

SELECT MEDICAL HOLDINGS CORP

Form 3

September 24, 2009

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*

A DALTON JAMES E JR

(Last)

(First)

(Middle)

2. Date of Event  
Requiring Statement  
(Month/Day/Year)

09/24/2009

3. Issuer Name **and** Ticker or Trading Symbol

SELECT MEDICAL HOLDINGS CORP [SEM]

4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☒ Director ☐ 10%  
Owner

☐ Officer ☐ Other  
(give title below) (specify below)

C/O SELECT MEDICAL  
HOLDINGS  
CORPORATION, A 4714  
GETTYSBURG ROAD

(Street)

MECHANICSBURG, A PA A 17055

(City)

(State)

(Zip)

6. Individual or Joint/Group  
Filing(Check Applicable Line)  
☒ Form filed by One Reporting  
Person  
☐ Form filed by More than One  
Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

15,000

D

A

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of5. Ownership  
Form of  
Derivative6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Non-Qualified Stock Option (right to buy)	Â (1)	08/09/2015	Common Stock	6,000	\$ 3.33	D	Â
Non-Qualified Stock Option (right to buy)	Â (2)	11/08/2016	Common Stock	3,000	\$ 8.33	D	Â
Non-Qualified Stock Option (right to buy)	Â (3)	08/14/2017	Common Stock	3,000	\$ 8.33	D	Â
Non-Qualified Stock Option (right to buy)	Â (4)	08/19/2018	Common Stock	3,000	\$ 10	D	Â
Non-Qualified Stock Option (right to buy)	Â (5)	08/11/2019	Common Stock	3,000	\$ 10	D	Â
Participating Preferred Stock	Â (6)	Â (6)	Common Stock	21,577 (7)	\$ 0	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DALTON JAMES E JR C/O SELECT MEDICAL HOLDINGS CORPORATION 4714 GETTYSBURG ROAD MECHANICSBURG, PA 17055	Â X	Â	Â	Â

## Signatures

/s/ Michael E. Tarvin, as  
attorney-in-fact

09/24/2009

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) The Non-Qualified Stock option vests in five equal annual installments which began on August 10, 2006. The option will be fully exercisable as of August 10, 2010.
- (2) The Non-Qualified Stock Option vests in five equal annual installments which began on November 9, 2007. The option will be fully exercisable as of November 9, 2011.
- (3) The Non-Qualified Stock Option vests in five equal annual installments which began on August 15, 2008. The option will be fully exercisable as of August 15, 2012.
- (4) The Non-Qualified Stock Option vests in five equal annual installments which began on August 20, 2009. The option will be fully exercisable as of August 20, 2013.
- (5) The Non-Qualified Stock Option vests in five equal annual installments beginning on August 12, 2010. The option will be fully exercisable as of August 12, 2014.

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- (6) Upon consummation of the Company's initial public offering, all shares of Participating Preferred Stock will convert automatically into Common Stock.
- (7) Represents the number of shares of Common Stock that the reporting person will receive upon the conversion of the Participating Preferred Stock into Common Stock, assuming a closing date for the Company's initial public offering of September 30, 2009.

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.