

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)

INDEX TO EXHIBITS

EXHIBIT DESCRIPTION OF EXHIBIT

99.1 Press Release dated May 28, 2013.*

* Furnished herewith