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SELECT MEDICAL HOLDINGS CORP

Form 4

November 14, 2013

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

OMB Number:

3235-0287

2005

0.5

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

OMB APPROVAL

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response...

Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * WELSH CARSON ANDERSON & STOWE IX LP

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

below)

SELECT MEDICAL HOLDINGS CORP [SEM]

(Check all applicable)

(Last)

(City)

(First)

(Street)

(State)

(Middle)

(Zip)

3. Date of Earliest Transaction (Month/Day/Year)

Director X 10% Owner _ Other (specify Officer (give title

11/12/2013

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)

Filed(Month/Day/Year)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

Person

NEW YORK, NY 10022

| (City) | (State) | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | |
|--------------------------------------|--------------------------------------|--|---|---------------------------------------|--------|--------------------------|--|---|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securitie (A) or Disp (Instr. 3, 4 | osed c | of (D) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock | 11/12/2013 | | S | 111,675 | D | \$ 8.41 (1) | 34,153,602 | D (2) (3) (4) | |
| Common Stock | 11/13/2013 | | S | 98,050 | D | \$ 8.5 (5) | 34,055,552 | D (2) (3) (4) | |
| Common Stock | 11/14/2013 | | S | 146,147 | D | \$ 8.54 <u>(6)</u> | 33,909,405 | D (2) (3) (4) | |

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

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SEC 1474 (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) | Conversion or Exercise Price of | 3. Transaction Date (Month/Day/Year) | 4. Transactic Code (Instr. 8) | of Derivative | | ate | Secur | int of rlying ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|---|---------------------------------------|---|--|------------------------|---------------------|-----------------|---------|---------------------------|---|---------------------------------|
| | Derivative Security | | | Securities Acquired | | | (Instr. | . 3 and 4) | | Owne Follo |
| | | | | (A) or | | | | | | Repo |
| | | | | Disposed of (D) | | | | | | Trans (Instr |
| | | | | (Instr. 3, | | | | | | (IIIsti |
| | | | | 4, and 5) | | | | | | |
| | | | | | | | | Amount | | |
| | | | | | Date Exercisable | Expiration Date | Title | or Number of | | |
| | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | | |
|---|----------|---------------|---------|-------|--|--|--|--|
| Reporting Owner Numer Paddress | Director | 10% Owner | Officer | Other | | | | |
| WELSH CARSON ANDERSON & STOWE IX LP C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | | | | | |
| WELSH PATRICK J C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | | | | | |
| CARSON RUSSELL L C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | X | X | | | | | | |
| ANDERSON BRUCE K C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | | | | | |
| MINICUCCI ROBERT A C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | | | | | |

Reporting Owners 2 DENICOLA ANTHONY J C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

X

QUAELLY PAUL B

C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500

X

NEW YORK, NY 10022

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

X

Signatures

/s/David Mintz, Attorney-in-Fact

11/14/2013

**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).
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.34 to \$8.47. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
 - The securities reported as directly beneficially owned by the Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of the sole general partner of the Reporting Person.
- (2) Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the Reporting Person, however each of them 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.
- Each Reporting Owner listed below except for Thomas A. Scully, Tony F. Ecock and Brian T. Regan also indirectly beneficially owns

 (3) 1,519,520 shares of Common Stock held by WCAS Capital Partners IV, L.P. Such individuals are managing members of the sole general partner of WCAS Capital Partners IV, L.P.
 - Each Reporting Owner listed below also directly beneficially owns the following shares of Common Stock: Patrick J. Welsh 518,590; Russell L. Carson 2,222,234; Bruce K. Anderson 1,965,630; Robert A. Minicucci 425,679; Anthony J. deNicola -102,444 (also indirectly beneficially owns 459 shares held by deNicola Holdings LP, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein and 261 shares held in trusts for the benefit of his children); Jonathan M. Rather 33,023
- (4) (also indirectly beneficially owns 12,656 shares held by WCAS Management Corp, of which he is the controlling shareholder, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein); Sanjay Swani 10,731; D. Scott Mackesy 10,691; Sean M. Traynor 11,509; Eric J. Lee 2,718; Michael E. Donovan- 949; Thomas A. Scully 143,303; Tony F. Ecock 57; and Brian T. Regan 2,016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.37 to \$8.58. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.45 to \$8.67. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in this footnote.

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