

SELECT MEDICAL HOLDINGS CORP
 Form 4
 November 29, 2013

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 *
 WCAS Capital Partners IV, L.P.

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 11/27/2013

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

(Street)
 NEW YORK, NY 10022

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

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

(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 (A) 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/27/2013 | | S | | 8,427 | D | 8.57 (1) |
| | | | | | | | \$ 1,464,790 |
| Common Stock | 11/29/2013 | | S | | 2,646 | D | 8.65 (5) |
| | | | | | | | \$ 1,462,144 |

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

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SEC 1474
 (9-02)

displays a currently valid OMB control number.

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 Disposed of (D) (Instr. 3, 4, and 5) | 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. Number of Derivative Securities Owned Beneficially (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WCAS Capital Partners IV, L.P. C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| WELSH PATRICK J C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| CARSON RUSSELL L C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | X | X | | |
| ANDERSON BRUCE K C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| MINICUCCI ROBERT A C/O WELSH, CARSON, ANDERSON & STOWE 320 PARK AVENUE, SUITE 2500 NEW YORK, NY 10022 | | X | | |
| DENICOLA ANTHONY J C/O WELSH, CARSON, ANDERSON & STOWE | | X | | |

320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

QUAELLY PAUL B
C/O WELSH, CARSON, ANDERSON & STOWE X
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

RATHER JONATHAN M
C/O WELSH, CARSON, ANDERSON & STOWE X
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

SWANI SANJAY
C/O WELSH, CARSON, ANDERSON & STOWE X
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

MACKESY D SCOTT
C/O WELSH, CARSON, ANDERSON & STOWE X
320 PARK AVENUE, SUITE 2500
NEW YORK, NY 10022

Signatures

/s/ David Mintz,
Attorney-in-Fact 11/29/2013

**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 at prices ranging from \$8.52 to \$8.64. 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 separate price within the ranges set forth in this footnote.

(2) The securities reported as directly beneficially owned by the Reporting Person may be deemed to be indirectly beneficially owned by each of the Reporting Owners listed below, each of whom is a managing member of the sole general partner of the Reporting Person. Pursuant to Instruction 4(b)(iv) of Form 4, each such individual has elected to report as indirectly beneficially owned the entire number of securities owned by the Reporting Person, however each of them 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) Each Reporting Owner listed below except for Thomas A. Scully, Tony F. Ecock and Brian T. Regan also indirectly beneficially owns 32,629,009 shares of Common Stock held by Welsh, Carson, Anderson & Stowe IX, L.P. Such individuals are managing members of the sole general partner of Welsh, Carson, Anderson & Stowe IX, L.P.

(4) Each Reporting Owner listed below also directly beneficially owns the following shares of Common Stock: Patrick J. Welsh - 518,590; Russell L. Carson - 2,222,234; Bruce K. Anderson - 1,965,630; Robert A. Minicucci - 425,679; Anthony J. deNicola - 102,444 (also indirectly beneficially owns 459 shares held by deNicola Holdings LP, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest, if any, therein and 261 shares held in trusts for the benefit of his children); Jonathan M. Rather - 33,023 (also indirectly beneficially owns 12,656 shares held by WCAS Management Corp. of which he is the controlling shareholder, but disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein); Sanjay Swani - 10,731; D. Scott Mackesy - 10,691; Sean M. Traynor - 11,509; Eric J. Lee - 2,718; Michael E. Donovan - 949; Thomas A. Scully - 143,303; Tony F. Ecock - 57; and Brian T. Regan - 2,016.

(5) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$8.60 to \$8.74. The Reporting Person undertakes to provide to the Issuer, any securityholder of the Issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set

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forth in this footnote.

Remarks:

Form 1 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.

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