

SELECT MEDICAL HOLDINGS CORP  
Form 8-K  
May 02, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **April 29, 2014**

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**SELECT MEDICAL HOLDINGS CORPORATION**  
**SELECT MEDICAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**  
(State or other jurisdiction of  
Incorporation)

**001-34465**  
**001-31441**  
(Commission File  
Number)

**20-1764048**  
**23-2872718**  
(I.R.S. Employer  
Identification No.)

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4714 Gettysburg Road, P.O. Box 2034

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**Mechanicsburg, PA 17055**

(Address of principal executive offices) (Zip Code)

**(717) 972-1100**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.02 Results of Operations and Financial Condition.**

On May 1, 2014, Select Medical Holdings Corporation (the Company) issued a press release announcing its financial results for its first quarter ended March 31, 2014. A copy of that press release and the attached financial schedules are attached as Exhibit 99.1 to this report and incorporated herein by reference.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 2.02 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

The annual meeting of stockholders (the Annual Meeting) of the Company was held on April 29, 2014. At the Annual Meeting, the Company's stockholders approved three proposals. The proposals below are described in the Company's definitive proxy statement dated March 5, 2014. The results are as follows:

Proposal 1: The Election of Three Class II Directors to the Board of Directors

| Name               | Votes For   | Votes Withheld | Abstentions | Broker Non-Votes |
|--------------------|-------------|----------------|-------------|------------------|
| Bryan C. Cressey   | 122,548,801 | 5,147,252      | 0           | 5,333,511        |
| Robert A. Ortenzio | 120,565,497 | 7,130,556      | 0           | 5,333,511        |
| Leopold Swergold   | 109,495,371 | 18,200,682     | 0           | 5,333,511        |

Proposal 2: Non-Binding Advisory Vote on the Compensation of the Company's Named Executive Officers

|             |           |         |           |
|-------------|-----------|---------|-----------|
| 121,303,056 | 5,799,209 | 593,788 | 5,333,511 |
|-------------|-----------|---------|-----------|

Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2014

|             |         |         |   |
|-------------|---------|---------|---|
| 132,128,536 | 454,679 | 446,349 | 0 |
|-------------|---------|---------|---|

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| Exhibit Number | Description                                                                                                |
|----------------|------------------------------------------------------------------------------------------------------------|
| 99.1           | Press Release, dated May 1, 2014, announcing financial results for the first quarter ended March 31, 2014. |

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

SELECT MEDICAL HOLDINGS CORPORATION  
SELECT MEDICAL CORPORATION

Date: May 2, 2014

By:

/s/ Michael E. Tarvin  
Michael E. Tarvin  
Executive Vice President, General Counsel and  
Secretary

EXHIBIT INDEX

| <b>Exhibit Number</b> | <b>Description</b>                                                                                         |
|-----------------------|------------------------------------------------------------------------------------------------------------|
| 99.1                  | Press Release, dated May 1, 2014, announcing financial results for the first quarter ended March 31, 2014. |