

U S PHYSICAL THERAPY INC /NV  
Form 8-K  
November 12, 2009

**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): **November 11, 2009 (November 10, 2009)**

**U.S. PHYSICAL THERAPY, INC.**  
(Exact name of registrant as specified in its charter)

**Nevada**                      **1-11151**                      **76-0364866**  
(State or other jurisdiction of    (Commission File    (I.R.S. Employer  
incorporation or organization)    Number)                      Identification No.)

**1300 West Sam Houston Parkway South, Suite 300, Houston, Texas**    **77042**  
(Address of Principal Executive Offices)                      (Zip Code)

Registrant's telephone number, including area code: **(713) 297-7000**

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 (see General Instruction A.2. below):

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 7.01 Regulation FD Disclosure.**

On November 10, 2009, U. S. Physical Therapy, Inc. (the “Company”) has updated its financial presentation. A copy of the presentation may be accessed on the Company’s website, [www.usph.com](http://www.usph.com).

The investor presentation contains a certain non-GAAP financial measure as defined under Regulation G of the rules and regulations of the SEC. The non-GAAP financial measure contained in the presentation includes a presentation of Adjusted EBITDA. Adjusted EBITDA equals net income attributable to U. S. Physical Therapy, Inc. before interest, taxes, amortization and depreciation and equity compensation expense. See the addendum included in the presentation for a reconciliation of net income attributable to U. S. Physical Therapy, Inc. to Adjusted EBITDA. Management believes providing this non-GAAP financial information to investors is useful information for comparing the Company’s period-to-period results.

Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filings by the Company under such Act or the Securities Act of 1933, as amended.

**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 hereunto duly authorized.

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

Dated: November 11, 2009 By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal financial  
and accounting officer)