

SELECT MEDICAL HOLDINGS CORP  
Form DEFA14A  
March 16, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 14A**

**INFORMATION REQUIRED IN PROXY STATEMENT**

**SCHEDULE 14A INFORMATION**

**Proxy Statement Pursuant to Section 14(a) of the**

**Securities Exchange Act of 1934**

**(Amendment No. )**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to § 240.14a-12

**Select Medical Holdings Corporation**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.

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Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- (1) Title of each class of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (2) Aggregate number of securities to which transaction applies:
  
  
  
  
  
  
  
  
  
  
- (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  
  
  
  
  
  
  
  
  
  
- (4) Proposed maximum aggregate value of transaction:
  
  
  
  
  
  
  
  
  
  
- (5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- (1) Amount previously paid:
  
  
  
  
  
  
  
  
  
  
- (2) Form, Schedule or Registration Statement No.:
  
  
  
  
  
  
  
  
  
  
- (3) Filing Party:

(4) Date Filed:

Select Medical Holdings Corporation

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on

Tuesday, May 1, 2012

This communication presents only an overview of the more complete proxy materials that are available to you on the Internet.

We encourage you to access and review all of the important information contained in the proxy materials before voting.

Select Medical Holdings Corporation

*If you want to receive a paper or e-mail copy of these documents, you must request one. There is no charge to you for requesting a copy. Please make your request for a copy as instructed below on or before April 24, 2012 to facilitate timely delivery.*

Dear Select Medical Holdings Corporation Stockholder:

The 2012 Annual Meeting of Stockholders of Select Medical Holdings Corporation (the Company) will be held at the Kessler Institute for Rehabilitation, 1199 Pleasant Valley Way, West Orange, NJ 07052, on Tuesday, May 1, 2012, at 2:30 p.m. EDT.

Proposals to be considered at the Annual Meeting:

- (1) to elect three Class III directors, each for a term of three years or until their respective successors have been elected and qualified;
- (2) to approve, on an advisory basis, the compensation of the named executive officers;
- (3) to ratify the appointment of PricewaterhouseCoopers LLC as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2012; and
- (4) to consider and act upon any other business that may properly come before the meeting or any adjournment(s) thereof.

**Management recommends a vote FOR Items 1, 2 and 3.**

The Board of Directors has fixed the close of business on March 5, 2012 as the record date (the Record Date) for the determination of stockholders entitled to receive notice of and to vote at the Annual Meeting or any adjournment(s) thereof.



Stockholders of record as of the Record Date are encouraged and cordially invited to attend the Annual Meeting. Directions to attend the annual meeting where you may vote in person can be found on the website, <http://www.kessler-rehab.com/company/locations/Directions.aspx>.

**Meeting Location:**

Kessler Institute for Rehabilitation

1199 Pleasant Valley Way

West Orange, NJ 07052

**The following Proxy Materials are available for you to review online:**

the Company's 2012 Proxy Statement (including all attachments thereto);

the Proxy Card;

the Company's Annual Report for the year ended December 31, 2011 (which is not deemed to be part of the official proxy soliciting materials); and

any amendments to the foregoing materials that are required to be furnished to stockholders.

**To request a paper copy of the Proxy Materials:**

*(you must reference your 11-digit control number located on the reverse side of this form)*

Telephone: **1-888-313-0164** (outside of the U.S and Canada call 201-680-6688)

Email: **shrrelations@bnymellon.com** *(you must reference your 11-digit control number in your email)*

Internet: **<http://www.proxyvoting.com/sem>**

**The Proxy Materials for Select Medical Holdings Corporation are available to review at:**

**<http://www.proxyvoting.com/sem>**

Have this notice available when you request a PAPER copy of the Proxy Materials,

when you want to view your proxy materials online,

**OR WHEN YOU WANT TO VOTE YOUR PROXY ELECTRONICALLY.**