

Edgar Filing: U S PHYSICAL THERAPY INC /NV - Form 8-K

U S PHYSICAL THERAPY INC /NV
Form 8-K
August 06, 2008

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 6, 2008
(August 6, 2008)

U.S. PHYSICAL THERAPY, INC.
(Exact name of registrant as specified in its charter)

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

1300 West Sam Houston Parkway South, Suite 300, Houston, Texas	77042
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(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))

Item 7.01 Regulation FD Disclosure.

U. S. Physical Therapy, Inc. (the "Company") will deliver a presentation on Wednesday, August 6, 2008 at the BMO Capital Markets Focus on Healthcare Conference at the Millennium Broadway Hotel in New York, NY. Lawrance McAfee, Chief Financial Officer, will address the conference.

A copy of the presentation may be accessed on the Company's website, www.usph.com.

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The investor presentation contains certain non-GAAP financial measures as defined under Regulation G of the rules and regulations of the SEC. The non-GAAP financial measures contained in the presentation include a presentation of EBITDAEC. EBITDAEC equals net income before interest, taxes, amortization and depreciation and equity compensation expense. See the addendum included in the presentation for a reconciliation of net income to EBITDAEC. Management believes providing this non-GAAP financial information to investors is useful information for comparing the Company's period-to-period results.

Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filings by the Company under such Act or the Securities Act of 1933, as amended.

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: August 6, 2008

By: /s/ LAWRENCE W. MCAFEE

Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal
financial and accounting officer)

of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
 See Remarks

5. If Amendment, Date Original Filed(Month/Day/Year) (Street)

JOHNSON CITY, TN 37604 6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Common Stock 4,610 ⁽¹⁾ D Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Performance Rights	Â ⁽²⁾	Â ⁽²⁾	Common Stock	675	\$ ⁽³⁾	D	Â
Performance Rights	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	2,935	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Atkinson James Robert 207 MOCKINGBIRD LANE JOHNSON CITY, TN 37604	Â	Â	Â See Remarks	Â

Signatures

/s/ J. Robert
Atkinson 05/13/2016

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).
Shares are restricted stock which vest in three equal annual installments beginning on the first anniversary of the grant date. Of the shares reported in Column 2: (i) 1,000 shares were granted on March 19, 2015; (ii) 675 shares were granted on April 30, 2015; and (iii) 2,935 shares were granted on March 16, 2016.
- (2) The vesting of the performance rights is based on the relative total shareholder return ("TSR") of NN, Inc. (the "Issuer"), as compared to the TSR of the S&P SmallCap 600 Index over the period beginning on February 1, 2015 and ending December 31, 2017. The performance rights will vest on December 31, 2017, subject to the reporting person's continuous employment through December 31, 2017, and subject to certain conditions as set forth in the Issuer's 2011 Stock Incentive Plan. Performance rights granted represent the right to receive the target shares, and actual performance rights earned may be between 50% and 150% of the target shares. Performance

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rights that do not vest on December 31, 2017 expire automatically.

- (3) Each performance right represents a contingent right to receive one share of common stock of the Issuer.

The vesting of the performance rights is based on the relative TSR of the Issuer, as compared to the TSR of the S&P SmallCap 600 Index over the period beginning on January 1, 2016 and ending December 31, 2018. The performance rights will vest on December 31, 2018,

- (4) subject to the reporting person's continuous employment through December 31, 2018, and subject to certain conditions as set forth in the Issuer's 2011 Stock Incentive Plan. Performance rights granted represent the right to receive the target shares, and actual performance rights earned may be between 50% and 150% of the target shares. Performance rights that do not vest on December 31, 2018 expire automatically.

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Remarks:

ViceÂ PresidentÂ -Â CorporateÂ TreasurerÂ andÂ InvestorÂ Relations

PowerÂ ofÂ AttorneyÂ isÂ attachedÂ toÂ thisÂ FormÂ 3Â asÂ ExhibitÂ 24.

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.