

SELECT MEDICAL HOLDINGS CORP  
Form 8-K  
May 03, 2013

**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): **April 30, 2013**

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**SELECT MEDICAL HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

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

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

**20-1764048**  
(I.R.S. Employer  
Identification No.)

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

**Mechanicsburg, PA 17055**

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(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 5.07 Submission of Matters to a Vote of Security Holders**

The annual meeting of stockholders (the Annual Meeting ) of Select Medical Holdings Corporation (the Company ) was held on April 30, 2013. At the Annual Meeting, the Company s stockholders approved four proposals. The proposals below are described in the Company s definitive proxy statement dated March 15, 2013. The results are as follows:

Proposal 1: The Election of Three Class I Directors to the Board of Directors

Name	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Russell L. Carson	120,165,120	5,323,721	0	6,165,468
James S. Ely III	121,999,997	3,488,844	0	6,165,468
William H. Frist	121,999,297	3,489,544	0	6,165,468

Proposal 2: Non-Binding Advisory Vote on the Compensation of the Company s Named Executive Officers

Votes For	Votes Against	Abstentions	Broker Non-Votes
123,299,746	2,082,237	106,858	6,165,468

Proposal 3: Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2013

Votes For	Votes Against	Abstentions	Broker Non-Votes
131,011,219	619,217	23,873	0

Proposal 4: Approval of the Select Medical Holdings Corporation Amended and Restated Executive Bonus Plan

Votes For	Votes Against	Abstentions	Broker Non-Votes
124,421,976	1,000,244	66,621	6,165,468

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SELECT MEDICAL HOLDINGS CORPORATION

Date: May 2, 2013

By:

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