

ORTENZIO ROBERT A  
Form 4  
June 07, 2018

**FORM 4**

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

OMB APPROVAL

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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

(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)

3. Date of Earliest Transaction (Month/Day/Year)  
06/05/2018

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

C/O SELECT MEDICAL HOLDINGS CORPORATION, 4714 GETTYSBURG ROAD

(Street)

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

MECHANICSBURG, PA 17055

(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 (A) 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)   |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 06/05/2018                           |  | S <sup>(1)</sup>               | 2,990 D   | \$ 18.5   | 6,986,601  | D   |
| Common Stock                    | 06/06/2018                           |  | S <sup>(1)</sup>               | 200 D   | \$ 18.5   | 6,986,401  | D   |
| Common Stock                    |                                      |  |                                |   |   | 800,000  | I   |
|                                 |                                      |  |                                |   |   |  | By the Robert A. Ortenzio July 2017 GRAT <sup>(2)</sup> |
| Common                          |                                      |  |                                |   |   | 31,886   | I   |
|                                 |                                      |  |                                |   |   |  | By the Robert   |

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|                 |  |  |  |           |   |  |   |
|-----------------|--|--|--|-----------|---|--|---|
| Stock           |  |  |  |           |   |  | A. Ortenzio<br>2014 Trust<br>for Bryan A.<br>Ortenzio <sup>(2)</sup>                        |
| Common<br>Stock |  |  |  | 31,886    | I |  | By the Robert<br>A. Ortenzio<br>2014 Trust<br>for Kevin M.<br>Ortenzio <sup>(2)</sup>       |
| Common<br>Stock |  |  |  | 31,885    | I |  | By the Robert<br>A. Ortenzio<br>2014 Trust<br>for Madeline<br>G. Ortenzio<br><sup>(2)</sup> |
| Common<br>Stock |  |  |  | 2,750,000 | I |  | By the Rocco<br>A. Ortenzio<br>Descendants<br>Trust <sup>(2)</sup>                          |
| Common<br>Stock |  |  |  | 1,300,000 | I |  | By the Robert<br>A. Ortenzio<br>Descendants<br>Trust <sup>(2)</sup>                         |

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of<br>Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and<br>Amount of<br>Underlying<br>Securities<br>(Instr. 3 and 4) | 8. Price of<br>Derivative<br>Security<br>(Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Benef<br>Own<br>Follo<br>Repo<br>Trans<br>(Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
|   |  |   |   | Code                                 | V (A) (D)  | Date<br>Exercisable  | Expiration<br>Date  | Title   | Amount<br>or<br>Number<br>of<br>Shares                                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| ORTENZIO ROBERT A<br>C/O SELECT MEDICAL HOLDINGS CORPORATION<br>4714 GETTYSBURG ROAD<br>MECHANICSBURG, PA 17055 | X             |           | Exec. Chairman and Co-Founder |       |

## Signatures

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

06/07/2018

\_\_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.
  - (2) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.