

SELECT MEDICAL HOLDINGS CORP
Form 4
October 02, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
Thoma Cressey Bravo, Inc.

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)
9200 SEARS TOWER, 233 SOUTH WACKER DRIVE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
09/30/2009

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

CHICAGO, IL 60606

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 Indirect Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/30/2009		C		7,575,638 (5)	A	(1) 12,842,122 (6)	I	By Funds named in Footnote (2)
Common Stock	09/30/2009		C		175,976	A	(1) 298,311	I	By Bryan C. Cressey (2) (3)

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

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SEC 1474
(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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Participating Preferred Stock	<u>(1)</u>	09/30/2009		C	2,610,401 <u>(4)</u>	<u>(1)</u>	<u>(1)</u>	Common Stock	7,575 <u>(5)</u>
Participating Preferred Stock	<u>(1)</u>	09/30/2009		C	60,637	<u>(1)</u>	<u>(1)</u>	Common Stock	175,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thoma Cressey Bravo, Inc. 9200 SEARS TOWER 233 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
THOMA CRESSEY FUND VII LP 9200 SEARS TOWER 233 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
Thoma Cressey Friends Fund VII, L.P. 9200 SEARS TOWER 233 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
THOMA CRESSEY FUND VI L P 9200 SEARS TOWER 233 SOUTH WACKER DRIVE CHICAGO, IL 60606		X		
		X		

Thoma Cressey Friends Fund VI, L.P.
 9200 SEARS TOWER
 233 SOUTH WACKER DRIVE
 CHICAGO, IL 60606

CRESSEY BRYAN C
 9200 SEARS TOWER
 233 SOUTH WACKER DRIVE X X
 CHICAGO, IL 60606

Signatures

/s/Bryan C. Cressey for Thoma Cressey Bravo, Inc.	10/02/2009
**Signature of Reporting Person	Date
/s/Bryan C. Cressey for Thoma Cressey Fund VII, L.P.	10/02/2009
**Signature of Reporting Person	Date
/s/Bryan C. Cressey for Thoma Cressey Friends Fund VII, L.P.	10/02/2009
**Signature of Reporting Person	Date
/s/Bryan C. Cressey for Thoma Cressey Fund VI, L.P.	10/02/2009
**Signature of Reporting Person	Date
/s/Bryan C. Cressey Thoma Cressey Friends Fund VI, L.P.	10/02/2009
**Signature of Reporting Person	Date
/s/Bryan C. Cressey	10/02/2009
**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) Upon consummation of the Issuer's initial public offering, each share of Participating Preferred Stock automatically converted into the number of shares of Common Stock determined by (2) dividing the accreted value of such share of Participating Preferred Stock by the net price per share received by the Issuer in the initial public offering and (b) adding .30 shares of Common Stock for each share of Participating Preferred Stock owned.

(2) Owned by Thoma Cressey Fund VII, L.P. ("TC VII"), Thoma Cressey Friends Fund VII, L.P. ("TC Friends VII"), Thoma Cressey Fund VI, L.P. ("TC VI") and Thoma Cressey Friends Fund VI, L.P. ("TC Friends VI"). The sole general partner of TC VII and TC Friends VII is TC Partners VII, L.P. ("VII GP") and the sole general partner of TC VI and TC Friends VI is TC Partners VI, L.P. ("VI GP"). The sole general partner of both VII GP and VI GP is Thoma Cressey Bravo, Inc. ("TCBI"). The sole shareholder of TCBI is Carl D. Thoma.

(3) These securities are solely directly beneficially owned by Bryan C. Cressey. Mr. Cressey, who is a director of Issuer, is also an officer and a director of TCBI, and may also be deemed to indirectly beneficially own the securities held by TC VII, TC Friends VII, TC VI and TC Friends VI. Pursuant to Instruction (4)(b)(iv) of Form 4, Mr. Cressey has elected to report as indirectly beneficially owned the entire number of securities beneficially owned by each such entity, however he 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.

(4) Of such 2,610,401 shares, 1,464,119 are attributable to TC VII, 1,112,289 are attributable to TC VI, 22,870 are attributable to TC Friends VII and 11,123 are attributable to TC Friends VI.

(5) Of such 7,575,638 shares, 4,249,016 are held by TC VII, 3,227,972 are held by TC VI, 66,371 are held by TC Friends VII and 32,279 are held by TC Friends VI.

(6) Of such 12,842,122 shares, 7,202,876 are held by TC VII, 5,472,015 are held by TC VI, 112,511 are held by TC Friends VII and 54,720 are held by TC Friends VI.

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