

<b>OMB APPROVAL</b>	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>McNamara Edward</u>			2. Issuer Name and Ticker or Trading Symbol <u>COVETRUS, INC. [ CVET ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>10/13/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
7 CUSTOM HOUSE STREET			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	PORTLAND ME 04101							
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/13/2022		D		31,807	D	\$0 <sup>(1)</sup>	0	D	

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	(2)	10/13/2022		D			14,638	(3)	(3)	Common Stock	14,638	\$0	0	D	
Employee Stock Option (right to buy)	\$8.6	10/13/2022		D			58,486	(4)	02/12/2028	Common Stock	58,486	\$0	0	D	
Employee Stock Option (right to buy)	\$5.34	10/13/2022		D			18,949	(4)	02/08/2027	Common Stock	18,949	\$0	0	D	

**Explanation of Responses:**

- In connection with the merger of Corgi Merger Sub, Inc. ("Merger Sub") with and into the Issuer (the "Merger") pursuant to that certain Agreement and Plan of Merger, dated as of May 24, 2022, as amended from time to time, by and among the Issuer, Corgi Bidco, Inc. and Merger Sub, Inc. ("Merger Agreement"), shares of common stock, par value \$0.01 per share, of the Issuer (the "Shares" and each a "Share"), were converted into the right to receive \$21.00 per Share in cash, without interest (the "Merger Consideration").
- Each Restricted Stock Unit ("RSU") represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- Pursuant to the Merger Agreement, outstanding RSUs vested (to the extent unvested) and were terminated and cancelled in exchange for the right to receive a lump sum cash payment equal to (x) the number of Shares underlying such RSUs immediately prior to the effective time of the Merger, multiplied by (y) the Merger Consideration.
- Pursuant to the Merger Agreement, outstanding options were terminated and cancelled in exchange for the right to receive a lump sum cash payment equal to (x) the number of Shares underlying such options immediately prior to the effective time of the Merger, multiplied by (y) the Merger Consideration minus the applicable exercise price.

**Remarks:**

/s/ Margaret B. Pritchard, as attorney-in-fact for Edward M. McNamara 10/13/2022

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.