

SELECT MEDICAL CORP
Form 8-K
April 27, 2016

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 25, 2016**

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
Identification No.)

4714 Gettysburg Road, P.O. Box 2034

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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 25, 2016. At the Annual Meeting, the Company s stockholders approved four proposals. The proposals below are described in the Company s definitive proxy statement dated March 3, 2016. The results are as follows:

Proposal 1: *The Election of Three Class I Directors to the Board of Directors*

| Name | Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------------|-------------|---------------|-------------|------------------|
| Russell L. Carson | 119,059,777 | 1,746,279 | 16,306 | 5,129,033 |
| James S. Ely III | 118,880,881 | 1,924,806 | 16,675 | 5,129,033 |
| William H. Frist | 110,682,391 | 10,124,853 | 15,118 | 5,129,033 |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 102,119,756 | 18,039,495 | 663,111 | 5,129,033 |

Proposal 3: *Approval of the Select Medical Holdings Corporation 2016 Equity Incentive Plan*

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 117,851,277 | 2,945,849 | 25,236 | 5,129,033 |

Proposal 4: *Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company s Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2016*

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 125,419,095 | 497,930 | 34,370 | 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 27, 2016

By:

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