SCHEIN HENRY INC
Form 424B3
February 14, 2005

This prospectus supplement filed pursuant to Rule 424(b)(3)

Registration No. 333-120246

PROSPECTUS SUPPLEMENT

This is a supplement, dated February 11, 2005, to the prospectus which forms a part of Amendment No. 1 to the Form S-3 Registration Statement (No. 333-120246) filed on January 14, 2005, on behalf of Henry Schein, Inc.

We originally issued the notes to which this supplement relates in a private placement on August 9, 2004. The notes were resold by the initial purchasers to qualified institutional buyers, as such term is defined by Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), in transactions exempt from registration under the Securities Act. The notes and the shares of common stock issuable upon conversion of the notes that may be offered pursuant to the prospectus and this supplement are being offered by the selling securityholders, which includes their transferees, distributees, pledgees or donees or their successors.

The following table sets forth information with respect to the selling securityholders and the principal amount of notes beneficially owned by each selling securityholder that may be offered pursuant to the prospectus and this supplement. The information contained in this supplement is based on information provided by or on behalf of the selling securityholders on or prior to February 9, 2005. The selling securityholders may offer all, some or none of the notes or the common stock into which the notes are convertible. Because the selling securityholders may offer all or some portion of the notes or the common stock, we cannot estimate the amount of the notes or the common stock that will be held by the selling securityholders upon termination of any of these sales. In addition, the selling securityholders identified below may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which they provided the information regarding their notes in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this supplement is $240.0 million, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this prospectus is a part. The percentage of notes outstanding beneficially owned by each selling securityholder is based on $240.0 million aggregate principal amount of notes outstanding.

The number of shares of common stock issuable upon conversion of the notes shown in the table below assumes conversion of the full amount of notes held by each selling securityholder at the current conversion rate of 10.7898 shares per $1,000 principal amount of notes and a cash payment in lieu of any fractional shares. This conversion price is subject to adjustment in certain events. Accordingly, the number of conversion shares may increase or decrease from time to time. No selling securityholder named in the table below beneficially owns one percent or more of our common stock, based on 43,325,214 shares of common stock outstanding on December 25, 2004. Information concerning other selling securityholders will be set forth in supplements to the prospectus, or if appropriate, post-effective amendments to the

Registration Statement of which the prospectus is a part, from time to time, if required. The number of shares of common stock owned by the other selling securityholders or any future transfers from any such holder assumes that they do not beneficially own any common stock other than common stock into which the notes are convertible.

SELLING SECURITY HOLDER	PRINCIPAL AMOUNT OF NOTES BENEFICIALLY OWNED AND OFFERED HEREBY (1)	PERCENTAGE OF NOTES OUTSTANDING
Acuity Master Fund, Ltd. (2)	$ 2,880,000	1.20%
Allstate Insurance Company (c)(d)(3)	$ 4,500,000	1.88%
Allstate Life Insurance Company (c)(d)(3)	$ 2,000000	*
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. (4)	$ 5,420,000	2.26%
Argent Classic Convertible Arbitrage Fund L.P. (5)	$ 980,000	*
Argent Classic Convertible Arbitrage Fund II, L.P. (5)	$ 120,000	*
BNP Paribas Equity Strategies, SNC (c)(6)	$ 1,215,000	*
BP Amoco PLC Master Trust (7)	$ 560,000	*
Barclays Global Investors Diversified Alpha Plus Funds (8)	$ 222,000	*
Calamos(R) Market Neutral Fund - Calamos(R) Investment Trust (9)	$ 14,000,000	5.83%
Canadian Imperial Holdings Inc. (c)	$ 9,000,000	3.75%
Celebrity IAM Ltd. (10)	$ 2,800,000	1.17%
Chrysler Corporation Master Retirement Trust (c)(e)(11)	$ 2,980,000	1.24%
Citadel Credit Trading Ltd. (c)(d)(12)	$ 1,720,000	*
Citadel Equity Fund Ltd. (c)(d)(13)	$ 19,780,000	8.24%
Coda Capital Management, LLC (a)	$ 200,000	*
Coda Capital ND Portfolio (a)	$ 100,000	*
Coda-KHPE Convertible Portfolio (a)	$ 350,000	*
Consulting Group Capital Markets Fund (7)	$ 150,000	*
Consulting Group Capital Markets Funds (9)	$ 1,650,000	*
Convertible Securities Fund	$ 20,000	*
CooperNeff Convertible Strategies (Cayman) Master Fund, LP (6)	$ 1,017,000	*
DaimlerChrysler Corp Emp. #1 Pension Plan dtd 4/1/89 (d)(14)	$ 3,160,000	1.32%
Delta Air Lines Master Trust - CV (c)(e)(11)	$ 535,000	*
Delta Pilots Disability & Survivorship Trust - CV (c)(e)(11)	$ 295,000	*
Descartes Offshore Ltd. (10)	$ 4,900,000	2.04%
Descartes Partners L.P. (15)	$ 1,800,000	*
F.M. Kirby Foundation, Inc. (c)(e)(11)	$ 445,000	*
Forest Fulcrum Fund LP (b)(8)	$ 231,000	*
Forest Global Convertible Fund, Ltd., Class A-5 (8)	$ 678,000	*
Forest Multi-Strategy Master Fund SPC, on behalf of its Multi-Strategy Segregated Portfolio (8)	$ 522,000	*
Franklin and Marshall College (d)(14)	$ 180,000	*

FrontPoint Convertible Arbitrage Fund, L.P. (16)	$	5,000,000	2.08%
Gartmore Convertible Fund (a)	$	450,000	*
Grace Convertible Arbitrage Fund, Ltd. (17)	$	5,000,000	2.08%
HFR CA Global Opportunity Master Trust (8)	$	138,000	*

HFR RVA Select Performance Master Trust (8)	$	87,000	*
Hotel Union & Hotel Industry of Hawaii Pension Plan (7)	$	150,000	*
ING Convertible Fund (18)	$	2,900,000	1.21%
ING VP Convertible Portfolio (18)	$	130,000	*
Institutional Benchmarks Master Fund Ltd. (7)	$	632,000	*
Institutional Benchmarks Master Fund Ltd. (d)(19)	$	2,000,000	*
International Truck & Engine Corporation Non-Contributory Retirement Plan Trust (c)(e)(11)	$	340,000	*
International Truck & Engine Corporation Retiree Health Benefit Trust (c)(e)(11)	$	135,000	*
International Truck & Engine Corporation Retirement Plan for Salaried Employees Trust (c)(e)(11)	$	325,000	*
JP Morgan Securities Inc. (a)(b)(20)	$	2,464,000	1.03%
LLT Limited (21)	$	117,000	*
Laurel Ridge Capital, LP	$	2,000,000	*
Lehman Brothers Inc. (a)(b)(22)	$	20,848,000	8.69%
Lyxor/Convertible Arbitrage Fund Limited (6)	$	192,000	*
Lyxor/Forest Fund Limited (8)	$	513,000	*
Maryland State Retirement Agency (d)(23)	$	3,083,000	1.28%
McMahan Securities Co. L.P. (a)(b)	$	2,500,000	1.04%
Microsoft Corporation (a)(c)(e)	$	205,000	*
Motion Picture Industry Health Plan - Active (c)(e)(11)	$	60,000	*
Motion Picture Industry Health Plan - Retiree (c)(e)(11)	$	40,000	*
Nations Convertible Securities Fund	$	3,980,000	1.66%
OCM Convertible Trust (c)(e)(11)	$	440,000	*
OCM Global Convertible Securities Fund (c)(e)(11)	$	110,000	*
Partner Reinsurance Company Ltd. (c)(e)(11)	$	245,000	*
Polaris Vega Fund L.P. (24)	$	2,250,000	*
Qwest Occupational Health Trust (c)(e)(11)	$	90,000	*
Royal Bank of Canada (a)(c)	$	4,000,000	1.67%
S.A.C. Arbitrage Fund, LLC (25)	$	4,000,000	1.67%
SG Americas Securities, LLC (a)(b)	$	108,000	*
SSI Blended Market Neutral L.P. (7)	$	209,000	*
SSI Hedged Convertible Market Neutral L.P. (7)	$	300,000	*
San Diego County Employee Retirement Association (d)(19)	$	2,500,000	1.04%
Singlehedge US Convertible Arbitrage Fund (6)	$	327,000	*
Sphinx Convertible Arb Fund SPC (7)	$	474,000	*
Sphinx Convertible Arbitrage SPC (8)	$	183,000	*
State Employees' Retirement Fund of the State of Delaware (c)(e)(11)	$	725,000	*
State Street Bank Custodian for GE Pension Trust (d)(14)	$	1,270,000	*
Sturgeon Limited (26)	$	249,000	*
Sunrise Partners Limited Partnership (c)(27)	$	4,750,000	1.98%
SuttonBrook Capital Portfolio, LP (28)	$	15,000,000	6.25%

The City of Southfield (7)	$	22,000	*
The Estate of James Campbell 03394 (7)	$	50,000	*
The Estate of James Campbell 08968 (7)	$	30,000	*

The Estate of James Campbell 11222 (7)	$	411,000	*
UBS AG London F/B/O HFS (29)	$	5,000,000	2.08%
UBS AG London Branch (c)(d)(30)	$	20,000,000	8.33%
UnumProvident Corporation (a)(c)(e)	$	280,000	*
Viacom Inc. Pension Plan Master Trust (7)	$	12,000	*
Vicis Capital Master Fund (31)	$	6,000,000	2.50%
Xavex Convertible Arbitrage 4 Fund (8)	$	51,000	*
Xavex Convertible Arbitrage 10 Fund (32)	$	480,000	*
Zazove Convertible Arbitrage Fund, L.P. (a)(d)(33)	$	8,500,000	3.54%
Zazove Hedged Convertible Fund, L.P. (d)(33)	$	2,500,000	1.04%
Zazove Income Fund, L.P. (d)(33)	$	1,000,000	*
Zurich Institutional Benchmarks Master Fund Ltd. (8)	$	258,000	*

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* Represents less than 1%

a) This selling securityholder is an SEC-reporting company.

b) This selling securityholder is a broker-dealer.

c) This selling securityholder is an affiliate of a broker-dealer.

d) New selling securityholder.

e) Represents an updated principal amount.

1) Selling securityholders may have sold, transferred or otherwise disposed of all or a portion of their notes, or acquired additional notes, since the date on which we were provided with the information regarding their notes (as described above) in transactions exempt from the registration requirements of the Securities Act. Accordingly, the information provided here for any particular securityholder may understate or overstate, as the case may be, such securityholder's current ownership. The aggregate principal amount of notes outstanding as of the date of this supplement is $240.0 million, which is the aggregate principal amount of notes registered pursuant to the Registration Statement of which this prospectus is a part.

2) Howard Needle and David J. Harris have voting and dispositive power over the registrable securities held by this selling securityholder.

3) The Allstate Corporation, a NYSE listed company, has voting and dispositive power over the registrable securities held by this selling securityholder.

4) Argent Financial Group (Bermuda), Ltd., Nathanial Brown and Robert Richardson have voting and dispositive power over the registrable securities held by this selling securityholder.

5) Argent Management Company, LLC, Nathanial Brown and Robert Richardson have voting and dispositive power over the registrable securities held by this selling securityholder.

6) Christian Menestrier, the chief executive officer of CooperNeff Advisors, Inc., has sole voting and dispositive power over the registrable securities held by this selling securityholder.

7) John Gottfurcht, George Douglas and Amy Jo Gottfurcht have voting and dispositive power over the registrable securities held by this selling securityholder.

8) Forest Investment Management LLC has sole voting and dispositive power over the registrable securities held by this selling securityholder. Forest Investment Management LLC is wholly owned by Forest Partners II LP. Michael A. Boyd Inc. is the General Partner of Forest Partners II LP, and Michael A. Boyd is the sole owner of Michael A. Boyd Inc.

9) Nick Calamos has sole voting and dispositive power over the registrable securities held by this selling securityholder.

10) Descartes Capital LLC, the Investment Advisor to this selling securityholder, has sole voting and dispositive power over the registrable securities held by this selling securityholder.

11) Oaktree Capital Management LLC is the investment manager of the selling securityholder with respect to the aggregate principal amount of the notes. It does not own any equity interest in the selling securityholder but has voting and dispositive power over the aggregate principal amount of the notes. Lawrence Keele is a principal of Oaktree Capital Management LLC and is the portfolio manager for the selling securityholder. Mr. Keele, Oaktree Capital Management LLC and all employees and members of Oaktree Capital Management LLC disclaim beneficial ownership of the notes, except for their pecuniary interest therein.

12) Citadel Limited Partnership is the trading manager of Citadel Credit Trading Ltd. and consequently has investment discretion over securities held by Citadel Credit Trading Ltd. Citadel Limited Partnership disclaims beneficial ownership of the shares beneficially owned by Citadel Credit Trading Ltd. Kenneth C. Griffin indirectly controls Citadel Limited Partnership and therefore has ultimate investment discretion over securities held by Citadel Credit Trading Ltd. Mr. Griffin disclaims beneficial ownership of the shares held by Citadel Credit Trading Ltd.

13) Citadel Limited Partnership is the trading manager of Citadel Equity Fund Ltd. and consequently has investment discretion over securities held by Citadel Equity Fund Ltd. Citadel Limited Partnership disclaims beneficial ownership of the shares beneficially owned by Citadel Equity Fund Ltd. Kenneth C. Griffin indirectly controls Citadel Limited Partnership and therefore has ultimate investment discretion over securities held by Citadel Equity Fund Ltd. Mr. Griffin disclaims beneficial ownership of the shares held by Citadel Equity Fund Ltd.

14) Jack Feiler, the chief investment officer of Palisade Capital Management, L.L.C., has sole voting and dispositive power over the registrable securities held by this selling securityholder.

15) Descartes Capital LLC, the General Partner of this selling securityholder, has sole voting and dispositive power over the registrable securities held

by this selling securityholder.

16) FrontPoint Convertible Arbitrage Fund GP, LLC is the general partner of FrontPoint Convertible Arbitrage Fund, L.P. FrontPoint Partners LLC is the managing member of FrontPoint Convertible Arbitrage Fund GP, LLC and as such, has voting and dispositive power over the securities held by the fund. Philip Duff, W. Gillespie Caffray and Paul Ghaffari are members of the board of managers of FrontPoint Partners LLC and are the sole members of its management committee. Mr. Duff, Mr. Caffray and Mr. Ghaffari and FrontPoint Partners LLC and FrontPoint Convertible Arbitrage Fund GP, LLC each disclaim beneficial ownership of the securities held by the fund except for their pecuniary interest therein.

17) Bradford Whitmore and Michael Brailov have voting and dispositive power over the registrable securities held by this selling securityholder.

18) Anu Sahai has sole voting and dispositive power over the registrable securities held by this selling securityholder.

19) Zazove Associates, LLC, a registered investment advisor, has discretionary authority over the registrable securities held by this selling securityholder.

20) JP Morgan Securities Inc. acted as joint book runner for Henry Schein, Inc., in connection with the original sale of the notes pursuant to Rule 144A under the Securities Act.

21) Forest Investment Management LP has sole voting control and shared investment control over the registrable securities held by this selling securityholder. Forest Investment Management LP is wholly owned by Forest Partners II, the sole General Partner of which is Michael A. Boyd Inc., which is solely owned by Michael A. Boyd.

22) Lehman Brothers Inc. acted as joint book runner for Henry Schein, Inc., in connection with the original sale of the notes pursuant to Rule 144A under the Securities Act.

23) Pacific Investment Management Company has sole voting and dispositive power over the registrable securities held by this selling securityholder.

24) Gregory R. Levinson has sole voting and dispositive power over the registrable securities held by this selling securityholder.

25) Pursuant to investment agreements, each of S.A.C. Capital Advisors, LLC, and S.A.C. Capital Management, LLC, share all investment and voting power with respect to the securities held by S.A.C. Arbitrage Fund, LLC. Steven A. Cohen controls both S.A.C. Capital Advisors, LLC, and S.A.C. Capital Management, LLC. Each of S.A.C. Capital Advisors, LLC, S.A.C. Capital Management, LLC, and Mr. Cohen disclaim beneficial ownership of any of the notes.

26) CooperNeff Advisors, Inc., has sole investment control and shared voting control over the registrable securities held by this selling securityholder. Christian Menestrier is the chief executive officer of CooperNeff Advisors, Inc.

27) S. Donald Sussman has sole voting and dispositive power over the registrable securities held by this selling securityholder.

28) SuttonBrook Capital Management LP, a registered investment advisor, has sole voting and dispositive power over the registrable securities held by this selling securityholder.

29) Dominic Lynch has sole voting and dispositive power over the registrable securities held by this selling securityholder.

30) UBS AG has sole voting and dispositive power over the registrable securities held by this selling securityholder.

31) John Succo, Shad Stastney and Sky Lucas have voting and dispositive power over the registrable securities held by this selling securityholder.

32) Argent International Management Company, LLC, Nathanial Brown and Robert Richardson have voting and dispositive power over the registrable securities held by this selling securityholder.

33) Zazove Associates, LLC, the General Partner of this selling securityholder, has sole voting and dispositive power over the registrable securities held by this selling securityholder.

None of the selling securityholders or any of their affiliates, officers, directors or principal equity holders has held any position or office or has had any material relationship with us within the past three years.

The initial purchasers purchased all of the notes from us in a private transaction on August 9, 2004. All of the notes were "restricted securities" under the Securities Act prior to the registration. The selling securityholders have represented to us that they purchased the notes for their own account for investment only and not with a view toward selling or distributing them, except pursuant to sales registered under the Securities Act or exempt from such registration.