

U S PHYSICAL THERAPY INC /NV

Form 8-K

July 26, 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): July 26, 2012 (**July 26, 2012**)

U.S. PHYSICAL THERAPY, INC.

(Exact name of registrant as specified in its charter)

Nevada

1-11151

76-0364866

(State or other jurisdiction of (Commission File (I.R.S. Employer

incorporation or organization) Number) Identification No.)

1300 West Sam Houston Parkway South, Suite 300, Houston, Texas **77042**

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: **(713) 297-7000**

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 (see General Instruction A.2. below):

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))

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On July 26, 2012, U. S. Physical Therapy, Inc. (the “Company”) announced, that effective August 14, 2012, the Company is transferring the listing of its common stock to the New York Stock Exchange (“NYSE”) from the NASDAQ. The Company’s common stock, par value \$0.01 per share, has been approved for listing on the NYSE and is expected to start trading on the NYSE on or about August 14, 2012 under the symbol “USPH”.

A copy of the press release issued by the Company on July 26, 2012 is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits

<u>Exhibits</u>	<u>Description of Exhibits</u>
------------------------	---------------------------------------

99.1	Registrant's press release dated July 26, 2012.
------	---

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: July 26, 2012 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)