### SELECT MEDICAL HOLDINGS CORP

Form 4

October 02, 2009

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

0.5

Check this box if no longer

subject to Section 16. STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

January 31, Expires: 2005 Estimated average

**OMB APPROVAL** 

Form 4 or Form 5 obligations

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

burden hours per response...

may continue. See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* RATHER JONATHAN M

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

SELECT MEDICAL HOLDINGS CORP [SEM]

(Last)

(City)

(First)

(Middle)

3. Date of Earliest Transaction

Director X 10% Owner Officer (give title

(Check all applicable)

(Month/Day/Year)

09/30/2009

below)

Other (specify

C/O WELSH, CARSON, ANDERSON & STOWE, 320 PARK

**AVENUE, SUITE 2500** 

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

(Street)

(State)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10022

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

(Zip)

Execution Date, if

(Month/Day/Year)

3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 5. Amount of Securities Beneficially Owned Following

Ownership Form: Direct (D) or Indirect

(I)

Indirect Beneficial Ownership (Instr. 4)

7. Nature of

(A) or Code V Amount (D)

Transaction(s) (Instr. 4) (Instr. 3 and 4)

Reported

Common 09/30/2009 Stock

 $\mathbf{C}$ 34,893,003

(1) 59,150,158 Α

Price

Carson, Anderson & Stowe IX, L.P.  $^{(2)}$ 

By Welsh,

Common 09/30/2009 Stock

 $\mathbf{C}$ 

1,563,595

(1) 2,650,586 By WCAS Capital Partners IV,

L.P. (2)

09/30/2009

 $\mathbf{C}$ 8,148 (1)

A

13,812

 $D^{(3)}$ 

Ι

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Common Stock

By WCAS Common Management 09/30/2009 C 6,473 A (1) 10,973 I Stock Corporation (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 on 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Participating Preferred Stock	(1)	09/30/2009		С		12,023,373	<u>(1)</u>	<u>(1)</u>	Common Stock	34,8
Participating Preferred Stock	<u>(1)</u>	09/30/2009		С		538,781	<u>(1)</u>	<u>(1)</u>	Common Stock	1,50
Participating Preferred Stock	(1)	09/30/2009		C		2,808	<u>(1)</u>	<u>(1)</u>	Common Stock	8
Participating Preferred Stock	(1)	09/30/2009		C		2,230	<u>(1)</u>	<u>(1)</u>	Common Stock	6

# **Reporting Owners**

Reporting Owner Name / Address		Relationships					
• 0	Director	10% Owner	Officer	Other			
		Y					

2 Reporting Owners

Dolotionshin

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RATHER JONATHAN M C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

## **Signatures**

/s/David Mintz, Attorney-in-Fact

10/02/2009

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* 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).
- Upon consummation of the Issuer's initial public offering, each share of Participating Preferred Stock automatically converted into the number of shares of Common Stock determined by (a) dividing the accreted value of such share of Participating Preferred Stock by the net price per share received by the Issuer in the initial public offering and (b) adding .30 shares of Common Stock for each share of Participating Preferred Stock owned.
  - The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe IX, L.P. and WCAS Capital Partners IV, L.P. and the sole controlling stockholder of WCAS Management Corporation. Pursuant to Instruction
- (2) (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.
- (3) Shares held in the Reporting Person's IRA account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Signatures 3