#### SELECT MEDICAL HOLDINGS CORP

Form 4

November 19, 2013

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB APPROVAL** 

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if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \* WCAS Capital Partners IV, L.P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

SELECT MEDICAL HOLDINGS

(Check all applicable)

CORP [SEM]

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

11/15/2013

Director Officer (give title below)

X\_\_ 10% Owner \_ Other (specify

C/O WELSH, CARSON,

ANDERSON & STOWE, 320 PARK

(First)

**AVENUE, SUITE 2500** 

(Street) 4. If Amendment, Date Original

(Middle)

Applicable Line)

Filed(Month/Day/Year)

Form filed by One Reporting Person \_X\_ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

NEW YORK, NY 10022

(City)	(State) (Z	Zip) Table	I - Non-Do	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Security on (A) or Di (D) (Instr. 3,	sposed	d of	5. Amount of 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)
			Code V	Amount	(D)	Price	(Ilisti. 3 aliu 4)		
Common Stock	11/15/2013		S	4,288	D	\$ 8.54 (1)	1,515,232	D (2) (3) (4)	
Common Stock	11/18/2013		S	4,908	D	\$ 8.65 (5)	1,510,324	D (2) (3) (4)	
Common Stock	11/19/2013		S	2,255	D	\$ 8.49 (6)	1,508,069	D (2) (3) (4)	

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title	e and	8. Price of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transac	tionNumber	Expiration D	ate	Amour	nt of	Derivative
Security	or Exercise		any	Code	of	(Month/Day	/Year)	Underl	lying	Security
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8	<ul><li>Derivativ</li></ul>	ve .		Securit		(Instr. 5)
	Derivative				Securitie	S		(Instr.	3 and 4)	
	Security				Acquired	1				
					(A) or					
					Disposed	1				
					of (D)					
					(Instr. 3,					
					4, and 5)					
									Amount	
									or	
						Date			Number	
						Exercisable	Date	of		
				Code	V (A) (D)				Shares	

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
copyrous of the contraction	Director	10% Owner	Officer	Other		
WCAS Capital Partners IV, L.P. 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 AND 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		X				

Reporting Owners 2

X

X

X

NEW YORK, NY 10022

DENICOLA ANTHONY J

C/O WELSH, CARSON, ANDERSON & STOWE

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

### **Signatures**

/s/David Mintz, Attorney-in-Fact

11/19/2013

\*\*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 \$8.37 to \$8.58. 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.
- Each Reporting Owner listed below except for Thomas A. Scully, Tony F. Ecock and Brian T. Regan also indirectly beneficially owns 33,653,873 shares of Common Stock held by Welsh, Carson, Anderson & Stowe IX, L.P. Such individuals are managing members of the sole general partner of Welsh, Carson, Anderson & Stowe IX, 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
- 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; Michael E. Donovan- 949; Thomas A. Scully 143,303; Tony F. Ecock 57; and Brian T. Regan -2,016.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.55 to \$8.71. 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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.45 to \$8.58. 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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