

SELECT MEDICAL HOLDINGS CORP

Form 8-K

August 15, 2006

**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): August 10, 2006**

**SELECT MEDICAL HOLDINGS CORPORATION**

(Exact name of registrant as specified in its charter)

|  |   |  |
|--|---|--|
| <b>Delaware</b><br>(State or other jurisdiction of<br>Incorporation) | <b>333-133284</b><br>(Commission File Number) | <b>20-1764048</b><br>(I.R.S. Employer Identification<br>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 5.05 Amendment to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

On August 10, 2006, the Boards of Directors of Select Medical Corporation ( Select ) and Select Medical Holdings Corporation ( Holdings ) approved an amendment to Select's Code of Conduct (the Amendment ). Select's Code of Conduct applies to Select and its subsidiaries and affiliates, including Holdings. The Amendment clarifies that it shall be considered a conflict of interest for an employee of Select to serve as a director or officer of a third party if such third party has an actual or potential business or other relationship with Select involving payments by or to Select in excess of \$300,000 per year. The full text of Select's Code of Conduct as so amended can be found on the Select's website, [www.selectmedicalcorp.com](http://www.selectmedicalcorp.com).

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**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 HOLDINGS  
CORPORATION

Date: August 15, 2006

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