

SELECT MEDICAL HOLDINGS CORP

Form 8-K

November 13, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **November 6, 2012**

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**SELECT MEDICAL HOLDINGS CORPORATION**  
**SELECT MEDICAL CORPORATION**

(Exact name of registrant as specified in its charter)

<b>Delaware</b>	<b>001-34465</b>	<b>20-1764048</b>
	<b>001-31441</b>	<b>23-2872718</b>
<b>Delaware</b> (State or other jurisdiction of Incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

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**4714 Gettysburg Road, P.O. Box 2034**

**Mechanicsburg, PA 17055**

(Address of principal executive offices) (Zip Code)

**(717) 972-1100**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01**      **Entry into a Material Definitive Agreement**

On November 6, 2012, Select Medical Corporation ( *Select* ) and Select Medical Holdings Corporation ( *Holdings* ) entered into Amendment No. 2 (the *Amendment* ) to *Select*'s senior secured credit facility with JPMorgan Chase Bank, N.A., as administrative agent. The *Amendment* (1) increased the *Available Amount* by \$150 million to correspond with existing *Available Amount* capacity, (2) amended the definition of *Excess Cash Flow* to reflect that *Excess Cash Flow*, for purposes of calculating *Available Amount* capacity, will be calculated on a quarterly, not yearly basis, beginning January 1, 2013 and (3) made certain other technical amendments. These changes provide *Holdings* and *Select* with additional flexibility to make certain restricted payments, including the payment of dividends.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

SELECT MEDICAL HOLDINGS CORPORATION  
SELECT MEDICAL CORPORATION

Date: November 13, 2012

By:

/s/ Michael E. Tarvin  
Michael E. Tarvin  
Executive Vice President, General Counsel and  
Secretary