

SELECT MEDICAL CORP

Form S-8 POS

March 03, 2005

Table of Contents

As filed with the Securities and Exchange Commission on March 3, 2005.

Registration No. 333-97883

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

Post-effective amendment No. 1 to

FORM S-8

**REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

SELECT MEDICAL CORPORATION

(Exact name of Registrant as specified in its charter)

| | | |
|--------------------------|--|---------------------|
| Delaware | 4716 Old Gettysburg Road | 23-2872718 |
| (State of Incorporation) | P. O. Box 2034 | (I.R.S. Employer |
| | Mechanicsburg, Pennsylvania 17055 | Identification No.) |
| | (Address of principal executive | |
| | offices)(Zip Code) | |

**SELECT MEDICAL CORPORATION
AMENDED AND RESTATED 2002
NON-EMPLOYEE DIRECTORS PLAN**

(Full Title of the Plans)

Michael E. Tarvin, Esq.
Senor Vice President, General Counsel and Secretary
Select Medical Corporation
4716 Old Gettysburg Road
P. O. Box 2034
Mechanicsburg, Pennsylvania 17055
(Name and address of agent for service)
(717) 972-1100
(Telephone number, including area code, of agent for service)

With a Copy to:

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Carmen J. Romano, Esq.
Dechert LLP
4000 Bell Atlantic Tower
1717 Arch Street
Philadelphia, Pennsylvania 19103
(215) 994-4000

TABLE OF CONTENTS

SIGNATURES

Table of Contents

Select Medical Corporation (the Registrant) is filing this post-effective amendment to deregister any and all shares of its common stock, par value \$.01 per share, that remain unsold as of February 24, 2005. The common stock was registered on this registration statement on Form S-8 (No. 333-97883), filed with the Securities and Exchange Commission on April 6, 2001 in connection with the Registrant's Amended and Restated 2002 Non-Employee Directors' Plan (the Plan). The Registrant has terminated the offering of shares under the Plan.

SIGNATURES

The Registrant. Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this post-effective amendment No. 1 to the registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Mechanicsburg, Commonwealth of Pennsylvania, on this 3rd day of March, 2005.

SELECT MEDICAL CORPORATION

By: /s/ Michael E. Tarvin
 Michael E. Tarvin
 Senior Vice President, General Counsel
 and
 Secretary

Pursuant to the requirements of the Securities Act of 1933, this post-effective amendment No. 1 to the registration statement has been signed by the following persons in the capacities and on the date indicated.

| | | |
|-------------------------|---|------------------------|
| * _____ | Director and Chief Executive Officer (principal executive officer) | March 3, 2005 _____ |
| Robert A. Ortenzio * | | Date |
| * _____ | Senior Vice President and Chief Financial Officer (principal financial officer) | March 3, 2005 _____ |
| Martin F. Jackson * | | Date |
| * _____ | Vice President, Chief Accounting Officer and Controller (principal accounting officer) | March 3, 2005 _____ |
| Scott A. Romberger | | Date |

Table of Contents

| | | |
|------------------------|---------------------------------|-----------------------|
| * | Director and Executive Chairman | March 3, 2005 |
| Rocco A. Ortenzio * | Director | Date March 3, 2005 |
| Russell L. Carson * | Director | Date March 3, 2005 |
| Bryan C. Cressey | Director | Date |
| Thomas A. Scully | Director | Date |
| Sean M. Traynor | | Date |

* Attorney-in-Fact
/s/ Michael E. Tarvin

Michael E. Tarvin