## Edgar Filing: SELECT MEDICAL HOLDINGS CORP - Form 4

### SELECT MEDICAL HOLDINGS CORP

Form 4

Common

Stock

Stock

12/18/2012

12/18/2012

12/18/2012

December 19, 2012

Washington, D.C. 20549								OMB APPROVAL					
							OMB Number:	3235-0287					
Check this box if no longer subject to Section 16. Form 4 or					F CHANGES IN BENEFICIAL OWNERSHIP O SECURITIES								
Section 17(	a) of the l	Public U	tility Hol	ding Co	ompa	ny Ao	et of 1	1935 or Section					
1. Name and Address of Reporting Person * MINICUCCI ROBERT A			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer					
				SELECT MEDICAL HOLDINGS CORP [SEM]					(Check all applicable)				
			3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012						Officer (give title Other (specify				
					A	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person							
Y 10022							Ī		ore than One Ro	eporting			
State)	(Zip)	Tab	le I - Non-I	Derivativ	e Secu	ırities	Acqui	ired, Disposed of,	or Beneficia	lly Owned			
nnsaction Date th/Day/Year)				oror Dispo (Instr. 3	osed of , 4 and	f (D)	ed (A)	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)			
										By Welsh, Carson,			
	Filed pur Section 17(state)  ARSON, STOWE, 32 E 2500 Street)  Y 10022 State)  unsaction Date	Filed pursuant to Section 17(a) of the 30(h)  asses)  s of Reporting Person * BERT A  First) (Middle)  ARSON, STOWE, 320 PARK E 2500  Street)  Y 10022  State) (Zip)  unsaction Date 2A. Deem th/Day/Year) Execution any (Month/D	Filed pursuant to Section 17 Section 17(a) of the Public U 30(h) of the Ir  sees)  Sof Reporting Person * DBERT A  Symbol SELEC CORP  First) (Middle) 3. Date of (Month/I) 12/18/2 STOWE, 320 PARK E 2500  Street) 4. If Amore Filed(Month/I) Manual Ma	STATEMENT OF CHANGES IN SECUE  Filed pursuant to Section 16(a) of the Section 17(a) of the Public Utility Hol 30(h) of the Investment Symbol SELECT MEDIO CORP [SEM]  First) (Middle) 3. Date of Earliest Town (Month/Day/Year) 12/18/2012  ARSON, 12/18/2012  Street) 4. If Amendment, Down Filed (Month/Day/Year) Filed (Month/Day/Year)  ATTALEMENT OF CHANGES IN SECUE 10 10 10 10 10 10 10 10 10 10 10 10 10	STATEMENT OF CHANGES IN BENE SECURITIES  Filed pursuant to Section 16(a) of the Secur Section 17(a) of the Public Utility Holding Co 30(h) of the Investment Companies.  Sof Reporting Person *  OBERT A  Symbol  SELECT MEDICAL Hor CORP [SEM]  First)  (Middle)  3. Date of Earliest Transaction (Month/Day/Year)  12/18/2012  Strowe, 320 PARK E 2500  Street)  4. If Amendment, Date Origin Filed (Month/Day/Year)  Y 10022  State)  (Zip)  Table I - Non-Derivative any Code (Instr. 3) (Month/Day/Year)  (Month/Day/Year)  Today (Instr. 8)	STATEMENT OF CHANGES IN BENEFICI SECURITIES  Filed pursuant to Section 16(a) of the Securities Section 17(a) of the Public Utility Holding Compar 30(h) of the Investment Company A 30(h) of the Securities A 30(h) of the Public Utility Holding Comparation First A 30(h) of the Investment Company A 30(h) of the Inv	STATEMENT OF CHANGES IN BENEFICIAL OF SECURITIES  Filed pursuant to Section 16(a) of the Securities Exch Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of 30(h) of the Investment Company Act of Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of Section 17(a) of the Public Utility Holding Company Act of 30(h) of the Investment Company Act of Section 17(a) of Execution Page 18(b) of the Investment Company Act of Section 18(b) of the Investment Company Act of Section 19(b) of the Investment Company Act of Section 19(b) of the Investment Company Act of Section 19(b) of Execution 19(b) of the Investment Company Act of Section 19(b) of Execution 19(c) of Execution 19(	STATEMENT OF CHANGES IN BENEFICIAL OWN SECURITIES  Filed pursuant to Section 16(a) of the Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 1940 30(h) of the Investment Company Act of 1940 Securities Exchange Section 17(a) of the Public Utility Holding Company Act of 1940 Securities Person 2 Support Symbol Select MEDICAL HOLDINGS CORP [SEM]  First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 12/18/2012  ARSON, 12/18/2012  Strowe, 320 PARK E 2500  Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 7 Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 7 Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 7 Street) State) (Zip) Table I - Non-Derivative Securities Acquired (A) (A) (A) (A) (Code (Instr. 3, 4 and 5) (Instr. 8)	STATEMENT OF CHANGES IN 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  Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940  Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940  Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940  Section 1935 or Section 1940  Securities Properties Investment Company Act of 1940  Securities Securities Acquired (A) Securities Acquired (B) Securities Acquired (A) Owned Following Reported (A) Owned Following Reported (A) Transaction(s) (Instr. 3 and 4)	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549  STATEMENT OF CHANGES IN 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  SELECT MEDICAL HOLDINGS CORP [SEM]  SELECT MEDICAL HOLDINGS CORP [SEM]  ARSON, 12/18/2012  STOWE, 320 PARK  E 2500  Street)  4. If Amendment, Date Original Filed(Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial pany (Month/Day/Year)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficial pany (Month/Day/Year)  (Code V Amount (D) Price  Amount (D) Price  Amount (Instr. 3 and 4)			

**J**(1)

<u>J(1)</u>

<u>J(1)</u>

4,785,554 D

214,446

45,341

<u>(1)</u>

<u>(1)</u>

<u>(1)</u>

D

A

49,579,050

2,221,694

284,996

I

I

D

Anderson

& Stowe IX, L.P. (2)
By WCAS

Capital

Partners IV, L.P. (2)

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Common Stock

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

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.

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)	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)	of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amou Under Secur	itle and bunt of erlying urities er. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)  (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

MINICUCCI ROBERT A C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022



# **Signatures**

/s/David Mintz, Attorney-in-Fact

\*\*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).
- (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

Reporting Owners 2

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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.