

SELECT MEDICAL HOLDINGS CORP

Form 8-K

May 03, 2013

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 30, 2013**

SELECT MEDICAL HOLDINGS CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
Incorporation)

001-34465
(Commission File
Number)

20-1764048
(I.R.S. Employer
Identification No.)

4714 Gettysburg Road, P.O. Box 2034

Mechanicsburg, PA 17055

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(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 30, 2013. 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 15, 2013. The results are as follows:

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

Name	Votes For	Votes Withheld	Abstentions	Broker Non-Votes
Russell L. Carson	120,165,120	5,323,721	0	6,165,468
James S. Ely III	121,999,997	3,488,844	0	6,165,468
William H. Frist	121,999,297	3,489,544	0	6,165,468

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
123,299,746	2,082,237	106,858	6,165,468

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, 2013*

Votes For	Votes Against	Abstentions	Broker Non-Votes
131,011,219	619,217	23,873	0

Proposal 4: *Approval of the Select Medical Holdings Corporation Amended and Restated Executive Bonus Plan*

Votes For	Votes Against	Abstentions	Broker Non-Votes
124,421,976	1,000,244	66,621	6,165,468

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, thereunto duly authorized.

SELECT MEDICAL HOLDINGS CORPORATION

Date: May 2, 2013

By:

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