





Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.  
Compensatory Arrangements of Executive Officers.

On March 10, 2016, the Compensation Committee approved and adopted the following incentive plans for the Senior Management which includes Mr. Reading, Chief Executive Officer ("CEO"), Mr. McAfee, Chief Financial Officer ("CFO"), and Mr. McDowell, Chief Operating Officer ("COO").

- Objective Long-Term Incentive Plan for Senior Management for 2016
- Discretionary Long-Term Incentive Plan for Senior Management for 2016
- Objective Cash Bonus Plan for Senior Management for 2016
- Discretionary Cash Bonus Plan for Senior Management for 2016

The above plans are included as Exhibits 10.1, 10.2, 10.3 and 10.4 to this report. The discussions set forth below are qualified in their entirety by reference to such exhibits.

Objective Long-Term Incentive Plan for Senior Management for 2016 ("Objective LTIP"). Under the Objective LTIP, Executives have an opportunity to receive restricted stock awards ("RSAs") under the Amended and Restated 2003 Stock Incentive Plan, as further amended effective April 1, 2013 ("2003 Plan"), to be granted by the Compensation Committee (as the term "Committee" is defined in Section 1.8 of the 2003 Plan) in the first quarter of 2017. The following maximum amounts of RSAs may be granted under this Objective LTIP based upon the achievement of the performance goals relating to earnings per share: CEO = 15,000 shares; CFO = 7,500 shares; COO = 7,500 shares. For a complete description of the Objective LTIP refer to Exhibit 10.1, which plan is incorporated herein by reference.

Discretionary Long-Term Incentive Plan for Senior Management for 2016 ("Discretionary LTIP"). The Committee may, in its judgment and at its sole discretion, grant RSAs under the 2003 Plan, based on its evaluation of an Executive's performance and the collective corporate performance for 2016. The following shall be the maximum amount of shares that may be awarded under this program to each specified participant: CEO = up to 15,000 shares; CFO = up to 7,500 shares; COO = up to 7,500 shares. For a complete description of the Discretionary LTIP refer to Exhibit 10.2, which plan is incorporated herein by reference.

Objective Cash Bonus Plan for Senior Management for 2016 ("Objective Cash Bonus Plan"). Under the Objective Cash Bonus Plan, Executives have an opportunity to receive a cash bonus of up to 75% of the Executive's annual base salary for 2016 ("Base") based on 2016 fully diluted earnings per share (before the impact of earnings per shares of revaluation of non-controlling interests and any extraordinary items and after consideration of the compensation expense required to be reported in 2016 related to the Objective Bonus Plan and all other management incentive plans). The Base for Mr. Reading is \$606,900, Mr. McAfee \$438,6000 and Mr. McDowell \$408,000. For a complete description of the Objective Cash Bonus Plan refer to Exhibit 10.3, which plan is incorporated herein by reference.

Discretionary Cash Bonus Plan for Senior Management for 2016 ("Discretionary Cash Bonus Plan"). Under the Discretionary Cash Bonus Plan, each Executive has the potential to be awarded a cash bonus of up to 50% of his Base. This Discretionary Cash Bonus Plan shall be administered by the Committee and the Compensation Committee shall have the sole authority to grant awards and establish the amounts payable under this plan, make all determinations and interpret and construe all of the terms of this plan. For a complete description of the Discretionary Cash Bonus Plan refer to Exhibit 10.4, which plan is incorporated herein by reference.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits

Description of Exhibits

- 10.1 U. S. Physical Therapy, Inc. Objective Long-Term Incentive Plan for Senior Management for 2016, effective March 10, 2016.\*
- 10.2 U. S. Physical Therapy, Inc. Discretionary Long-Term Incentive Plan for Senior Management for 2016, effective March 10, 2016.\*
- 10.3 U. S. Physical Therapy, Inc. Objective Cash Bonus Plan for Senior Management for 2016, effective March 10, 2016.\*
- 10.4 U. S. Physical Therapy, Inc. Discretionay Cash Bonus Plan for Senior Management for 2016, effective March 10, 2016.\*
- 10.5 Form of Restricted Stock Agreement. \*

\* Filed herewith.

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: March 16, 2016 By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal  
financial and accounting officer)