

SELECT MEDICAL HOLDINGS CORP
Form 8-K
May 17, 2011

**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): May 12, 2011

**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
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))

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 May 12, 2011. At the Annual Meeting, the Company s stockholders approved six proposals. The proposals below are described in the Company s definitive proxy statement dated March 25, 2011. The results are as follows:

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

| Name | Votes For | Votes | | Broker Non-Votes |
|--------------------|-------------|-----------|-------------|------------------|
| | | Against | Abstentions | |
| Bryan C. Cressey | 138,416,682 | 3,334,288 | 0 | 4,093,775 |
| Robert A. Ortenzio | 137,752,916 | 3,998,054 | 0 | 4,093,775 |
| Leopold Swergold | 138,353,420 | 3,397,550 | 0 | 4,093,775 |

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

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 139,980,922 | 881,898 | 888,150 | 4,093,775 |

Proposal 3: Non-Binding Advisory Vote on the Frequency of the Advisory Vote on Compensation of the Company s Named Executive Officers

| One Year | Two Years | Three Years | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|-------------|------------------|
| 139,161,173 | 2,186 | 1,729,713 | 857,898 | 4,093,775 |

Based on these results, the Company s Board of Directors determined to hold a non-binding advisory vote on the compensation of the Company s named executive officers once every year until the next frequency vote. A frequency vote is required to be held at least once every six years.

Proposal 4: Approval of the Company s 2011 Equity Incentive Plan

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 135,990,629 | 4,939,360 | 820,981 | 4,093,775 |

Proposal 5: *Approval of Amendment No. 1 to the Company's 2005 Equity Incentive Plan for Non-Employee Directors*

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 135,977,663 | 4,927,274 | 846,033 | 4,093,775 |

Proposal 6: *Ratification of the Appointment of PricewaterhouseCoopers LLP as the Company's Independent Registered Public Accounting Firm for the Fiscal Year Ending December 31, 2011*

| Votes For | Votes Against | Abstentions | Broker Non-Votes |
|-------------|---------------|-------------|------------------|
| 145,714,895 | 75,930 | 53,920 | 0 |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

SELECT MEDICAL HOLDINGS
CORPORATION
SELECT MEDICAL CORPORATION

Date: May 17, 2011

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