

SELECT MEDICAL HOLDINGS CORP  
Form SC 13G  
February 03, 2010

CUSIP No. 81619Q105

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No \_\_\_)\*

Select Medical Holdings Corporation  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

81619Q105  
(CUSIP Number)

September 24, 2009  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).



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|     |   |  |
|-----|---|--|
| 1.  | Name of Reporting Person<br>I.R.S. Identification                       | Thoma Cressey Fund VII, L.P.<br>Not Applicable |
|     | No. of Above Person   |  |
|     | (Entities Only)   |  |
| 2.  | Check the Appropriate Box   | (a) <input checked="" type="checkbox"/>        |
|     | if a Member of a Group  | (b) <input type="checkbox"/>                   |
| 3.  | SEC Use Only  |  |
| 4.  | Citizenship or Place<br>of Organization                                 | Delaware                                       |
|     | Number of   | 5. Sole Voting Power 7,202,876                 |
|     | Shares Beneficially   | 6. Shared Voting Power -0-                     |
|     | Owned by Each   | 7. Sole Dispositive Power 7,202,876            |
|     | Reporting Person  | 8. Shared Dispositive Power -0-                |
|     | With  |  |
| 9.  | Aggregate Amount Beneficially Owned<br>by Each Reporting Person         | 7,202,876                                      |
| 10. | Check Box if the Aggregate Amount in<br>Row (9) Excludes Certain Shares | <input type="checkbox"/>                       |
| 11. | Percent of Class Represented by Amount<br>in Row (9)                    | 4.5%   |
| 12. | Type of Reporting Person  | PN   |

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- |   |   |  |
|---|---|--|
| 1.  | Name of Reporting Person<br>I.R.S. Identification | Thoma Cressey Friends Fund VII, L.P.<br>Not Applicable |
|   | No. of Above Person                               |  |
|   | (Entities Only)                                   |  |
| 2.  | Check the Appropriate Box                         | (a) <input checked="" type="checkbox"/>                |
|   | if a Member of a Group                            | (b) <input type="checkbox"/>                           |
| 3.  | SEC Use Only                                      |  |
| 4.  | Citizenship or Place                              | Delaware   |
|   | of Organization                                   |  |
| Number of   | 5. Sole Voting                                    | 112,511  |
| Shares Beneficially   | Power   |  |
| Owned by Each   | 6. Shared Voting                                  | -0-  |
| Reporting Person  | Power   |  |
| With  | 7. Sole Dispositive                               | 112,511  |
| 9. Aggregate Amount Beneficially Owned<br>by Each Reporting Person          | Power   |  |
|   | 8. Shared Dispositive Power                       | -0-  |
| 10. Check Box if the Aggregate Amount in<br>Row (9) Excludes Certain Shares | 112,511   |  |
| 11. Percent of Class Represented by Amount<br>in Row (9)                    | 0   |  |
| 12. Type of Reporting Person  | Less than 0.1%                                    |  |
|   | PN  |  |
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|     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>I.R.S. Identification                       | Thoma Cressey Fund VI, L.P.<br>Not Applicable |
|     | No. of Above Person   |   |
| 2.  | (Entities Only)<br>Check the Appropriate Box                            | (a) <input checked="" type="checkbox"/>       |
|     | if a Member of a Group  | (b) <input type="checkbox"/>                  |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place<br>of Organization                                 | Delaware                                      |
|     | Number of   | 5. Sole Voting Power 5,472,015                |
|     | Shares Beneficially   | 6. Shared Voting Power -0-                    |
|     | Owned by Each   | 7. Sole Dispositive Power 5,472,015           |
|     | Reporting Person  | 8. Shared Dispositive Power -0-               |
|     | With  |   |
| 9.  | Aggregate Amount Beneficially Owned<br>by Each Reporting Person         | 5,472,015                                     |
| 10. | Check Box if the Aggregate Amount in<br>Row (9) Excludes Certain Shares | <input type="checkbox"/>                      |
| 11. | Percent of Class Represented by Amount<br>in Row (9)                    | 3.4%  |
| 12. | Type of Reporting Person  | PN  |

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|     |   |   |
|-----|---|---|
| 1.  | Name of Reporting Person<br>I.R.S. Identification                       | Thoma Cressey Friends Fund VI, L.P.<br>Not Applicable |
|     | No. of Above Person   |   |
|     | (Entities Only)   |   |
| 2.  | Check the Appropriate Box   | (a) <input checked="" type="checkbox"/>               |
|     | if a Member of a Group  | (b) <input type="checkbox"/>                          |
| 3.  | SEC Use Only  |   |
| 4.  | Citizenship or Place<br>of Organization                                 | Delaware  |
|     | Number of   | 5. Sole Voting Power 54,720                           |
|     | Shares Beneficially   | 6. Shared Voting Power -0-                            |
|     | Owned by Each   | 7. Sole Dispositive Power 54,720                      |
|     | Reporting Person  | 8. Shared Dispositive Power -0-                       |
|     | With  |   |
| 9.  | Aggregate Amount Beneficially Owned<br>by Each Reporting Person         | 54,720  |
| 10. | Check Box if the Aggregate Amount in<br>Row (9) Excludes Certain Shares | <input type="checkbox"/>                              |
| 11. | Percent of Class Represented by Amount<br>in Row (9)                    | Less than 0.1%  |
| 12. | Type of Reporting Person  | PN  |

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**Schedule 13G**

**Item 1.**

(a) Name of Issuer:

Select Medical Holdings Corporation

(b) Address of Issuer's Principal Executive Offices:

4714 Gettysburg Road  
Mechanicsburg, PA 17055

**Item 2.**

(a) Name of Person Filing:

This statement is being filed by Thoma Cressey Fund VII, L.P., a Delaware limited partnership ("TC VII"), Thoma Cressey Friends Fund VII, L.P., a Delaware limited partnership ("TC Friends VII"), Thoma Cressey Fund VI, L.P., a Delaware limited partnership ("TC VI"), and Thoma Cressey Friends Fund VI, L.P., a Delaware limited partnership ("TC Friends VI") (each a "Reporting Person" and together, the "Reporting Persons"). The Reporting Persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) the Securities Exchange Act of 1934, as amended.

(b) Address of Principal Business Office of each Reporting Person:

c/o Thoma Cressey Bravo  
9200 Sears Tower  
233 South Wacker Drive  
Chicago, IL 60606

(c) Place of Organization of each Reporting Person:

Delaware

(d) Title of Class of Securities:

Common Stock, \$0.001 par value

(e) CUSIP Number:

81619Q105

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**Item 3. Statements filed pursuant to Rules 13d-1(b) or 13d-2(b) or (c):**

Not Applicable.

**Item 4. Ownership.**

(a) through (c):

The information requested hereunder is set forth in Items 5 through 9 and 11 of the cover pages to this Schedule 13G. The ownership percentages are based on 159,980,544 shares of Common Stock outstanding as of December 31, 2009.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.**

Not applicable.

**Item 8. Identification and Classification of Members of the Group.**

See Exhibit 2.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

Not applicable.

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**SIGNATURE**.....

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: February 3, 2010

THOMA CRESSEY FUND VII, L.P.

By TC Partners VII, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma  
President

THOMA CRESSEY FRIENDS FUND VII, L.P.

By TC Partners VII, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma  
President

THOMA CRESSEY FUND VI, L.P.

By TC Partners VI, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma  
President

THOMA CRESSEY FRIENDS FUND VI, L.P.

By TC Partners VI, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma  
President



Exhibit 1

JOINT FILING AGREEMENT

The undersigned hereby agree, in compliance with the provisions of Rule 13d-1(k) promulgated under the Securities Exchange Act of 1934, as amended, that the Schedule 13G to which this Agreement is attached as an Exhibit, and any amendments thereto, will be filed with the Securities and Exchange Commission jointly on behalf of each of them.

Dated: February 3, 2010

THOMA CRESSEY FUND VII, L.P.

By TC Partners VII, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma

President

THOMA CRESSEY FRIENDS FUND VII, L.P.

By TC Partners VII, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma

President

THOMA CRESSEY FUND VI, L.P.

By TC Partners VI, L.P., its general partner

By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma

President

THOMA CRESSEY FRIENDS FUND VI, L.P.

By TC Partners VI, L.P., its general partner

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By Thoma Cressey Bravo, Inc., its general partner

By: /s/ Carl D. Thoma  
President

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Exhibit 2

Identification and Classification of Members of the Group

Thoma Cressey Fund VII, L.P., Thoma Cressey Friends Fund VII, L.P., Thoma Cressey Fund VI, L.P. and Thoma Cressey Friends Fund VI, L.P. are filing this statement on Schedule 13G as a group.

Thoma Cressey Fund VII, L.P. is a Delaware limited partnership. Its sole general partner is TC Partners VII, L.P., a Delaware limited partnership, whose sole general partner is Thoma Cressey Bravo, Inc., a Delaware corporation.

Thoma Cressey Friends Fund VII, L.P. is a Delaware limited partnership. Its sole general partner is TC Partners VII, L.P., a Delaware limited partnership, whose sole general partner is Thoma Cressey Bravo, Inc., a Delaware corporation.

Thoma Cressey Fund VI, L.P. is a Delaware limited partnership. Its sole general partner is TC Partners VI, L.P., a Delaware limited partnership, whose sole general partner is Thoma Cressey Bravo, Inc., a Delaware corporation.

Thoma Cressey Friends Fund VI, L.P. is a Delaware limited partnership. Its sole general partner is TC Partners VI, L.P., a Delaware limited partnership, whose sole general partner is Thoma Cressey Bravo, Inc., a Delaware corporation.