

SELECT MEDICAL CORP

Form 8-K

December 07, 2004

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 3, 2004

SELECT MEDICAL CORPORATION

(Exact name of registrant as specified in its charter)

| | | |
|--|---|--|
| Delaware (State or other jurisdiction of Incorporation) | 000-32499 (Commission File Number) | 23-2872718 (I.R.S. Employer Identification No.) |
| 4716 Old Gettysburg Road, P.O. Box 2034, Mechanicsburg, PA 17055 | | |

(Address of principal executive offices) (Zip Code)

(717) 972-1100

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement

On December 3, 2004, Select Medical Corporation (the Company) and certain lenders entered into the Tenth Amendment and Consent (the Amendment) to the Company s credit agreement dated as of September 22, 2000, as amended, (the Credit Agreement) among the Company, Canadian Back Institute Limited, the Lenders party thereto, JP Morgan Chase Bank, N.A., as US Agent and US Collateral Agent, JP Morgan Chase Bank, Toronto Branch, as Canadian Agent and Canadian Collateral Agent, Banc of America Securities, LLC, as Syndication Agent, and CIBC, Inc., as Documentation Agent.

Pursuant to the Amendment, certain provisions of the Credit Agreement were amended, including the definition of Permitted Acquisition , to permit the acquisition of SemperCare, Inc. by the Company pursuant to the terms of the Agreement and Plan of Merger and Reorganization dated as of November 19, 2004 by and among the Company, Camp Hill Acquisition Corp., SemperCare, Inc. and Jeffrey J. Collinson, as Stockholders Agent.

A copy of the Amendment is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

| Exhibit No. | Description |
|--------------------|---|
| 10.1 | Tenth Amendment and Consent dated as of December 3, 2004 to the credit agreement dated as of September 22, 2000, as amended, among Select Medical Corporation, Canadian Back Institute Limited, the Lenders party thereto, JP Morgan Chase Bank, N.A., JP Morgan Chase Bank, Toronto Branch, Banc of America Securities, LLC and CIBC, Inc. |

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, thereunto duly authorized.

SELECT MEDICAL CORPORATION

Date: December 6, 2004

By: /s/ Michael E. Tarvin
Michael E. Tarvin
Senior Vice President, General Counsel
and Secretary

EXHIBIT INDEX

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