

SELECT MEDICAL HOLDINGS CORP
Form 8-K
May 04, 2012

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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 1, 2012**

**SELECT MEDICAL HOLDINGS CORPORATION
SELECT MEDICAL CORPORATION**

(Exact name of registrant as specified in its charter)

| | | |
|--|-----------------------------|---|
| Delaware | 001-34465 | 20-1764048 |
| | 001-31441 | 23-2872718 |
| Delaware (State or other jurisdiction of Incorporation) | (Commission File Number) | (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 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 May 1, 2012. At the Annual Meeting, the Company s stockholders approved three proposals. The proposals below are described in the Company s definitive proxy statement dated March 16, 2012. The results are as follows:

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

| Name | Votes For | Votes Withheld | Abstentions | Broker Non-Votes |
|----------------------|-------------|----------------|-------------|------------------|
| James E. Dalton, Jr. | 130,667,073 | 4,329,641 | 0 | 3,052,252 |
| Rocco A. Ortenzio | 128,769,818 | 6,226,896 | 0 | 3,052,252 |
| Thomas A. Scully | 129,283,233 | 5,713,481 | 0 | 3,052,252 |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 132,129,707 | 2,140,135 | 726,872 | 3,052,252 |

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, 2012*

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 137,825,761 | 213,281 | 9,924 | 0 |

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 4, 2012

By:

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