

SELECT MEDICAL CORP

Form 8-A12B

August 21, 2002

Table of Contents

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-A

**For Registration of Certain Classes of Securities
Pursuant to Section 12(b) or (g) of the
Securities Exchange Act of 1934**

Select Medical Corporation

(Exact name of registrant as specified in its charter)

Delaware

23-2872718

(State of incorporation or organization)

(IRS Employer Identification No.)

4716 Old Gettysburg Road, Mechanicsburg, PA

17055

(Address of principal executive offices)

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: None.

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class
to be so registered

Name of each exchange on which
each class is to be registered

Common Stock,
Par Value \$.01

New York Stock Exchange

Series A Junior Participating
Preferred Stock Purchase
Rights

New York Stock Exchange

Securities to be registered pursuant to Section 12(g) of the Act:

None.

(Title of class)

TABLE OF CONTENTS

Item 1. Description of Registrant's Securities to be Registered

Item 2. Exhibits

SIGNATURE

SPECIMEN CERTIFICATE FOR REGISTRANT'S COMMON STOCK

Table of Contents

Item 1. Description of Registrant's Securities to be Registered

A complete description of the Common Stock, par value \$.01 per share, of Select Medical Corporation (the Registrant) which is to be registered hereunder is contained under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1 (Registration No. 333-48856), filed by the Registrant with the Securities and Exchange Commission (the Commission) on April 3, 2001. Such description is hereby incorporated by reference.

A complete description of the Series A Junior Participating Preferred Stock Purchase Rights of the Registrant which are to be registered hereunder is contained under the caption "Description of Registrant's Securities to be Registered" in the Registrant's Registration Statement on Form 8-A (Registration No. 000-32499) filed by the Registrant with the Commission on October 1, 2001. Such description is hereby incorporated by reference.

Item 2. Exhibits

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Document
1.1	Specimen certificate for Registrant's Common Stock.
1.2 Form of Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed with the Commission on March 30, 2001.	
1.3 Select Medical Corporation Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to the Registrant's annual report for the fiscal year ended Dec. 31, 2001 on Form 10-K, filed with the Commission on March 5, 2002 (the 2001 Form 10-K).	
1.4 Amendment No. 1 to the Amended and	

Restated
Bylaws of
Select Medical
Corporation,
incorporated
herein by
reference to
Exhibit 3.3 to
the 2001
Form 10-K.1.5
Amendment
No. 2 to the
Amended and
Restated
Bylaws of
Select Medical
Corporation,
incorporated
herein by
reference to
Exhibit 3.4 to
the 2001
Form 10-K.1.6
Rights
Agreement
dated as of
September 17,
2001 between
Select Medical
Corporation
and Mellon
Investor
Services LLC,
as Rights
Agent, which
includes as
Exhibit B the
Form of Right
Certificate,
incorporated
by reference to
Exhibit 1.1 to
the Registrant's
Registration
Statement on
Form 8-A filed
on October 1,
2001.

Table of Contents

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

By /s/ Robert A. Ortenzio

SELECT MEDICAL
CORPORATION

Robert A. Ortenzio
President and Chief Executive Officer Date: August 21, 2002