

SELECT MEDICAL HOLDINGS CORP
 Form 4
 February 12, 2014

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 *
 WCAS Capital Partners IV, L.P.

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)
 C/O WELSH, CARSON,
 ANDERSON & STOWE, 320 PARK
 AVENUE, SUITE 2500

3. Date of Earliest Transaction
 (Month/Day/Year)
 02/10/2014

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

(Street)
 NEW YORK, NY 10022

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock | 02/10/2014 | | S | 205,867 D | \$ 10.94 761,104 | D (1) (2) (3) | |

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

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SEC 1474 (9-02)

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

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| 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 Owned Beneficially (Instr. 5) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|------------------------------------------------------------------|
| | | | | 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 |
| WCAS Capital Partners IV, L.P. C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| SWANI SANJAY C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| MACKESY D SCOTT C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| TRAYNOR SEAN C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| Donovan Michael C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| Lee Eric J. C/O WELSH, CARSON, ANDERSON AND STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| Scully Thomas C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 | X | X | | |

NEW YORK, NY 10022

Ecock Anthony F
 C/O WELSH, CARSON, ANDERSON & STOWE
 320 PARK AVENUE, SUITE 2500
 NEW YORK, NY 10022 X

REGAN BRIAN THOMAS
 C/O WELSH, CARSON, ANDERSON & STOWE
 320 PARK AVENUE, SUITE 2500
 NEW YORK, NY 10022 X

Signatures

/s/David Mintz, 02/10/2014
 Attorney-in-Fact

**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).
- The securities reported as directly beneficially owned by the Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of the sole general partner of the Reporting Person.
- (1) Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the Reporting Person, however each of them disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.
- Each Reporting Owner listed below except for Thomas A. Scully, Tony F. Ecock and Brian T. Regan also indirectly beneficially owns
- (2) 16,984,640 shares of Common Stock held by Welsh Carson Anderson & Stowe IX, L.P. Such individuals are managing members of the sole general partner of Welsh Carson Anderson & Stowe IX, L.P.
- Each Reporting Owner listed below also directly beneficially owns the following shares of Common Stock: Patrick J. Welsh - 592,769; Russell L. Carson - 2,297,553; Bruce K. Anderson - 2,039,809; Robert A. Minicucci - 500,733; Anthony J. deNicola - 102,444 (also indirectly beneficially owns 5,530 shares held by deNicola Holdings LP, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein and 579 shares held in trusts for the benefit of his children); Jonathan M. Rather - 52,255
- (3) (also indirectly beneficially owns 13,305 shares held by WCAS Management Corp, of which he is the controlling shareholder, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein); Sanjay Swani - 28,936; D. Scott Mackesy - 28,896; Sean M. Traynor - 20,413; Eric J. Lee - 4,697; Michael E. Donovan - 1,943; Thomas A. Scully - 143,389; Tony F. Ecock - 74; and Brian T. Regan - 2,050.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.