U S PHYSICAL THERAPY INC /NV
Form 8-K
June 07, 2017

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): June 7, 2017

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

Nevada	1-11151	76-0364866
(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer 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(b) under the Exchange Act (17 CFR 240.14a-12(b))

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 7.01 Regulation FD Disclosure.

On June 7, 2017 – U.S. Physical Therapy, Inc. (NYSE: USPH), a national operator of outpatient physical therapy clinics (the "Company"), today announced that its Chief Financial Officer, Larry McAfee, will present at the Citi's 2017 Small & Mid Cap Conference on Thursday, June 8, 2017. The presentation will cover an overview of the Company. The conference is being held at The Plaza Hotel, New York.

A copy of the updated presentation is posted on the Company's website, www.usph.com.

The investor presentation contains non-GAAP financial measures as defined under Regulation G of the rules and regulations of the SEC. These non-GAAP financial measures contained in the presentation include a presentation of operating results and Adjusted EBITDA. Operating results is defined as USPH's net income attributable to common shareholders prior to interest expense – mandatorily redeemable non-controlling interest – change in redemption value, net of tax. Adjusted EBITDA is defined as earnings before interest income, interest expense – mandatorily redeemable non-controlling interest – change in redemption value, interest expense - debt and other, taxes, depreciation and amortization and equity-based awards compensation expense. See the last pages of the investor presentation which includes a reconciliation of USPH's net income attributable to common shareholders to operating results and Adjusted EBITDA. Management believes providing these non-GAAP financial measurements 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.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits   Description of Exhibits

99.1   Registrant's press release dated June 7, 2017 – U.S. Physical Therapy to Present at the Citi's 2017 Small & Mid Cap Conference. **

** Furnished 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: June 7, 2017   By: /s/ LAWRANCE W. MCAFEE
                            Lawrance W. McAfee
                            Chief Financial Officer
                            (duly authorized officer and principal financial
                                and accounting officer)