

SELECT MEDICAL HOLDINGS CORP  
Form SC 13G/A  
January 15, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 3)\*

Select Medical Holdings Corporation  
(Name of Issuer)

Common Stock, \$0.001 par value  
(Title of Class of Securities)

81619Q105  
(CUSIP Number)

December 31, 2014  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP NO. 81619Q105

1. Name of Reporting Person  
I.R.S. Identification No. of Above Person  
(Entities Only)  
(Voluntary) Welsh, Carson, Anderson & Stowe IX, L.P.
2. Check the Appropriate Box if a Member of a Group (a)   
(b)
3. SEC Use Only
4. Citizenship or Place of Organization Delaware
- |   |                             |     |
|---|-----------------------------|-----|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power        | -0- |
|   | 6. Shared Voting Power      | -0- |
|   | 7. Sole Dispositive Power   | -0- |
|   | 8. Shared Dispositive Power | -0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person -0-
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9) -0-
12. Type of Reporting Person PN

CUSIP NO. 81619Q105

1. Name of Reporting Person  
I.R.S. Identification No. of Above Person (Entities Only)  
Voluntary
2. Check the Appropriate Box if a Member of a Group (a)  (b)
3. SEC Use Only
4. Citizenship or Place of Organization Delaware
- |   |                             |     |
|---|-----------------------------|-----|
| Number of Shares Beneficially Owned by Each Reporting Person With | 5. Sole Voting Power        | -0- |
|   | 6. Shared Voting Power      | -0- |
|   | 7. Sole Dispositive Power   | -0- |
|   | 8. Shared Dispositive Power | -0- |
9. Aggregate Amount Beneficially Owned by Each Reporting Person -0-
10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares
11. Percent of Class Represented by Amount in Row (9) -0-
12. Type of Reporting Person PN

CUSIP NO. 81619Q105

Amendment No. 3 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission by the Reporting Persons on January 25, 2010, Amendment No. 1 thereto filed on January 16, 2013 and Amendment No. 2 filed on January 8, 2014 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

Item 4. Ownership.

Item 4 is hereby amended and restated as follows:

(a) through (c):

The information requested hereunder is set forth in Items 5 through 9 and 11 of the cover pages to this Amendment No. 3 to Schedule 13G. Ownership is stated as of December 31, 2014.

Item 5. Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: [X]

CUSIP NO. 81609Q105

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: January 14, 2015

WELSH, CARSON, ANDERSON & STOWE IX, L.P.

By: WCAS IX Associates LLC, its general partner

By: /s/ David  
Mintz  
Attorney-in-Fact

WCAS CAPITAL PARTNERS IV, L.P.

By: WCAS CP IV Associates LLC, its general partner

By: /s/ David  
Mintz  
Attorney-in-Fact

