

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 27, 2014, the Company announced that Edward L. Kuntz has been appointed to the Company's Board of Directors on August 26, 2014, expanding the number of Board members from 10 to 11. Mr. Kuntz's initial term expires at the Company's 2015 Annual Meeting of Stockholders.

A copy of the press release is attached hereto as Exhibit 99.1.

Mr. Kuntz is the former Chairman and Chief Executive Officer of Kindred Healthcare (NYSE: KND), the largest diversified provider of post-acute care services in the United States. From 1999 through May 2014, he served as Chairman of the Board of Directors of Kindred and as Chief Executive Officer from 1999 to 2004. He also serves as a director and member of the Audit and Board Operating Committees of Rotech Healthcare, Inc., and as a director and Chairman of the Audit Committee of American Electric Technologies, Inc. (NADSAQ-CM: AETI). Mr. Kuntz is also an operating partner in Sentinel Capital Partners, a private equity firm.

He was not elected pursuant to any arrangement or understanding between himself and any other person. Mr. Kuntz has not had a direct or indirect material interest in any transaction to which the Company is a party. Upon his appointment, Mr. Kuntz was granted 3,000 shares of restricted common stock of the Company. The restrictions on the restricted common stock will lapse as follows: 750 on October 1, 2014; 750 on January 1, 2015; 750 on April 1, 2015 and 750 on July 1, 2015.

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 hereunto duly authorized.

U.S. PHYSICAL THERAPY, INC.

Dated: August 27, 2014 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)