



**EXPLANATORY NOTE**

U. S. Physical Therapy, Inc. (the “Company”) is filing this Form 8-K/A as an amendment to the Current Report on Form 8-K filed by the Company with the SEC on this date, May 28, 2013 (“Original Filing”). The Original Filing referred to \$338 million of annual revenue. The correct amount should be \$3.8 million.

**ITEM 8.01 OTHER EVENTS**

On May 28, 2013, the Company announced it acquired an 80% interest in a five clinic physical therapy group. The practice sees approximately 36,000 patient visits per year with annual revenue of about \$3.8 million.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

**Exhibits Description of Exhibits**

99.1 Registrant's press release dated May 28, 2013.\*

\*Furnished herewith.

**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 hereunto duly authorized.

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

Dated: May 28, 2013 By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal financial  
and accounting officer)

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**INDEX TO EXHIBITS**

**EXHIBIT   DESCRIPTION OF EXHIBIT**

99.1          Press Release dated May 28, 2013.\*

\* Furnished herewith