

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>Ludlow Timothy</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) 05/17/2019	
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	05/17/2019		M		11,498	A	\$5.67	134,239	D	
Common Stock	05/17/2019		S		11,498	D	\$27.8739 <sup>(1)</sup>	122,741	D	
Common Stock	05/17/2019		S		70,000	D	\$28.0344 <sup>(2)</sup>	52,741	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
Employee Stock Option (right to buy)	\$5.67	05/17/2019		M		11,498		(3)	06/09/2027	Common Stock	11,498	\$0	2,010	D	
Employee Stock Option (right to buy) <sup>(4)</sup>	\$0.37							(5)	04/15/2025	Common Stock	73,644		73,644	D	
Employee Stock Option (right to buy) <sup>(4)</sup>	\$5.67							(6)	06/09/2027	Common Stock	58,443		58,443	D	
Employee Stock Option (right to buy) <sup>(4)</sup>	\$37.47							(7)	02/27/2029	Common Stock	23,624		23,624	D	
Restricted Stock Units <sup>(4)</sup>	(8)							(9)	(9)	Common Stock	8,006		8,006	D	

**Explanation of Responses:**

1. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$27.44 - \$28.00. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

2. Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$27.44 - \$28.39. The reporting person hereby undertakes, upon request by the Commission staff, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
3. The stock options were granted on June 9, 2017. As of May 21, 2019, the stock options are vested and exercisable as to 12,031 shares and thereafter shall vest and become exercisable as to 1,163 shares on December 9, 2019, and as to 314 shares on December 9, 2020. This disclosure supersedes the disclosure on the Form 3 filed on February 19, 2019 by the Reporting Person.
4. No transaction is being reported on this line. Reported on a previously filed Form 3 or Form 4.
5. The stock options were granted on April 15, 2015. The stock options vested and became exercisable as to 25% of the total shares on April 15, 2016 and thereafter, vest and become exercisable in 36 successive, equal monthly installments.
6. The stock options were granted on June 9, 2017. The stock options vested and became exercisable as to 25% of the total shares on June 9, 2018 and thereafter, vest and become exercisable in 36 successive, equal monthly installments.
7. 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.
8. Each restricted stock unit ("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.

**Remarks:**

Senior Vice President and Chief Transformation Officer

/s/ Erin Powers Brennan, as  
attorney-in-fact for Timothy  
Ludlow      05/21/2019

\*\* 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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