

SELECT MEDICAL HOLDINGS CORP  
Form 8-K/A  
August 14, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

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**FORM 8-K/A**

(Amendment No. 1)

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the**  
**Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): **June 1, 2015**

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**SELECT MEDICAL HOLDINGS CORPORATION**

**SELECT MEDICAL CORPORATION**

(Exact name of registrant as specified in its charter)

**Delaware**  
**Delaware**  
(State or other jurisdiction of  
Incorporation)

**001-34465**  
**001-31441**  
(Commission File  
Number)

**20-1764048**  
**23-2872718**  
(I.R.S. Employer  
Identification No.)

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**4714 Gettysburg Road, P.O. Box 2034**

**Mechanicsburg, PA 17055**

(Address of principal executive offices) (Zip Code)

**(717) 972-1100**

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On June 5, 2015, Select Medical Holdings Corporation and Select Medical Corporation ( Select ) filed a Current Report on Form 8-K (the Initial Report ) to report, among other things, that MJ Acquisition Corporation, a joint venture that Select created with Welsh, Carson, Anderson & Stowe XII, L.P., consummated the acquisition of Concentra Inc. ( Concentra ) on June 1, 2015. Pursuant to the terms of the stock purchase agreement, dated as of March 22, 2015, by and among MJ Acquisition Corporation, Concentra and Humana Inc. ( Humana ), MJ Acquisition Corporation acquired 100% of the issued and outstanding securities of Concentra from Humana for \$1,045.3 million, net of \$3.7 million of cash acquired. Select owns 50.1% of the voting interests of Concentra Group Holdings, LLC, the indirect parent of Concentra. Concentra's financial results are consolidated with Select's as of June 1, 2015. Select hereby amends the Initial Report to include the historical financial statements and the pro forma financial information required by Item 9.01(a) and (b) of Form 8-K. This Form 8-K/A should be read in conjunction with the Initial Report.

**Item 9.01 Financial Statements and Exhibits.**

(a) Financial Statements of Business Acquired.

Attached hereto as Exhibit 99.1 and incorporated by reference herein are the audited combined financial statements of the Concentra Business of Humana Inc. for the year ended December 31, 2014, as required by this item.

Attached hereto as Exhibit 99.2 and incorporated by reference herein are the unaudited combined financial statements of the Concentra Business of Humana Inc. for the three months ended March 31, 2015, as required by this item.

(b) Pro Forma Financial Information.

Attached hereto as Exhibit 99.3 and incorporated by reference herein is the unaudited pro forma combined financial information reflecting the acquisition of Concentra, as required by this item.

(c) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
23.1	Consent of PricewaterhouseCoopers LLP.
99.1	Audited combined financial statements of the Concentra Business of Humana Inc. as of and for the year ended December 31, 2014.

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- 99.2 Unaudited combined financial statements of the Concentra Business of Humana Inc. as of and for the three months ended March 31, 2015.
- 99.3 Unaudited pro forma combined financial information.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized.

SELECT MEDICAL HOLDINGS CORPORATION  
SELECT MEDICAL CORPORATION

Date: August 14, 2015

By:

/s/ Michael E. Tarvin  
Michael E. Tarvin  
Executive Vice President, General Counsel and  
Secretary

EXHIBIT INDEX

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99.3	Unaudited pro forma combined financial information.