

U S PHYSICAL THERAPY INC /NV

Form S-8

December 10, 2014

As filed with the Securities and Exchange Commission on December 10, 2014.

Registration No. 333-

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**U.S. PHYSICAL THERAPY, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**  
**(State or Other Jurisdiction of**

**Incorporation or Organization)**

**1300 West Sam Houston Parkway South, Suite 300**

**76-0364866**  
**(I.R.S. Employer**

**Identification No.)**

**Houston, Texas 77042**

**(Address and Zip Code of Principal Executive Offices)**

**U.S. PHYSICAL THERAPY, INC.**

**2003 STOCK INCENTIVE PLAN**

**(AS AMENDED AND RESTATED MAY 18, 2010)**

**(Full title of the plan)**

**Name, Address and Telephone**

**Number of Agent for Service:  
Lawrance W. McAfee**

**Executive Vice President and  
Chief Financial Officer**

**U.S. Physical Therapy, Inc.**

**1300 West Sam Houston Parkway South, Suite 300  
Houston, Texas 77042**

**(713) 297-7000**

**Copy of Communications to:  
Kevin J. Poli**

**Porter Hedges LLP**

**1000 Main Street, 36th Floor**

**Houston, Texas 77002-6336**

**(713) 226-6682**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

| <b>Title of Securities<br/>to be Registered</b> | <b>Amount<br/>to be<br/>Registered (1)</b> | <b>Proposed<br/>Maximum<br/>Offering Price<br/>per Share (2)</b> | <b>Proposed<br/>Maximum<br/>Aggregate<br/>Offering Price (2)</b> | <b>Amount of<br/>Registration Fee</b> |
|---|--|--|--|---------------------------------------|
| Common Stock, par value \$.01 per share         | 500,000                                    | \$39.82  | \$19,910,000   | \$2,314                               |

- (1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended, this registration statement also registers hereunder an indeterminate number of shares of common stock issuable as a result of the anti-dilution provisions of the U.S. Physical Therapy, Inc. 2003 Stock Incentive Plan, as amended and restated effective May 18, 2010 and further amended effective April 1, 2013 (the Plan).
- (2) Pursuant to Rule 457(c), the registration fee is calculated on the basis of the average of the high and low sale prices for the common stock on the New York Stock Exchange on December 5, 2014, \$39.82. Pursuant to General Instruction E to Form S-8, the registration fee is calculated only with respect to additional securities registered under the Plan.

**Statement Under General Instruction E Registration of Additional Securities**

This registration statement registers an additional 500,000 shares of our common stock related to the 2003 Incentive Plan, as amended and restated effective May 18, 2010, which are the same class as other securities for which registration statements on Form S-8, File Nos. 333-116230 and 333-185381 (the Prior Registration Statements ), has been previously filed. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statements are hereby incorporated by reference.

**Item 8. Exhibits**

**Exhibit**

| <b>No.</b> | <b>Description</b>  |
|------------|---|
| 4.1        | U.S. Physical Therapy, Inc. 2003 Stock Incentive Plan, as amended and restated effective May 18, 2010 (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 9, 2010). |
| 4.2        | First Amendment to the Amended & Restated 2003 Stock Incentive Plan (incorporated herein by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A filed with the SEC on April 8, 2013).                                   |
| *5.1       | Opinion of Woodburn and Wedge with respect to the legality of the securities.   |
| *23.1      | Consent of Grant Thornton LLP, Independent Registered Public Accounting Firm.   |
| *23.2      | Consent of Woodburn and Wedge (included in Exhibit 5.1).  |
| *24.1      | Power of Attorney (included on signature page of this registration statement).  |

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Houston, State of Texas, on this 10th day of December, 2014.

**U.S. PHYSICAL THERAPY, INC.**

By: /s/ Christopher J.

Reading

Christopher J. Reading,  
President, Chief Executive Officer and  
Director

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**POWER OF ATTORNEY**

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Christopher J. Reading and Lawrance W. McAfee, and each of them, either of whom may act without joinder of the other, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all pre- and post-effective amendments and supplements to this registration statement, and to file the same, or cause to be filed the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto such attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, and each of them, or the substitute or substitutes of either of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the date indicated.

| <b>Signature</b>   | <b>Title</b>   | <b>Date</b>       |
|--|--|-------------------|
| /s/ Christopher J. Reading<br>Christopher J. Reading         | Chief Executive Officer, President and Director<br>(Principal Executive Officer)   | December 10, 2014 |
| /s/ Lawrance W. McAfee<br>Lawrance W. McAfee                 | Executive Vice President, Chief Financial<br>Officer and Director<br>(Principal Financial Officer and Principal<br>Accounting Officer) | December 10, 2014 |
| /s/ Jerald L. Pullins<br>Jerald L. Pullins                   | Chairman of the Board  | December 10, 2014 |
| /s/ Daniel C. Arnold<br>Daniel C. Arnold                     | Vice Chairman of the Board   | December 10, 2014 |
| /s/ Mark J. Brookner<br>Mark J. Brookner                     | Director   | December 10, 2014 |
| /s/ Harry S. Chapman<br>Harry S. Chapman                     | Director   | December 10, 2014 |
| /s/ Edward L. Kuntz<br>Edward L. Kuntz                       | Director   | December 10, 2014 |
| /s/ Dr. Bernard A. Harris, Jr.<br>Dr. Bernard A. Harris, Jr. | Director   | December 10, 2014 |
| /s/ Marlin W. Johnston<br>Marlin W. Johnston                 | Director   | December 10, 2014 |
| /s/ Reginald E. Swanson                                      | Director   | December 10, 2014 |

Reginald E. Swanson

/s/ Clayton K. Trier  
Clayton K. Trier

Director

December 10, 2014

**INDEX TO EXHIBITS**

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