

Explanatory Note

This Amendment No. 1 on Form 8-K/A to the Current Report on Form 8-K originally filed by U.S. Physical Therapy, Inc. on March 30, 2017 (the "Form 8-K") is filed solely for the purpose of correcting an inadvertent error in the grid for the Objective Long-Term Incentive Plan for Senior Management. The attached Exhibit 99.1 in this report contains the correct grid as approved by the Compensation Committee of the Board of Directors on March 24, 2017 and replaces Exhibit 99.1 in its entirety in the original Form 8-K. There is no change to the other information in the original Form 8-K.

Item 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibits Description of Exhibits

99.1 U. S. Physical Therapy, Inc. Long-Term Incentive Plan for Senior Management for 2017, effective March 24, 2017.

** Furnished herewith.

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: February 9, 2018 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)