

SELECT MEDICAL CORP

Form 8-A12B

August 21, 2002

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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Form 8-A**

**For Registration of Certain Classes of Securities  
Pursuant to Section 12(b) or (g) of the  
Securities Exchange Act of 1934**

Select Medical Corporation

(Exact name of registrant as specified in its charter)

Delaware

23-2872718

(State of incorporation or organization)

(IRS Employer Identification No.)

4716 Old Gettysburg Road, Mechanicsburg, PA

17055

(Address of principal executive offices)

(Zip Code)

If this Form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this Form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this Form relates: None.

**Securities to be registered pursuant to Section 12(b) of the Act:**

Title of each class  
to be so registered

Name of each exchange on which  
each class is to be registered

Common Stock,  
Par Value \$.01

New York Stock Exchange

Series A Junior Participating  
Preferred Stock Purchase  
Rights

New York Stock Exchange

**Securities to be registered pursuant to Section 12(g) of the Act:**

None.

(Title of class)

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SIGNATURE

SPECIMEN CERTIFICATE FOR REGISTRANT'S COMMON STOCK

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**Item 1. Description of Registrant's Securities to be Registered**

A complete description of the Common Stock, par value \$.01 per share, of Select Medical Corporation (the Registrant) which is to be registered hereunder is contained under the caption Description of Capital Stock in the Registrant's Registration Statement on Form S-1 (Registration No. 333-48856), filed by the Registrant with the Securities and Exchange Commission (the Commission) on April 3, 2001. Such description is hereby incorporated by reference.

A complete description of the Series A Junior Participating Preferred Stock Purchase Rights of the Registrant which are to be registered hereunder is contained under the caption Description of Registrant's Securities to be Registered in the Registrant's Registration Statement on Form 8-A (Registration No. 000-32499) filed by the Registrant with the Commission on October 1, 2001. Such description is hereby incorporated by reference.

**Item 2. Exhibits**

The following exhibits are filed as part of this Registration Statement:

Exhibit Number	Document
1.1	Specimen certificate for Registrant's Common Stock.
1.2 Form of Restated Certificate of Incorporation, incorporated herein by reference to Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 filed with the Commission on March 30, 2001.1.3 Select Medical Corporation Amended and Restated Bylaws, incorporated herein by reference to Exhibit 3.2 to the Registrant's annual report for the fiscal year ended Dec. 31, 2001 on Form 10-K, filed with the Commission on March 5, 2002 (the 2001 Form 10-K ).1.4 Amendment No. 1 to the Amended and	

Restated  
Bylaws of  
Select Medical  
Corporation,  
incorporated  
herein by  
reference to  
Exhibit 3.3 to  
the 2001  
Form 10-K.1.5  
Amendment  
No. 2 to the  
Amended and  
Restated  
Bylaws of  
Select Medical  
Corporation,  
incorporated  
herein by  
reference to  
Exhibit 3.4 to  
the 2001  
Form 10-K.1.6  
Rights  
Agreement  
dated as of  
September 17,  
2001 between  
Select Medical  
Corporation  
and Mellon  
Investor  
Services LLC,  
as Rights  
Agent, which  
includes as  
Exhibit B the  
Form of Right  
Certificate,  
incorporated  
by reference to  
Exhibit 1.1 to  
the Registrant's  
Registration  
Statement on  
Form 8-A filed  
on October 1,  
2001.

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

By /s/ Robert A. Ortenzio

SELECT MEDICAL  
CORPORATION

Robert A. Ortenzio  
President and Chief Executive Officer  
Date: August 21, 2002