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SELECT MEDICAL HOLDINGS CORP

Form 4

November 29, 2013

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

OMB Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or

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

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

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

SELECT MEDICAL HOLDINGS CORP [SEM]

(Check all applicable)

(Last)

(First)

(Middle)

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

Director Officer (give title below)

X 10% Owner Other (specify

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)

(Street)

Filed(Month/Day/Year)

11/27/2013

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

Person

NEW YORK, NY 10022

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title	of	2. Transaction Date	2A. Deemed	3.	4. Securitie	s Acqı	iired	5. Amount of	6.	7. Nature of
Security	y	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)		Securities	Ownership	Indirect		
(Instr. 3	3)		any	Code (Instr. 3, 4 and 5)		Beneficially	Form: Direct	Beneficial		
			(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
								Following	Indirect (I)	(Instr. 4)
						(4)		Reported	(Instr. 4)	
						(A)		Transaction(s)		
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Comn	on						\$			
		11/27/2013		S	188,059	D	8.57	32,688,063	$D_{(2)}(3)(4)$	
Stock							(1)			
							\$			
Comn	non	11/29/2013		S	59,054	D	8.65	32,629,009	D (2) (3) (4)	
Stock		11/2/12013		J	37,03 T	D	(5)	32,027,007		
							(0)			

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

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displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4. Transactio	5. orNumber	6. Date Exerc Expiration D		7. Title		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(World Day Tear)	any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Underl Securit	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting owner rune, runeress	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 & 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				
DENICOLA ANTHONY J C/O WELSH, CARSON, ANDERSON & STOWE		X				

Reporting Owners 2

X

X

X

X

320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022

QUAELLY PAUL B

C/O WELSH, CARSON, ANDERSON & STOWE

320 PARK AVENUE, SUITE 2500

NEW YORK, NY 10022

RATHER JONATHAN M

C/O WELSH, CARSON, ANDERSON & STOWE

320 PARK AVENUE, SUITE 2500

NEW YORK, NY 10022

SWANI SANJAY

C/O WELSH, CARSON, ANDERSON & STOWE

320 PARK AVENUE, SUITE 2500

NEW YORK, NY 10022

MACKESY D SCOTT

C/O WELSH, CARSON, ANDERSON & STOWE

320 PARK AVENUE, SUITE 2500

NEW YORK, NY 10022

Signatures

/s/ David Mintz, Attorney-in-Fact

11/29/2013

**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 \$8.52 to \$8.64. 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.
- (3) Each Reporting Owner listed below also indirectly beneficially owns 1,462,144 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
- (4) 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 (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; and Michael E. Donovan- 949.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.60 to \$8.74. 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.

Signatures 3

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