

U S PHYSICAL THERAPY INC /NV  
Form S-8  
December 11, 2012

As filed with the Securities and Exchange Commission on December 11, 2012.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
*UNDER*  
*THE SECURITIES ACT OF 1933*

**U.S. PHYSICAL THERAPY, INC.**

(Exact name of registrant as specified in its charter)

Nevada

(State or Other Jurisdiction of

76-0364866

(I.R.S. Employer

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Incorporation or Organization)

Identification No.)

1300 West Sam Houston Parkway South, Suite 300

Houston, Texas 77042

(Address of Principal Executive Offices) (Zip Code)

U.S. PHYSICAL THERAPY, INC.

2003 STOCK INCENTIVE PLAN

(AS AMENDED AND RESTATED MAY 18, 2010)

(Full title of the plan)

Name, Address and Telephone

Number of Agent for Service:  
Lawrance W. McAfee  
Executive Vice President and  
Chief Financial Officer  
U.S. Physical Therapy, Inc.  
1300 West Sam Houston Parkway South, Suite 300  
Houston, Texas 77042  
(713) 297-7000

Copy of Communications to:  
Christopher A. Ferazzi  
Porter Hedges LLP  
1000 Main Street, 36th Floor  
Houston, Texas 77002-6336  
(713) 226-6626

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

CALCULATION OF REGISTRATION FEE

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| Title of Securities to be Registered    | Amount to be Registered(1) | Proposed Maximum Offering Price per Share(2) | Proposed                                     | Amount of Registration Fee |
|-----------------------------------------|----------------------------|----------------------------------------------|----------------------------------------------|----------------------------|
|                                         |                            |                                              | Proposed Maximum Aggregate Offering Price(2) |                            |
| Common Stock, par value \$.01 per share | 350,000                    | \$27.46                                      | \$9,611,000                                  | \$1,311                    |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also registers hereunder an indeterminate number of shares of common stock issuable as a result of the anti-dilution provisions of the U.S. Physical Therapy, Inc. 2003 Stock Incentive Plan, as amended and restated effective May 18, 2010 (the Plan).
- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on the New York Stock Exchange on December 6, 2012, \$27.46. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the Plan.

**Statement Under General Instruction E Registration of Additional Securities**

This registration statement registers an additional 350,000 shares of our common stock related to the 2003 Incentive Plan, as amended and restated effective May 18, 2010, which are the same class as other securities for which a registration statement on Form S-8, File No. 333-116230 (the Prior Registration Statement), has been previously filed. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement is hereby incorporated by reference.

**Item 8. Exhibits**

| Exhibit No. | Description                                                                                                                                                                                                                                             |
|-------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 4.1         | U.S. Physical Therapy, Inc. 2003 Stock Incentive Plan, as amended and restated effective May 18, 2010 (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 9, 2010). |
| *5.1        | Opinion of Woodburn and Wedge with respect to the legality of the securities.                                                                                                                                                                           |
| *23.1       | Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm.                                                                                                                                                                           |
| *23.2       | Consent of Woodburn and Wedge (included in Exhibit 5.1).                                                                                                                                                                                                |
| *24.1       | Power of Attorney (included on signature page of this registration statement).                                                                                                                                                                          |

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 11th day of December, 2012.

**U.S. PHYSICAL THERAPY, INC.**

By: /s/ Christopher J. Reading  
 Christopher J. Reading,  
 President, Chief Executive Officer and Director

**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher J. Reading and Lawrance W. McAfee, and each of them, either of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments and supplements to this registration statement, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>                                             | <b>Title</b>                                                                                                                     | <b>Date</b>       |
|--------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------|-------------------|
| /s/ Christopher J. Reading<br>Christopher J. Reading         | Chief Executive Officer, President and Director<br>(Principal Executive Officer)                                                 | December 11, 2012 |
| /s/ Lawrance W. McAfee<br>Lawrance W. McAfee                 | Executive Vice President, Chief Financial Officer and Director<br>(Principal Financial Officer and Principal Accounting Officer) | December 11, 2012 |
| /s/ Jerald L. Pullins<br>Jerald L. Pullins                   | Chairman of the Board                                                                                                            | December 11, 2012 |
| /s/ Daniel C. Arnold<br>Daniel C. Arnold                     | Vice Chairman of the Board                                                                                                       | December 11, 2012 |
| /s/ Mark J. Brookner<br>Mark J. Brookner                     | Director                                                                                                                         | December 11, 2012 |
| /s/ Harry S. Chapman<br>Harry S. Chapman                     | Director                                                                                                                         | December 11, 2012 |
| /s/ Dr. Bernard A. Harris, Jr.<br>Dr. Bernard A. Harris, Jr. | Director                                                                                                                         | December 11, 2012 |
| /s/ Marlin W. Johnston<br>Marlin W. Johnston                 | Director                                                                                                                         | December 11, 2012 |
| /s/ Reginald E. Swanson<br>Reginald E. Swanson               | Director                                                                                                                         | December 11, 2012 |
| /s/ Clayton K. Trier<br>Clayton K. Trier                     | Director                                                                                                                         | December 11, 2012 |

**INDEX TO EXHIBITS**

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\* Filed herewith.