

SELECT MEDICAL HOLDINGS CORP

Form 8-K

April 29, 2015

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): **April 27, 2015**

SELECT MEDICAL HOLDINGS CORPORATION
SELECT MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

Delaware

Delaware
(State or other jurisdiction of
Incorporation)

001-34465

001-31441

(Commission File
Number)

20-1764048

23-2872718

(I.R.S. Employer

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 April 27, 2015. 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 4, 2015. 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.	108,550,382	14,120,693	0	4,802,536
Rocco A. Ortenzio	114,930,882	7,740,193	0	4,802,536
Thomas A. Scully	106,897,812	15,773,263	0	4,802,536

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
100,499,447	21,287,539	884,089	4,802,536

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, 2015*

Votes For	Votes Against	Abstentions	Broker Non-Votes
126,581,490	211,994	680,127	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: April 29, 2015

By:

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