %	2.4 %	- %	2.4 %

(1) Consists of consumable products, dental specialty products (including implant, orthodontic and endodontic products), small equipment, laboratory products, large equipment, equipment repair services, branded and generic pharmaceuticals, vaccines, surgical products, diagnostic tests, infection-control products, PPE products, vitamins and orthopedic implants.

(2) Consists of practice management software and other value-added products, which are distributed primarily to health care providers, practice consultancy, education, revenue cycle management and financial services on a non-recourse basis, e-services, continuing education services for practitioners, practice technology, network and hardware services, and other services.

Global Sales

Global net sales for the six months ended June 29, 2024 increased 2.4%. The components of our sales growth are presented in the table above.

The 2.1% decrease in our internally generated local currency sales was primarily attributable to the slower than anticipated pace of recovery from the cyber incident, the challenging economic environment in certain markets and lower sales of PPE products. For the six months ended June 29, 2024, the estimated decrease in internally generated local currency sales, excluding PPE products and COVID-19 test kits, was 1.5%.

We estimate that sales of PPE products and COVID-19 test kits were approximately $321 million and $365 million for the six months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $44 million, or 11.9% versus the prior year, with the $44 million net decrease year-over-year representing 0.7% of global net sales for the six months ended June 29, 2024.

Dental

Dental net sales for the six months ended June 29, 2024 decreased 0.5%. The components of our sales decline are presented in the table above.

The decrease in local currency sales was attributable to a decrease in internally generated local currency sales for dental merchandise primarily attributable to the slower than anticipated pace of recovery from the cyber incident, the challenging economic environment in certain markets, and lower sales of PPE products, partially offset by sales from our entities acquired during the twelve months ended June 29, 2024. Our sales growth in internally generated local currency for dental equipment was relatively flat compared to the comparable prior year period primarily due to growth in traditional equipment, digital imaging and our parts and service business in North America, partially offset by sales declines in certain international markets, and some sales shifting into the first quarter of 2024 due to the delay of equipment installations during the fourth quarter of 2023 resulting from the impact of the cyber incident.

We estimate that sales of PPE products were approximately $156 million and $181 million for the six months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $25 million, or 13.6% versus the prior year, with the $25 million net decrease year-over-year representing 0.6% of dental net sales for the six months ended June 29, 2024. The decrease in sales of PPE products is primarily due to lower glove prices and reduced demand following the cyber incident. The estimated decrease in internally generated local currency sales, excluding PPE products, was 1.9%.

Medical

Medical net sales for the six months ended June 29, 2024 increased 6.2%. The components of our sales growth are presented in the table above. The increase in local currency sales was attributable to our expansion in the Home Solutions market including the acquisition of Shield Healthcare during the year ended December 30, 2023.

The internally generated local currency decrease in medical sales is primarily attributable to the slower than anticipated pace of recovery from the cyber incident as well as the conversion of certain pharmaceutical product sales to lower priced generics, and lower sales of PPE products, partially offset by strong sales of point-of-care diagnostics including multi-assay flu/COVID combination test kits.

We estimate that sales of PPE products and COVID-19 test kits were approximately $165 million and $184 million for the six months ended June 29, 2024 and July 1, 2023, respectively, representing an estimated decrease of $19 million, or 10.3% versus the prior year, with the $19 million net decrease year-over-year representing 0.9% of medical net sales for the six months ended June 29, 2024. The decrease in sales of these products is primarily due to lower market prices of PPE products (primarily lower glove pricing). The estimated decrease in internally generated local currency sales, excluding PPE products and COVID-19 test kits, was 1.6%.

Technology and value-added services

Technology and value-added services net sales for the six months ended June 29, 2024 increased 12.3%. The components of our sales growth are presented in the table above. The internally generated local currency increase in technology and value-added services sales is primarily attributable to a continued increase in the number of cloud-based users of our practice management software and an increase in revenue cycle management solutions and our analytical products.

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Gross Profit

Gross profit and gross margin percentages by segment and in total were as follows:

	June 29, 2024	Gross Margin %	July 1, 2023	Gross Margin %	Increase $	Increase %
Health care distribution	$ 1,742	29.6%	$ 1,683	29.1%	$ 59	3.5 %
Technology and value-added services	288	66.7	258	67.1	30	11.6
Total	$ 2,030	32.2	$ 1,941	31.5	$ 89	4.6

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 and value-added services 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 product development.

Within our health care distribution segment, gross profit margins may vary between the periods as a result of the changes in the mix of products sold as well as changes in our customer mix. For example, sales of our corporate brand and certain specialty products achieve gross profit margins that are higher than average total gross profit margins of all products. 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.

Health care distribution gross profit for the six months ended June 29, 2024 increased compared to the prior-year-period due to gross profit from acquisitions and gross margin expansion as a result of a favorable impact of sales mix of higher-margin products.

Technology and value-added services gross profit increased as a result of a higher gross profit from internally generated sales and gross profit from acquisitions. The slight decrease in gross margin rates was primarily due to increased amortization expense.

Operating Expenses

Operating expenses (consisting of selling, general and administrative expenses; depreciation and amortization; and restructuring costs) by segment and in total were as follows:

	June 29, 2024	% of Respective Net Sales	July 1, 2023	% of Respective Net Sales	Increase $	Increase %
Health care distribution	$ 1,470	25.0%	$ 1,372	23.8%	$ 98	7.1%
Technology and value-added services	251	58.0	193	50.3	58	29.6
Total	$ 1,721	27.3	$ 1,565	25.4	$ 156	9.9

The net increase in operating expenses is attributable to the following:

	Operating Costs	Restructuring Costs	Acquisitions	Total
Health care distribution	$ 29	$ (19)	$ 88	$ 98
Technology and value-added services	50	(4)	12	58
Total	$ 79	$ (23)	$ 100	$ 156

The components of the net increase in operating expenses are presented in the table above. The increase in operating costs during the six months ended June 29, 2024 includes increases in payroll and payroll related costs, travel, convention expenses and litigation settlement costs in both of our reportable segments, as well as increased acquisition intangible amortization in our healthcare distribution segment. We also recorded an increase of $38 million in accrued contingent consideration related to a 2023 acquisition in our technology and value-added services segment. During the six months ended June 29, 2024, we also incurred $8 million of expenses, within our health care distribution segment, directly related to the cyber incident, mostly consisting of professional fees. During the six months ended June 29, 2024, we received insurance proceeds of $10 million representing a partial insurance recovery of losses related to the cyber incident.

Other Expense, Net

Other expense, net was as follows:

	June 29, 2024	July 1, 2023	Variance $	Variance %
Interest income	$ 11	$ 6	$ 5	100.4%
Interest expense	(62)	(33)	(29)	(90.6)
Other, net	1	-	1	(400.9)
Other expense, net	$ (50)	$ (27)	$ (23)	(84.9)

Interest income increased primarily due to increased interest rates. Interest expense increased primarily due to increased borrowings and increased interest rates.

Income Taxes

Our effective tax rate was 25.2% for the six months ended June 29, 2024 compared to 22.8% for the prior year period. The difference between our effective and federal statutory tax rates primarily relates to state and foreign income taxes.

The Organization of Economic Co-Operation and Development (OECD) issued technical and administrative guidance on Pillar Two rules in December 2021, which provides for a global minimum tax rate on the earnings of large multinational businesses on a country-by-country basis. Effective January 1, 2024, the minimum global tax rate is 15% for various jurisdictions pursuant to the Pillar Two rules. As of June 29, 2024, the impact of the Pillar Two rules to our financial statements was immaterial. As we operate in jurisdictions which have adopted Pillar Two, we are continuing to analyze the implications to effectively manage the impact for 2024 and beyond. Future tax reform resulting from these developments may result in changes to long-standing tax principles, which may adversely impact our effective tax rate going forward or result in higher cash tax liabilities.

Liquidity and Capital Resources

Our principal capital requirements have included funding of acquisitions, purchases of additional noncontrolling interests, repayments of debt principal, the funding of working capital needs, purchases of 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 second half of the year and special inventory forward buy-in opportunities have been most prevalent just before the end of the year, and have caused our working capital requirements to be 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. Please see Note 8 – Debt for further information. 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.

Our acquisition strategy is focused on investments in companies that add new customers and sales teams, increase our geographic footprint (whether entering a new country, such as emerging markets, or building scale where we have already invested in businesses), and finally, those that enable us to access new products and technologies.

Net cash provided by operating activities was $493 million for the six months ended June 29, 2024, compared to net cash provided by operating activities of $301 million for the prior year. The net change of $192 million was primarily attributable to changes in working capital accounts, primarily accounts receivable and inventory; partially offset by slightly lower cash net income. During the six months ended June 29, 2024, the cyber incident had several residual impacts to the operating cash flows from our working capital, net of acquisitions, including an increase in operating cash flows from accounts receivable due to improved collection levels and decreased cash flows from accounts payable and accrued expenses resulting from previously delayed payments.

Net cash used in investing activities was $281 million for the six months ended June 29, 2024, compared to net cash used in investing activities of $340 million for the prior year. The net change of $59 million was primarily attributable to decreased payments for equity investments and business acquisitions, and increased purchases of fixed assets resulting from our continued investment in our facilities and operations.

Net cash used in financing activities was $265 million for the six months ended June 29, 2024, compared to net cash provided by financing activities of $59 million for the prior year. The net change of $324 million was primarily due to increased net borrowings from debt to finance our investments and increased acquisitions of noncontrolling interests in subsidiaries and increased repurchases of common stock.

The following table summarizes selected measures of liquidity and capital resources:

	June 29, 2024		December 30, 2023	
Cash and cash equivalents	$	138	$	171
Working capital [1]		1,392		1,805
Debt:				
Bank credit lines	$	505	$	264
Current maturities of long-term debt		106		150
Long-term debt		1,891		1,937
Total debt	$	2,502	$	2,351
Leases:				
Current operating lease liabilities	$	75	$	80
Non-current operating lease liabilities		261		310

(1) Includes $330 million and $284 million of certain accounts receivable which serve as security for U.S. trade accounts receivable securitization at June 29, 2024 and December 30, 2023, respectively.

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

Accounts receivable days sales outstanding and inventory turns

Our accounts receivable days sales outstanding from operations increased to 48.9 days as of June 29, 2024 from 43.3 days as of July 1, 2023, which was primarily attributable to the impact of the cyber incident. During the six months ended June 29, 2024, we wrote off approximately $4 million of fully reserved accounts receivable against our trade receivable reserve. Our inventory turns from operations increased to 5.0 as of June 29, 2024 from 4.4 as of July 1, 2023. Our working capital accounts may be impacted by current and future economic conditions.

Leases

We have operating and finance leases for corporate offices, office space, distribution and other facilities, vehicles and certain equipment. Our leases have remaining terms of less than one month to approximately 17 years, some of which may include options to extend the leases for up to 15 years. As of June 29, 2024, our right-of-use assets related to operating leases were $304 million and our current and non-current operating lease liabilities were $75 million and $261 million, respectively.

Stock Repurchases

On July 31, 2024 our Board of Directors authorized the repurchase of up to an additional $500 million in shares of our common stock.

From March 3, 2003 through June 29, 2024, we repurchased $4.9 billion, or 92,809,239 shares, under our common stock repurchase programs, with $90 million available as of June 29, 2024 for future common stock share repurchases. Subject to market conditions and other factors, we currently plan to accelerate our share repurchase activity in light of our favorable cash position.

Redeemable Noncontrolling Interests

Some minority stockholders 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 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. As of June 29, 2024 and December 30, 2023, our balance for redeemable noncontrolling interests was $856 million and $864 million, respectively. Please see Note 13 – Redeemable Noncontrolling Interests for further information.

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 30, 2023.

Accounting Standards Update

For a discussion of accounting standards updates that have been adopted or will be adopted, see Note 2 - Significant Accounting Policies and Recently Issued Accounting Standards of the Notes to the Condensed Consolidated Financial Statements included under Item 1.

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 30, 2023.

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 June 29, 2024, 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 within the time periods specified in the SEC’s rules and forms, and the rules of the Nasdaq stock exchange.

Changes in Internal Control over Financial Reporting

On April 1, 2024, we acquired a 60% voting equity interest in TriMed Inc (“TriMed”), a global developer of solutions for the orthopedic treatment of lower and upper extremities, headquartered in Santa Clarita, California. The full integration of TriMed will extend beyond year-end and, therefore, we anticipate excluding TriMed from our annual assessment of internal control over financial reporting as of December 28, 2024, as permitted by related SEC staff interpretive guidance for newly acquired businesses.

The combination of acquisitions (including TriMed), continued acquisition integrations and systems implementation activity 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 June 29, 2024, post-acquisition integration related activities continued for our medical and dental subsidiaries acquired during prior quarters. These acquisitions, the majority of which utilize separate information and financial accounting systems, have been included in our condensed consolidated financial statements since their respective dates of acquisition.

We completed the systems implementation activities related to the integration of one of our U.S. dental subsidiaries into our existing corporate ERP system and the upgrade of an ERP system for one of our dental subsidiaries in the Netherlands. Also, we initiated systems implementation activities related to warehouse operations improvements for our France dental subsidiary. Finally, we continued systems implementation activities for two of our dental subsidiaries in the U.S. and Brazil, respectively.

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

The deficiencies in internal control over financial reporting identified as of December 30, 2023 at the application control level related to logical and user access management and segregation of duties have continued to be the subject of ongoing remediation including implementation of specific action plans and the testing / validation of control operating effectiveness, which continue to be expected to be completed prior to year-end.

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.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

For a discussion of Legal Proceedings, see Note 11–Legal Proceedings of the Notes to the Condensed Consolidated Financial Statements included under Item 1.

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 30, 2023.

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

Purchases of equity securities by the issuer

Our share repurchase program, announced on March 3, 2003, originally allowed us to repurchase up to two million shares pre-stock splits (eight million shares post-stock splits) of our common stock, which represented approximately 2.3% of the shares outstanding at the commencement of the program. Subsequent additional increases totaling $4.9 billion, authorized by our Board of Directors, to the repurchase program provide for a total of $5.0 billion (including $400 million authorized on February 8, 2023) of shares of our common stock to be repurchased under this program.

As of June 29, 2024, we had repurchased approximately $4.9 billion of common stock (92,809,239 shares) under these initiatives, with $90 million available for future common stock share repurchases.

On July 31, 2024 our Board of Directors authorized the repurchase of up to an additional $500 million in shares of our common stock.

The following table summarizes repurchases of our common stock under our stock repurchase program during the fiscal quarter ended June 29, 2024:

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)
3/31/2024 through 4/27/2024	409,607	$ 72.12	409,607	2,193,132
4/28/2024 through 6/1/2024	579,491	71.82	579,491	1,669,176
6/2/2024 through 6/29/2024	426,608	67.60	426,608	1,402,885
	1,415,706		1,415,706	

(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 based on the closing price of our common stock at that time. This table excludes shares withheld from employees to satisfy minimum tax withholding requirements for equity-based transactions.

ITEM 5. OTHER INFORMATION

On August 6, 2024, we committed to a new restructuring plan (the “2024 Plan”) to integrate recent acquisitions, right-size operations and further increase efficiencies. We expect to record restructuring charges associated with the 2024 Plan during the second half of 2024 and in 2025, however an estimate of the amount of these charges has not yet been determined. Relating to charges under the 2022 Plan, see Note 10 – Plans of Restructuring.

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ITEM 6. EXHIBITS

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.+
99.1	Amendment No. 11 dated as of May 17, 2024 to Receivables Purchase Agreement, dated as of April 17, 2013, by and among us, as servicer, HSFR, Inc., as seller, lender, as agent and the various purchaser groups from time to time party thereto.+
101.INS	Inline XBRL Instance Document - the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document+
101.SCH	Inline XBRL Taxonomy Extension Schema Document+
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document+
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document+
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document+
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document+
104	The cover page of Henry Schein, Inc.'s Quarterly Report on Form 10-Q for the quarter ended June 29, 2024, formatted in Inline XBRL (included within Exhibit 101 attachments).+

+ Filed or furnished herewith.

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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/ Ronald N. South
Ronald N. South
Senior Vice President and
Chief Financial Officer
(Authorized Signatory and Principal Financial
and Accounting Officer)

Dated: August 6, 2024

EXHIBIT 31.1

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Stanley M. Bergman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Henry Schein, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ Stanley M. Bergman
Stanley M. Bergman
Chairman and Chief Executive Officer

EXHIBIT 31.2

CERTIFICATION PURSUANT TO RULE 13a-14(a) OR 15d-14(a) OF THE SECURITIES EXCHANGE ACT OF 1934, AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Ronald N. South, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Henry Schein, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 6, 2024

/s/ Ronald N. South

Ronald N. South
Senior Vice President and
Chief Financial Officer

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO SECTION 906 OF THE
SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly report on Form 10-Q of Henry Schein, Inc. (the "Company") for the period ending June 29, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Stanley M. Bergman, the Chairman and Chief Executive Officer of the Company, and I, Ronald N. South, Senior Vice President and Chief Financial Officer of the Company, do hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, to the best of my knowledge and belief that:

(1) the Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

(2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

	/s/ Stanley M. Bergman
	Stanley M. Bergman
Dated: August 6, 2024	Chairman and Chief Executive Officer
Dated: August 6, 2024	/s/ Ronald N. South
	Ronald N. South Senior Vice President and Chief Financial Officer

This certification accompanies each Report pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and shall not, except to the extent required by the Sarbanes-Oxley Act of 2002, be deemed filed by the Company for purposes of Section 18 of the Securities Exchange Act of 1934, as amended.

A signed original of this written statement required by Section 906 of the Sarbanes-Oxley Act of 2002 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

AMENDMENT NO. 11 TO RECEIVABLES PURCHASE AGREEMENT

This AMENDMENT NO. 11 TO RECEIVABLES PURCHASE AGREEMENT, dated as of May 17, 2024 (this "Amendment"), is entered into among HSFR, INC., a Delaware corporation, as seller (the "Seller"), the PURCHASERS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchasers"), the PURCHASER AGENTS LISTED ON THE SIGNATURE PAGES HERETO (the "Purchaser Agents"), MUFG BANK, LTD. (F/K/A THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.), as agent (in such capacity, together with its successors and assigns in such capacity, the "Agent") for each Purchaser Group, and, HENRY SCHEIN, INC. ("HS"), a Delaware corporation, as initial servicer (in such capacity, the "Servicer"), and, solely with respect to Section 10, (the "Performance Guarantor").

BACKGROUND

A. The Seller, the Servicer, Purchasers, Purchaser Agents and Agent are parties to a Receivables Purchase Agreement, dated as of April 17, 2013 (as amended by that certain Omnibus Amendment No. 1, dated as of July 22, 2013, that certain Omnibus Amendment No. 2, dated as of April 21, 2014, that certain Amendment No. 1 to Receivables Purchase Agreement, dated as of September 22, 2014, that certain Amendment No. 2 to Receivables Purchase Agreement, dated as of April 17, 2015, that certain Amendment No. 3 to Receivables Purchase Agreement, dated as of June 1, 2016, that certain Amendment No. 4 to Receivables Purchase Agreement, dated as of July 6, 2017, that certain Amendment No. 5 to Receivables Purchase Agreement, dated as of March 13, 2019, that certain Amendment No. 6 to Receivables Purchase Agreement, dated as of June 22, 2020, that certain Amendment No. 7 to Receivables Purchase Agreement, dated as of October 20, 2021, that certain Amendment No. 8 to Receivables Purchase Agreement, dated as of December 15, 2022, that certain Amendment No. 9 to Receivables Purchase Agreement, dated as of December 20, 2023, that certain Amendment No. 10 to Receivables Purchase Agreement, dated as of February 23, 2024, and as further amended, restated, modified or supplemented through the date hereof, the "Receivables Purchase Agreement").

B. The parties are entering into this Amendment to amend or otherwise modify the Receivables Purchase Agreement.

AGREEMENT

1. Definitions. Capitalized terms are used in this Amendment as defined in Exhibit I to the Receivables Purchase Agreement. The rules of interpretation set forth in Appendix A to the Receivables Purchase Agreement are hereby incorporated as if fully set forth herein.

2. Amendments to Receivables Purchase Agreement. Subject to the occurrence of the Effective Date (as hereinafter defined), the Receivables Purchase Agreement is hereby amended as follows:

(a) Clauses (f)(i) and (ii) of Section 9.1 of the Receivables Purchase Agreement are hereby amended and restated to read as follows:

"(f) (i) the average of the Delinquency Ratios, computed for each of the immediately preceding three Calculation Periods, shall exceed (A) with respect to each Calculation

Period ending on or prior to May 30, 2020, 14.50%; (B) with respect to the Calculation Periods ending on June 27, 2020, August 1, 2020, August 29, 2020 and September 26, 2020, 18.50%; (C) with respect to the Calculation Period ending on October 31, 2020, 16.00%; (D) with respect to the Calculation Periods ending on March 2, 2024, March 30, 2024, April 27, 2024, June 1, 2024, June 29, 2024, August 3, 2024 and August 31, 2024, 16.50%; and (E) with respect to each Calculation Period beginning after August 31, 2024, 14.50%;

(ii) the average of the Default Ratios, computed for each of the immediately preceding three Calculation Periods, shall exceed (A) with respect to each Calculation Period ending on or prior to May 30, 2020, 2.50%; (B) with respect to the Calculation Periods ending on June 27, 2020, August 1, 2020, August 29, 2020, September 26, 2020, October 31, 2020 and November 28, 2020, 6.00%; (C) with respect to each Calculation Period beginning after November 28, 2020 and ending on or prior to November 4, 2023, 2.50%; (D) with respect to the Calculation Periods ending on December 2, 2023 and December 30, 2023, 3.50%; (E) with respect to the Calculation Periods ending on February 3, 2024, March 2, 2024 and March 30, 2024, 5.50%; (F) with respect to the Calculation Periods ending on April 27, 2024, June 1, 2024, June 29, 2024, August 3, 2024 and August 31, 2024, 4.50%; and (G) with respect to each Calculation Period beginning after August 31, 2024, 2.50%;

3. <u>Representations and Warranties</u>. Each of the Seller and Servicer hereby certifies, represents and warrants to the Agent, each Purchaser Agent and each Purchaser that on and as of the date hereof:

(a) each of its representations and warranties contained in Article V of the Receivables Purchase Agreement is true and correct, in all material respects, on and as of the date hereof; and

(b) no Termination Event or Unmatured Termination Event exists.

4. <u>Conditions to Effectiveness</u>. This Amendment shall become effective as of May 17, 2024 (the "<u>Effective Date</u>") when each Purchaser Agent shall have received counterparts of this Amendment duly executed by the other parties hereto.

5. <u>Ratification</u>. This Amendment constitutes an amendment to the Receivables Purchase Agreement. After the execution and delivery of this Amendment, all references to the Receivables Purchase Agreement in any document shall be deemed to refer to the Receivables Purchase Agreement as amended by this Amendment, unless the context otherwise requires. Except as amended above, the Receivables Purchase Agreement is hereby ratified in all respects. Except as set forth above, the execution, delivery and effectiveness of this Amendment shall not operate as an amendment or waiver of any right, power or remedy of the parties hereto under the Receivables Purchase Agreement, nor constitute an amendment or waiver of any provision of the Receivables Purchase Agreement. This Amendment shall not constitute a course of dealing among the parties hereto at variance with the Receivables Purchase Agreement such as to require further notice by any of the Agent, the Purchaser Agents or the Purchasers to require strict compliance with the terms of the Receivables Purchase Agreement in the future, as amended by this Amendment, except as expressly set forth herein. The Seller hereby acknowledges and expressly agrees that each of the Agent, the Purchaser Agents and the Purchasers reserves the right to, and does in fact, require strict compliance with all terms and provisions of the Receivables Purchase Agreement, as amended herein.

6. Counterparts. This Amendment may be executed in any number of counterparts and by different parties on separate counterparts, and each counterpart shall be deemed to be an original, and all such counterparts shall together constitute but one and the same instrument. Counterparts of this Amendment may be delivered by facsimile transmission or other electronic transmission, and such counterparts shall be as effective as if original counterparts had been physically delivered, and thereafter shall be binding on the parties hereto and their respective successors and assigns.

7. Governing Law. This Amendment shall be governed by, and construed in accordance with the law of the State of New York without regard to the principles of conflicts of law thereof (other than Sections 5-1401 and 5-1402 of the New York General Obligations Law).

8. Section Headings. The various headings of this Amendment are inserted for convenience only and shall not affect the meaning or interpretation of this Amendment, the Receivables Purchase Agreement or any other Transaction Document or any provision hereof or thereof.

9. Transaction Document. This Amendment shall constitute a Transaction Document under the Receivables Purchase Agreement.

10. Ratification of Performance Undertaking. After giving effect to this Amendment and the transactions contemplated hereby, all of the provisions of the Performance Undertaking shall remain in full force and effect and the Performance Guarantor hereby ratifies and affirms the Performance Undertaking and acknowledges that the Performance Undertaking has continued and shall continue in full force and effect in accordance with its terms.

[Signature Pages Follow]

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be duly executed by their respective officers hereunto duly authorized as of the day and year first above written.

HSFR INC.,
as Seller

By: /s/ Michael Amodio
Name: Michael Amodio
Title: Vice President and Treasurer

HENRY SCHEIN, INC.,
as Servicer

By: /s/ Michael Amodio
Name: Michael Amodio
Title: Vice President and Treasurer

Solely with respect to Section 10:

HENRY SCHEIN, INC.,
as Performance Guarantor

By: /s/ Michael Amodio
Name: Michael Amodio
Title: Vice President and Treasurer

MUFG BANK, LTD. (F/K/A THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.), as Purchaser Agent for Victory Receivables Corporation

By: /s/ Helen Ellis
Name: Helen Ellis
Title: Managing Director

VICTORY RECEIVABLES CORPORATION,
as an Uncommitted Purchaser

By: /s/ Kevin J. Corrigan
Name: Kevin J. Corrigan
Title: Vice President

MUFG BANK, LTD. (F/K/A THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.), as Related Committed Purchaser for Victory Receivables Corporation

By: /s/ Helen Ellis
Name: Helen Ellis
Title: Managing Director

MUFG BANK, LTD. (F/K/A THE BANK OF TOKYO-MITSUBISHI UFJ, LTD.),
as Agent

By: /s/ Helen Ellis
Name: Helen Ellis
Title: Managing Director

THE TORONTO DOMINION BANK,
as Purchaser Agent and the Related Committed
Purchaser for the TD Purchaser Group

By: /s/ Luna Mills
Name: Luna Mills
Title: Managing Director

GTA FUNDING LLC, as a Conduit Purchaser and
an Uncommitted Purchaser for the TD Purchaser Group

By: /s/ Kevin J. Corrigan
Name: Kevin J. Corrigan
Title: Vice President