



Emerging growth

company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

Item 8.01 Other Event.

As previously disclosed, on March 31, 2017, an alleged shareholder filed a putative class action lawsuit in the United States District Court for the Southern District of New York (the "Court") against the Company and certain officers, alleging that the defendants misstated or omitted to state material information concerning the Company's historical accounting for redeemable non-controlling interests of acquired partnerships, in alleged violation of Sections 10(b) and 20(a) of the Exchange Act. On December 1, 2017, the Company filed a Motion to Dismiss and subsequent filings by the parties related to the Motion to Dismiss were completed on February 7, 2018. On July 23, 2018, the Court issued a Memorandum and Order granting the Company's Motion to Dismiss in its entirety, with prejudice.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

**None**

---

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: July 24, 2018    By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal financial  
and accounting officer)