

SELECT MEDICAL HOLDINGS CORP

Form 8-K

March 23, 2007

**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): March 19, 2007**

**SELECT MEDICAL HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

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

**333-133284**  
(Commission File  
Number)

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

4716 Old 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))
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**Item 1.01 Entry into a Material Definitive Agreement**

On March 19, 2007, Select Medical Holdings Corporation ( Holdings ) and Holdings wholly-owned subsidiary, Select Medical Corporation ( Select ) entered into an Amendment No. 2 and Waiver to Select s senior secured credit facility ( Amendment No. 2 ) with a group of lenders and JPMorgan Chase Bank, N.A. as administrative agent. Amendment No. 2 increases the general exception to the prohibition on asset sales under the senior secured credit facility from \$100.0 million to \$200.0 million, relaxes certain financial covenants starting March 31, 2007 and waives Select s requirement to prepay certain term loan borrowings following its fiscal year ended December 31, 2006.

The foregoing description of Amendment No. 2 does not purport to be complete and is qualified in its entirety by reference to Amendment No. 2. A copy of Amendment No. 2 is attached to this report as Exhibit 10.1 and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

Exhibit Number	Description
10.1	Amendment No. 2 and Waiver, dated as of March 19, 2007, to Credit Agreement, dated as of February 24, 2005, among Select Medical Holdings Corporation, Select Medical Corporation, as Borrower, the Lenders party thereto, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, Wachovia Bank, National Association, as Syndication Agent and Merrill Lynch, Pierce, Fenner & Smith Incorporated and CIBC Inc., as Co-Documentation Agents.

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**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, thereunto duly authorized.

SELECT MEDICAL HOLDINGS  
CORPORATION

Date: March 23, 2007

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

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**EXHIBIT INDEX**

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