

U S PHYSICAL THERAPY INC /NV
Form 8-K
October 03, 2017

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): October 3, 2017

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))

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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).

company Emerging growth

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 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the "Annual Meeting") of U.S. Physical Therapy, Inc. (the "Company") was held on October 3, 2017. At the Annual Meeting, the Company's stockholders approved the four proposals, two of which are non-binding, which are described in detail in the company's definitive proxy statement dated August 15, 2017 ("Definitive Proxy"). Absentions and broker non-votes were counted for purposes of determining whether a quorum was present.

The results are as follows:

Proposal 1 - Election of nine directors to serve until the next annual meeting of stockholders.

| Nominees | Votes | | Broker |
|------------------------|------------|-----------|-----------|
| | Votes For | Withheld | Non-Votes |
| Jerald L. Pullins | 9,606,711 | 1,189,665 | 653,345 |
| Christopher J. Reading | 10,704,930 | 91,446 | 653,345 |
| Lawrance W. McAfee | 9,007,980 | 1,788,396 | 653,345 |
| Mark J. Brookner | 10,003,267 | 793,109 | 653,345 |
| Harry S. Chapman | 10,130,276 | 666,100 | 653,345 |
| Bernard A. Harris, Jr. | 10,418,068 | 378,308 | 653,345 |
| Edward L. Kuntz | 10,704,222 | 92,154 | 653,345 |
| Regg E. Swanson | 10,283,389 | 512,987 | 653,345 |
| Clayton K. Trier | 9,868,178 | 928,198 | 653,345 |

Proposal 2 - Advisory vote to approve named executive officer compensation.

| Votes | | Votes | Broker |
|-----------|-----------|------------|-----------|
| Votes For | Against | Abstaining | Non-Votes |
| 7,330,503 | 3,459,426 | 6,447 | 653,345 |

Proposal 3 - Ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for the year ending December 31, 2017.

| Votes | | Votes |
|------------|---------|------------|
| Votes For | Against | Abstaining |
| 11,406,902 | 40,298 | 2,521 |

Proposal 4 - Recommendation, by non-binding vote, of the frequency of non-binding executive compensation votes.

| Votes | Votes | Votes | Votes | Broker |
|------------|---------|---------|------------|-----------|
| 1 Year | 2 Years | 3 Years | Abstaining | Non-Votes |
| 10,204,992 | 46,742 | 541,178 | 3,464 | 653,345 |

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Based on these results and consistent with a majority of votes cast with respect to this matter, the Company's Board of Directors will continue its policy to hold an advisory vote on compensation of named executive officers each year.

With respect to proposal 1, broker non-votes were not treated as a vote for or against any particular nominee and did not affect the outcome of the election of directors. With Proposal 2 and Proposal 4, broker non-votes did not have any effect on the outcome of the vote.

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: October 3, 2017 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)