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SELECT MEDICAL HOLDINGS CORP Form 4 August 26, 2013 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Donovan Michael Issuer Symbol SELECT MEDICAL HOLDINGS (Check all applicable) CORP [SEM] (Last) (First) (Middle) 3. Date of Earliest Transaction Director X__ 10% Owner Other (specify Officer (give title (Month/Day/Year) below) below) C/O WELSH, CARSON, 08/22/2013 **ANDERSON AND STOWE, 320** PARK AVENUE, SUITE 2500 (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting NEW YORK, NY 10022 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of 6. Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial anv (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership or Indirect Following (Instr. 4) Reported (\mathbf{I}) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V Price Amount (D) By Welsh, Carson, Common 08/22/2013 **J**(1) 5,742,665 D (1) 34,265,277 Ι Anderson Stock & Stowe IX, L.P. (2) By WCAS Common Capital 08/22/2013 **J**(1) 257,335 D (1) 1,535,467 I Partners Stock IV, L.P. (2) **J**(1) (1) 08/22/2013 118 A 949 D

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Common Stock

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

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 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	3. Transaction Date (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. of Of Derivative Securities		ate	7. Title Amount Underly Securitie (Instr. 3	t of ying les	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne
	Security			Acquired (A) or						Follo Repo
				Disposed of (D)						Trans (Instr
				(Instr. 3, 4, and 5)						(mou
				r, and 5)			A	Amount		
					Date Exercisable	Expiration Date	Title N	or Number of		
			Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Add	Relationships						
	Director	10% Owner	Officer	Othe			
Donovan Michael C/O WELSH, CARSON, ANDERSON 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022		Х					
Signatures							
/s/David Mintz, Attorney-in-Fact	08/22/2013						

Date

<u>**</u>Signature of Reporting Person

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).
- (1) In kind distribution of shares by Welsh, Carson, Anderson & Stowe IX, L.P. and WCAS Capital Partners IV, L.P. pro rata to their respective partners.
- (2) 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. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly

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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.

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.