

U S PHYSICAL THERAPY INC /NV

Form 8-K

July 24, 2018

---

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): July 23, 2018

U.S. PHYSICAL THERAPY, INC.

(Exact name of registrant as specified in its charter)

Nevada 1-11151 76-0364866  
(State or other jurisdiction (Commission (I.R.S. Employer  
of incorporation or organization) File Number) Identification No.)

1300 West Sam Houston Parkway South, 77042  
Suite 300, Houston, Texas  
(Address of Principal Executive Offices) (Zip Code)  
Registrant's telephone number, including area code: (713) 297-7000

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 ( see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12(b) under the Exchange Act (17 CFR 240.14a-12(b))

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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)