

SELECT MEDICAL HOLDINGS CORP

Form 8-K

May 08, 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): **May 7, 2012**

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**SELECT MEDICAL HOLDINGS CORPORATION  
SELECT MEDICAL CORPORATION**

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(Exact name of registrant as specified in its charter)

**Delaware  
Delaware**  
(State or other jurisdiction of  
Incorporation)

**001-34465  
001-31441**  
(Commission File  
Number)

**20-1764048  
23-2872718**  
(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 7.01 Regulation FD Disclosure.**

Select Medical Corporation (the Company) intends to offer \$365 million in aggregate principal amount of senior notes due 2020. The senior notes will be issued by the Company and will be unconditionally guaranteed by certain of the Company's subsidiaries.

The Company intends to use the net proceeds of the offering to repurchase or redeem its outstanding 75/8% senior subordinated notes due 2015, to pay related fees and expenses related to the offering and repurchase, and for general corporate purposes.

The senior notes will be issued through a private placement and resold by initial purchasers to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and Regulation S. The senior notes will not be registered under the Securities Act and cannot be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This does not constitute an offer to sell or the solicitation of an offer to buy any security in any jurisdiction in which such offer or sale would be unlawful.

**Cautionary Note Regarding Forward-Looking Statements**

Except for historical information, all other information in this Form 8-K consists of forward-looking statements. These forward-looking statements involve a number of risks, uncertainties and other factors, including the contemplated size of a note offering, possible completion of a note offering, the prospective impact of a note offering, plans to repay certain indebtedness (including the terms and success of such repayment) and the use of proceeds for other general corporate purposes, which may cause the actual results to be materially different from those expressed or implied in the forward-looking statements. Other important factors that could cause the statements made in this Form 8-K or the actual results of operations or financial condition of the Company to differ include, without limitation, that the note offering is subject to market conditions and a number of other conditions and approvals and the final terms may vary substantially as a result of market and other conditions. There can be no assurance that the note offering will be completed as described herein or at all. Other important factors are discussed under the caption

Forward-Looking Statements in the Company's Form 10-Q Quarterly Report for the quarter ended March 31, 2012 and in subsequent filings made prior to or after the date hereof. The Company does not intend to review or revise any particular forward-looking statement in light of future events.

**Certain Information**

Attached as Exhibit 99.1 to the report are selected portions of information from an offering memorandum that the Company expects to disclose to investors in connection with the private placement. There can be no assurance that the placement will be completed as described in the offering memorandum or at all.

The information in this report (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be deemed to be incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act.



**Item 8.01 Other Events**

On May 7, 2012, Select Medical Holdings Corporation issued a press release announcing the Company had commenced a cash tender offer for any and all of its \$345 million aggregate principal amount of 75/8% Senior Subordinated Notes due 2015 (the Notes ) and a related consent solicitation to amend the indenture relating to the Notes. A copy of the press release is attached hereto as Exhibit 99.2 and is incorporated herein by reference.

On May 7, 2012, Select Medical Holdings Corporation issued a press release announcing the Company had commenced an offering of \$365 million aggregate principal amount of senior notes due 2020. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Selected portions of information from an offering memorandum that the Company expects to disclose to investors in connection with its private placement.
99.2	Press Release, dated May 7, 2012, announcing commencement of tender offer for 75/8 % Senior Subordinated Notes due 2015.
99.3	Press Release, dated May 7, 2012, announcing the offering of senior notes due 2020.

**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: May 7, 2012

By:

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

EXHIBIT INDEX

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