

SELECT MEDICAL HOLDINGS CORP
 Form 4
 June 05, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 CARSON RUSSELL L

2. Issuer Name and Ticker or Trading Symbol
 SELECT MEDICAL HOLDINGS CORP [SEM]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 03/17/2014

Director 10% Owner
 Officer (give title below) Other (specify below)

C/O WELSH, CARSON, ANDERSON & STOWE, 320 PARK AVENUE, SUITE 2500

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount		
Common Stock	05/21/2014		S	167,175	D	\$ 14.07 (1)	3,354,966 I	By Welsh, Carson, Anderson & Stowe IX, L.P. (2)
Common Stock	05/21/2014		S	7,491	D	\$ 14.07 (1)	150,344 I	By WCAS Capital Partners IV, L.P. (2)
	05/22/2014		S	266,623	D		3,088,343 I	

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Common Stock					\$ 14.05 <u>(1)</u>			By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	05/22/2014	S	11,948	D	\$ 14.05 <u>(1)</u>	138,396	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock	05/23/2014	S	56,736	D	\$ 14.22 <u>(1)</u>	3,031,607	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	05/23/2014	S	2,542	D	\$ 14.22 <u>(1)</u>	135,854	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock	05/29/2014	S	187,785	D	\$ 15.02 <u>(1)</u>	2,843,822	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	05/29/2014	S	8,415	D	\$ 15.02 <u>(1)</u>	127,439	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock	05/30/2014	S	62,021	D	\$ 15.01 <u>(1)</u>	2,781,801	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	05/30/2014	S	2,779	D	\$ 15.01 <u>(1)</u>	124,660	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock	06/02/2014	S	23,354	D	\$ 15.05 <u>(1)</u>	2,758,447	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	06/02/2014	S	1,046	D	\$ 15.05 <u>(1)</u>	123,614	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
	06/03/2014	S	36,930	D		2,721,517	I	

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Common Stock						\$ 15 <u>(1)</u>			By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	06/03/2014		S	1,655	D	\$ 15 <u>(1)</u>	121,959	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Comon Stock	06/04/2014		S	383	D	\$ 15 <u>(1)</u>	2,721,134	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	06/04/2014		S	17	D	\$ 15 <u>(1)</u>	121,942	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock	06/05/2014		S	73,329	D	\$ 14.93 <u>(1)</u>	2,647,805	I	By Welsh, Carson, Anderson & Stowe IX, L.P. <u>(2)</u>
Common Stock	06/05/2014		S	3,286	D	\$ 14.93 <u>(1)</u>	118,656	I	By WCAS Capital Partners IV, L.P. <u>(2)</u>
Common Stock							2,297,553	D	
Common Stock							100,000	I	By trusts <u>(3)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CARSON RUSSELL L
C/O WELSH, CARSON, ANDERSON & STOWE
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

X

Signatures

/s/David Mintz,
Attorney-in-Fact 06/05/2014

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price that comprised this average.

(2) The Reporting Person is a managing member of the respective sole general partners of Welsh, Carson, Anderson & Stowe IX, L.P. and WCAS Capital Partners IV, L.P. Pursuant to Instruction (4)(b)(iv) of Form 4, the Reporting Person has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity. The Reporting Person disclaims beneficial ownership of any securities, and any proceeds thereof, that exceed his pecuniary interest therein and/or that are not actually distributed to him.

(3) 50,000 shares held in each of two trusts for the benefit of the Reporting Person's children, of which the Reporting Person is Co-Trustee. The Reporting Person disclaims beneficial ownership of such shares.

Remarks:

Part 2 of 2

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. e="LINE-HEIGHT: 11.4pt">

(d). Title of class of securities:

Common Stock, par value \$.01 per share.

(e).CUSIP No.:

285409108

Item 3. If This Statement is filed pursuant to §§.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
 - (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
 - (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
 - (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
 - (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
 - (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
 - (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
 - (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C.1813);
 - (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
 - (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:

GRT Capital Partners, L.L.C. – 353,470

(b) Percent of class:

GRT Capital Partners, L.L.C. – 4.33%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote GRT Capital Partners, L.L.C. – 353,470,

(ii) Shared power to vote or to direct the vote GRT Capital Partners, L.L.C. – 0 ,

(iii) Sole power to dispose or to direct the disposition of GRT Capital Partners, L.L.C. – 353,470,

(iv) Shared power to dispose or to direct the disposition of GRT Capital Partners, L.L.C. – 0 .

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

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

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than 5 percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

N/A

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

If a parent holding company or control person has filed this schedule, pursuant to Rule 13d-1(b)(1)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company or control person has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Explanation of Responses:

N/A

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

If a group has filed this schedule pursuant to §240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identity of each member of the group.

N/A

Item 9. Notice of Dissolution of Group.

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

N/A

Item 10. Certification.

By signing below the Reporting Person certifies that, to the best of his knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

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

February 12, 2016

(Date)

GRT Capital Partners,
L.L.C.*

By: /s/ Timothy A. Krochuk

Name: Timothy A. Krochuk

Title: Authorized Person

* The Reporting Person disclaims beneficial ownership over the securities reported herein except to the extent of the reporting persons' pecuniary interest therein.

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