

Emerging growth

company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 7.01 Regulation FD Disclosure.

The Company's Letter to Shareholders ("Shareholder Letter"), which will be mailed to the Company's shareholders on or about April 9, 2018 with its Proxy Statement for the Annual Meeting to be held on May 22, 2018 and Annual Report on Form 10-K for the year ended December 31, 2017, is attached as Exhibit 99.1.

Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filings by the Company under such Act or the Securities Act of 1933, as amended.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

| Exhibits | Description of Exhibits |
|----------|-------------------------|
| (a) | None. |
| (b) | None. |
| (c) | Exhibits |

| Exhibits | Description of Exhibits |
|-------------|---|
| <u>99.1</u> | <u>2017 Letter to Shareholders dated April 5, 2018</u> ** |

** Furnished herewith.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

U.S. PHYSICAL THERAPY, INC.

Dated: April 5, 2018 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)

INDEX TO EXHIBITS

| <u>EXHIBIT</u> | <u>DESCRIPTION OF EXHIBIT</u> |
|----------------|------------------------------------|
| <u>99.1</u> | <u>2017 Letter to Shareholders</u> |