

SELECT MEDICAL HOLDINGS CORP
Form 4
March 11, 2015

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
NORTH TIDE CAPITAL, LLC

2. Issuer Name and Ticker or Trading Symbol
SELECT MEDICAL HOLDINGS CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
500 BOYLSTON STREET, SUITE 1860

3. Date of Earliest Transaction (Month/Day/Year)
03/11/2015

____ Director
____ Officer (give title below)
 10% Owner
____ Other (specify below)

(Street)
BOSTON, MA 02116

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 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 Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|--------------|-----------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 03/09/2015 | | S | | 8,630 | D | \$ 13.375 | 13,941,370 I | See Footnotes (1) (3) |
| Common Stock | 03/09/2015 | | S | | 327,670 | D | \$ 13.375 | 13,613,700 I | See Footnotes (1) (2) |
| Common Stock | 03/09/2015 | | S | | 2,500 | D | \$ 13.4 | 13,611,200 I | See Footnotes (1) (3) |
| Common | 03/09/2015 | | S | | 22,500 | D | \$ 13.4 | 13,588,700 I | See |

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| Stock | | | | | | | | | Footnotes (1) (2) |
|--------------|------------|---|--------|---|------------|------------|---|--|-----------------------|
| Common Stock | 03/09/2015 | S | 560 | D | \$ 13.3969 | 13,588,140 | I | | See Footnotes (1) (3) |
| Common Stock | 03/09/2015 | S | 5,040 | D | \$ 13.3969 | 13,583,100 | I | | See Footnotes (1) (2) |
| Common Stock | 03/10/2015 | S | 4,500 | D | \$ 13 | 13,578,600 | I | | See Footnotes (1) (3) |
| Common Stock | 03/10/2015 | S | 40,500 | D | \$ 13 | 13,538,100 | I | | See Footnotes (1) (2) |
| Common Stock | 03/10/2015 | S | 8,810 | D | \$ 12.965 | 13,529,290 | I | | See Footnotes (1) (3) |
| Common Stock | 03/10/2015 | S | 79,290 | D | \$ 12.965 | 13,450,000 | I | | See Footnotes (1) (2) |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NORTH TIDE CAPITAL, LLC 500 BOYLSTON STREET SUITE 1860 BOSTON, MA 02116 | | X | | |
| North Tide Capital Master, LP 500 BOYLSTON STREET SUITE 1860 BOSTON, MA 02116 | | X | | |
| Laughlin Conan 500 BOYLSTON STREET SUITE 1860 BOSTON, MA 02116 | | X | | |

Signatures

| | |
|---|------------|
| /s/ NORTH TIDE CAPITAL, LLC, by Conan Laughlin, Manager | 03/11/2015 |
| __Signature of Reporting Person | Date |
| /s/ NORTH TIDE CAPITAL MASTER, LP, by North Tide Capital GP, LLC, Conan Laughlin, Manager | 03/11/2015 |
| __Signature of Reporting Person | Date |
| /s/ CONAN LAUGHLIN | 03/11/2015 |
| __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).

Shares reported herein represent: as of the close of business on March 9, 2015, (i) 12,294,790 shares held by North Tide Capital Master, LP (the "Master Fund") and (ii) 1,288,310 shares held by held by a managed account (the "Account"); and as of the close of business on March 10, 2015, (i) 12,175,000 shares held by the Master Fund and (ii) 1,275,000 shares held by the Account. North Tide Capital, LLC

- (1) ("North Tide") serves as investment manager for the Master Fund and the Account. Mr. Laughlin serves as manager of North Tide. Each of the Reporting Persons disclaims beneficial ownership of the shares reported herein except to the extent of its or his pecuniary interest therein, and the filing of this Form 4 shall not be construed as an admission that any of the Reporting Persons is the beneficial owner of any such shares for purposes of Section 16(a) of the Securities Exchange Act of 1934 or for any other purpose.
- (2) Transaction effected by the Master Fund.
- (3) Transaction effected by the Account.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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