

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

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

1. Name and Address of Reporting Person* <u>Cooke Russell</u> (Last) (First) (Middle) 7 CUSTOM HOUSE STREET (Street) PORTLAND ME 04101 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>COVETRUS, INC. [CVET]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) See Remarks
	3. Date of Earliest Transaction (Month/Day/Year) 02/27/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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	02/27/2019		A		2,349 ⁽¹⁾	A	\$0.00	2,680	D	
Common Stock	02/27/2019		A		2,481 ⁽²⁾	A	\$0.00	5,161	D	
Common Stock	02/27/2019		A		2,477 ⁽³⁾	A	\$0.00	7,638	D	
Common Stock	02/27/2019		A		1,684 ⁽⁴⁾	A	\$0.00	9,322	D	
Common Stock	02/27/2019		A		2,108 ⁽⁵⁾	A	\$0.00	11,430	D	
Common Stock	02/27/2019		A		2,762 ⁽⁶⁾	A	\$0.00	14,192	D	
Common Stock	02/27/2019		A		2,552 ⁽⁷⁾	A	\$0.00	16,744	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	(8)	02/27/2019		A		5,004		(9)	(9)	Common Stock	5,004	\$0.00	5,004	D	
Employee Stock Option (Right to Buy)	\$37.47	02/27/2019		A		14,765		(10)	02/27/2029	Common Stock	14,765	\$0.00	14,765	D	

Explanation of Responses:

- Represents shares of restricted stock granted to the Reporting Person pursuant to the Employee Matters Agreement, dated as of April 20, 2018, by and among Henry Schein, Inc., Direct Vet Marketing, Inc. (d/b/a Vets First Choice), and Covetrus (the "Employee Matters Agreement"). Subject to the Reporting Person's continuous service as an employee of the Issuer, such shares will vest on March 3, 2019.
- Represents shares of restricted stock granted to the Reporting Person pursuant to the Employee Matters Agreement. Subject to the Reporting Person's continuous service as an employee of the Issuer, such shares will vest on March 4, 2020.
- Represents shares of restricted stock granted to the Reporting Person pursuant to the Employee Matters Agreement. Subject to the Reporting Person's continuous service as an employee of the Issuer, such shares will vest on March 6, 2021.
- Represents shares of restricted stock granted to the Reporting Person pursuant to the Employee Matters Agreement. Subject to the Reporting Person's continuous service as an employee of the Issuer, such shares will vest on March 4, 2019.
- Represents shares of restricted stock granted to the Reporting Person pursuant to the Employee Matters Agreement. Subject to the Reporting Person's continuous service as an employee of the Issuer, such shares will vest on March 6, 2020.

- 6. Represents shares issuable upon settlement of Restricted Stock Units ("RSUs") granted to the Reporting Person pursuant to the Employee Matters Agreement. Each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the Reporting Person's continuous service as an officer of the Issuer, 100% of the RSUs will vest on March 2, 2022.
- 7. Represents shares issuable upon settlement of RSUs granted to the Reporting Person pursuant to the Employee Matters Agreement. Each RSU represents a contingent right to receive one share of the Issuer's common stock. Subject to the Reporting Person's continuous service as an officer of the Issuer, 100% of the RSUs will vest on March 2, 2021.
- 8. Each RSU represents a contingent right to receive one share of the Issuer's common stock or the cash value thereof.
- 9. Subject to the Reporting Person's continuous service as an employee of the Issuer, the RSUs will vest in three equal annual installments beginning on February 27, 2020.
- 10. The stock options were granted on February 27, 2019. The stock options vest and become exercisable in three equal annual installments beginning on February 27, 2020.

Remarks:

Senior Vice President and Operational Chief Financial Officer

/s/ Erin Powers Brennan, as
attorney-in-fact for Russell 03/01/2019
Cooke

** 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.

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