



**Item 7.01 Regulation FD Disclosure.**

On May 23, 2013, U. S. Physical Therapy, Inc. (the “Company”) announced that its Chief Financial Officer, Larry McAfee, will present at the 38<sup>th</sup> Annual dbAccess Health Care Conference on Wednesday, May 29, 2013. The presentation will cover an overview of the Company. The conference is being held at the Westin Boston Waterfront Hotel, Boston, Massachusetts.

A copy of the updated presentation is posted on the Company’s website, [www.usph.com](http://www.usph.com).

The investor presentation contains certain non-GAAP financial measures as defined under Regulation G of the rules and regulations of the SEC. These non-GAAP financial measures contained in the presentation include a presentation of Adjusted Net Income Attributable to Common Shareholders (“Adjusted Net Income”) and Adjusted EBITDA. Adjusted Net Income equals net income attributable to common shareholders (“Net Income”) less after-tax effect of 2011 gain on purchase price settlement. All adjustments are described in our Annual Report on Form 10-K for the year ended December 31, 2012. Adjusted EBITDA equals Net Income before interest, taxes, depreciation and amortization, equity compensation expense and above mentioned adjustment to arrive at Adjusted Net Income. See the last pages of the investor presentation which includes a reconciliation of Net Income to Adjusted Net Income and Net Income to Adjusted EBITDA. Management believes providing these non-GAAP financial measurements to investors are useful information for comparing the Company’s period-to-period results.

Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filings by the Company under such Act or the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

**Exhibits   Description of Exhibits**

99.1 \*      Registrant's press release dated May 23, 2013 announcing presentation at the 38th Annual dbAccess Health Care Conference on May 29, 2013.

\*Furnished herewith.

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**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 23, 2013 By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal financial  
and accounting officer)