

THOMA CRESSEY FUND VI L P
Form SC 13G
February 14, 2002

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

SCHEDULE 13G
(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS
FILED PURSUANT TO RULES 13d-1(b)(c) AND (d) AND
AMENDMENTS THERETO FILE PURSUANT TO RULE 13d-2(b)**

(Amendment No.)*

Select Medical Corporation

(Name of Issuer)

Common Stock, \$0.01 Par Value

(Title of Class of Securities)

816196 10 9

(CUSIP Number)

February 12, 2002

(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)

/x/ 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).

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- (1) Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Thoma Cressey Fund VI, L.P.

-
- (2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) // (b) /x/

-
- (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

4,444,604 (See Item 4)

-
- (7) Sole Dispositive Power

-0-

-
- (8) Shared Dispositive Power

4,444,604 (See Item 4)

-
- (9) Aggregate Amount Beneficially Owned by Each Reporting Person

4,444,604 (See Item 4)

-
- (10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) /x/

-
- (11) Percent of Class Represented by Amount in Row (9)

9.8%

-
- (12) Type of Reporting Person (See Instructions)

PN

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-
- (1)

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Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Thoma Cressey Friends Fund VI, L.P.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) // (b) /x/

(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

4,444,604 (See Item 4)

(7) Sole Dispositive Power

-0-

(8) Shared Dispositive Power

4,444,604 (See Item 4)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

4,444,604 (See Item 4)

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) /x/

(11) Percent of Class Represented by Amount in Row (9)

9.8%

(12) Type of Reporting Person (See Instructions)

PN

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(1)

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Names of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Thoma Cressey Equity Partners, Inc.

(2) Check the Appropriate Box if a Member of a Group (See Instructions) (a) // (b) /x/

(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

4,444,604 (See Item 4)

(7) Sole Dispositive Power

-0-

(8) Shared Dispositive Power

4,444,604 (See Item 4)

(9) Aggregate Amount Beneficially Owned by Each Reporting Person

4,444,604 (See Item 4)

(10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions) /x/

(11) Percent of Class Represented by Amount in Row (9)

9.8%

(12) Type of Reporting Person (See Instructions)

CO

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ITEM 1.

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(a) Name of Issuer

Select Medical Corporation

(b) Address of Issuer's Principal Executive Offices

4716 Old Gettysburg Road
Mechanicsburg, PA 17055

ITEM 2.

(a) Name of Person Filing

This Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13-d(1)(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Act:

Thoma Cressey Fund VI, L.P.,
Thoma Cressey Friends Fund VI, L.P.,
Thoma Cressey Equity Partners, Inc.,

or collectively, the "Reporting Persons." The Reporting Persons have entered into a Joint Filing Agreement, a copy of which is filed with this Schedule 13G as *Exhibit A*, pursuant to which the Reporting Persons have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

(b) Address of Principal Business Office or, if none, Residence

The address of the principal business office of each of the Reporting Persons is 233 S. Wacker Drive, 92nd Floor, Chicago, Illinois 60606.

(c) Citizenship

Thoma Cressey Fund VI, L.P. and Thoma Cressey Friends Fund, L.P. are limited partnerships organized under the laws of the state of Delaware. Thoma Cressey Equity Partners, Inc. is a corporation organized under the laws of the state of Delaware.

(d) Title of Class of Securities

Common Stock, par value \$0.01 per share

(e) CUSIP Number

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO SECTIONS 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) // Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) // Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

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- (c) // Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) // Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) // An investment adviser in accordance with section 240.13d-1(b)(1)(ii)(E).
- (f) // An employee benefit plan or endowment fund in accordance with section 240.13d-1(b)(1)(ii)(F).
- (g) // A parent holding company or control person in accordance with section 240.13d-1(b)(1)(ii)(G).
- (h) // A savings association as defined in section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) // A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) // Group, in accordance with section 240.13d-1(b)(1)(ii)(J).

This Schedule is not being filed pursuant to Rule 13d-1(b) or Rule 13d-2(b) or (c) and, therefore, none of the above are applicable.

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ITEM 4. OWNERSHIP

- (a) Amount beneficially owned:

As of February 12, 2002, Thoma Cressey Fund VI, L.P. ("Fund VI") was the direct beneficial owner of 4,400,485 shares (the "Fund VI Shares"). Thoma Cressey Equity Partners, Inc. ("TCEP") is the general partner of TC Partners VI, L.P., which is the general partner of Fund VI and thus, TCEP may be deemed to be the indirect beneficial owner of the Fund V Shares. TCEP disclaims beneficial ownership of the Fund V Shares. Thoma Cressey Friends Fund VI, L.P. ("Friends VI") has the same general partner as Fund VI and thus may be deemed to be the indirect beneficial owner of the Fund VI Shares. Friends VI disclaims beneficial ownership of the Fund VI Shares.

As of February 12, 2002, Friends VI was the direct beneficial owner of 44,001 shares (the "Friends VI Shares"). TCEP is the general partner of TC Partners VI, L.P., which is the general partner of Friends VI and thus, TCEP may be deemed to be the indirect beneficial owner of the Friends VI Shares. TCEP disclaims beneficial ownership of the Friends VI Shares. Fund VI has the same general partner as Friends VI and thus may be deemed to be the indirect beneficial owner of the Friends VI Shares. Fund VI disclaims beneficial ownership of the Friends VI Shares.

As of February 12, 2002, TCEP was the direct beneficial owner of 118 shares (the "TCEP Shares"). TCEP is the general partner of TC Partners VI, L.P., which is the general partner of Fund VI and Friends VI and thus, Fund VI and Friend VI may be deemed to be the indirect beneficial owner of the TCEP Shares. Fund VI and Friends VI disclaim beneficial ownership of the TCEP Shares.

The Reporting Persons may be deemed to constitute a "group" for purposes of Section 13(d)(3) of the Act. Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

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- (b) Percent of class:

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9.8%. All ownership percentages of the securities reported herein are based upon 45,334,039 shares of Common Stock outstanding as of October 31, 2001, as disclosed in the Issuer's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 8, 2001 for the fiscal quarter ended September 30, 2001.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote (see Item 4(a)):

-0-

(ii) Shared power to vote or to direct the vote (see Item 4(a)):

4,444,604

(iii) Sole power to dispose or to direct the disposition of (see Item 4(a)):

-0-

(iv) Shared power to dispose or to direct the disposition of (see Item 4(a)):

4,444,604

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 person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following. //

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

See response to Item 4.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable

ITEM 10. CERTIFICATION

Not applicable

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SIGNATURE

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

Date: February 12, 2002

THOMA CRESSEY FUND VI, L.P.

By: TC Partners VI, L.P.
Its: General Partner

By: Thoma Cressey Equity Partners, Inc.
Its: General Partner

By: /s/ BRYAN C. CRESSEY

Bryan C. Cressey, Principal

THOMA CRESSEY FRIENDS FUND VI, L.P.

By: TC Partners VI, L.P.
Its: General Partner

By: /s/ BRYAN C. CRESSEY

Bryan C. Cressey, Principal

THOMA CRESSEY EQUITY PARTNERS, INC.

By: Bryan C. Cressey
Its: Principal

By: /s/ BRYAN C. CRESSEY

Bryan C. Cressey

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