

ORTENZIO ROBERT A
Form 4
November 08, 2018

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORTENZIO ROBERT A

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 SELECT MEDICAL
HOLDINGS CORPORATION, 4714
GETTYSBURG ROAD

3. Date of Earliest Transaction
(Month/Day/Year)
11/06/2018

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
Exec. Chairman and Co-Founder

(Street)

MECHANICSBURG, PA 17055

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 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 Beneficial Ownership (Instr. 4)
Common Stock	11/06/2018		S ⁽¹⁾	37,468 D	\$ 20.05 (2)	7,251,571 D	
Common Stock	11/07/2018		S ⁽¹⁾	35,834 D	\$ 20.09 (3)	7,215,737 D	
Common Stock	11/08/2018		S ⁽¹⁾	25,274 D	\$ 20 (4)	7,190,463 D	
Common					509,232	I	By the

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Stock						Robert A. Ortenzio July 2017 GRAT ⁽⁵⁾
Common Stock		31,886	I			By the Robert A. Ortenzio 2014 Trust for Bryan A. Ortenzio ⁽⁵⁾
Common Stock		31,886	I			By the Robert A. Ortenzio 2014 Trust for Kevin M. Ortenzio ⁽⁵⁾
Common Stock		31,885	I			By the Robert A. Ortenzio 2014 Trust for Madeline G. Ortenzio ⁽⁵⁾
Common Stock		2,750,000	I			By the Rocco A. Ortenzio Descendants Trust ⁽⁵⁾
Common Stock		1,300,000	I			By the Robert A. Ortenzio Descendants Trust ⁽⁵⁾

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

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(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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed
of (D)
(Instr. 3,
4, and 5)

Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer	Other
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ORTENZIO ROBERT A
C/O SELECT MEDICAL HOLDINGS
CORPORATION
4714 GETTYSBURG ROAD
MECHANICSBURG, PA 17055

X

Exec. Chairman and
Co-Founder

Signatures

/s/ Michael E. Tarvin, as
attorney-in-fact

11/08/2018

__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) These shares were sold pursuant to a Rule 10b5-1 trading plan adopted by Robert A. Ortenzio on November 14, 2017.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.09, inclusive. The reporting person undertakes to provide to Select Medical Holdings Corporation, any security holder of Select Medical Holdings Corporation 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 to this Form 4.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.20, inclusive. The reporting person undertakes to provide to Select Medical Holdings Corporation, any security holder of Select Medical Holdings Corporation 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 to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$20.00 to \$20.01, inclusive. The reporting person undertakes to provide to Select Medical Holdings Corporation, any security holder of Select Medical Holdings Corporation 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 to this Form 4.

(5) The reporting person beneficially owns the reported securities indirectly, but disclaims beneficial ownership to the reported securities except to the extent of his pecuniary interest therein.

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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