

SELECT MEDICAL HOLDINGS CORP  
Form 8-K  
May 02, 2019

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, DC 20549**

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**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, 2019**

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**SELECT MEDICAL HOLDINGS CORPORATION**  
**SELECT MEDICAL CORPORATION**

(Exact name of registrant as specified in its charter)

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**Delaware**  
**Delaware**  
(State or other jurisdiction of  
Incorporation)

**001-34465**  
**001-31441**  
(Commission File  
Number)

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**20-1764048**  
**23-2872718**  
(I.R.S. Employer  
Identification No.)

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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)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	SEM	New York Stock Exchange (NYSE)

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))

Indicate by check mark whether either registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if either registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange

Act. o

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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, 2019. At the Annual Meeting, the Company's stockholders approved three proposals. The proposals below are described in the Company's definitive proxy statement dated March 6, 2019. The results are as follows:

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

Name	Votes For	Votes Against	Abstentions	Broker Non-Votes
Russell L. Carson	116,814,201	8,236,410	580,065	3,208,137
William H. Frist	118,195,412	6,855,189	580,075	3,208,137
Robert A. Ortenzio	118,876,615	6,174,088	579,973	3,208,137
Marilyn B. Tavenner	123,824,120	1,226,647	579,909	3,208,137

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

Votes For	Votes Against	Abstentions	Broker Non-Votes
121,200,824	3,839,034	590,818	3,208,137

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, 2019

Votes For	Votes Against	Abstentions	Broker Non-Votes
127,117,846	1,137,621	583,346	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: May 2, 2019

By:

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