

U S PHYSICAL THERAPY INC /NV  
Form 8-K  
April 11, 2014

**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): April 11, 2014**

**U.S. PHYSICAL THERAPY, INC.**

**(Exact name of registrant as specified in its charter)**

**Nevada**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**1-11151**  
**(Commission File**  
**Number)**

**76-0364866**  
**(I.R.S. Employer**  
**Identification No.)**

**1300 West Sam Houston Parkway South, Suite 300, Houston, Texas**

**77042**

**(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))

**Item 7.01 Regulation FD Disclosure**

The Company's Letter to Shareholders ( Shareholder Letter ), which was mailed to the Company's shareholders on or about April 11, 2014 with its Proxy Statement for the Annual Meeting to be held on May 13, 2014 and Annual Report on Form 10-K for the year ended December 31, 2013, is attached as Exhibit 99.1.

Pursuant to the rules of the Securities and Exchange Commission, the information contained in this report shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and will not be incorporated by reference into any filings by the Company under such Act or the Securities Act of 1933, as amended.

**Item 9.01 Financial Statements and Exhibits**

(a) None.

(b) None.

(c) Exhibits

| <b>Exhibits</b> | <b>Description of Exhibits</b> |
|-----------------|--------------------------------|
| 99.1            | 2013 Letter to Shareholders    |

**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: April 11, 2014

By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee

Chief Financial Officer

(duly authorized officer and principal financial  
and accounting officer)

**INDEX TO EXHIBITS**

| <b>EXHIBIT</b> | <b>DESCRIPTION OF EXHIBIT</b> |
|----------------|-------------------------------|
| 99.1           | 2013 Letter to Shareholders   |