

SELECT MEDICAL CORP

Form 8-K

January 26, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**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): January 25, 2005**

**SELECT MEDICAL CORPORATION**  
(Exact name of registrant as specified in its charter)

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

**000-32499**  
(Commission File  
Number)

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

4716 Old Gettysburg Road, P.O. Box 2034, 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 7.01 Regulation FD Disclosure

Item 9.01 Financial Statements and Exhibits

SIGNATURE

EXHIBIT INDEX

Select Medical Corporation Press Release, dated January 25, 2005.

Certain information which may be disclosed to prospective purchasers of the senior subordinated notes not previously publicly reported.

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**Item 7.01 Regulation FD Disclosure**

Select Medical Corporation (the Company) issued a press release on January 25, 2005, announcing its intention to issue up to \$660 million in aggregate principal amount of senior subordinated notes due 2015. The Company stated that it intends to use the net proceeds of the offering to provide a portion of the funds necessary to finance the Company's previously announced merger with an affiliate of Welsh, Carson, Anderson & Stowe IX, L.P., refinance existing indebtedness and pay related fees and expenses. A copy of the press release is filed as Exhibit 99.1 to this report and incorporated herein by reference.

In connection with the issuance of the senior subordinated notes, the Company expects to disclose to prospective purchasers certain information that has not been previously publicly reported. A copy of such information is attached as Exhibit 99.2 to this report and incorporated herein by reference.

In accordance with general instruction B.2 of Form 8-K, the information in this report is furnished and shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise subject to the liability of that Section.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

Exhibit No.	Description
99.1	Select Medical Corporation Press Release, dated January 25, 2005.
99.2	Certain information which may be disclosed to prospective purchasers of the senior subordinated notes not previously publicly reported.

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**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, thereunto duly authorized.

SELECT MEDICAL CORPORATION

Date: January 25, 2005

By: /s/ Michael E. Tarvin  
Michael E. Tarvin  
Senior Vice President, General Counsel  
and Secretary

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