

Edgar Filing: WELSH CARSON ANDERSON & STOWE VII LP ET AL - Form SC 13G

| | |
|--|--|
| No. of Above Person (Entities Only) | VII, L.P. |
| ----- | |
| 2) Check the Appropriate Box if a Member of a Group | (a) [X] (b) [] |
| ----- | |
| 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 9,642,384 shares of Common Stock (including shares issuable upon exercise of warrants) |
| | ----- |
| | 6) Shared Voting Power -0- |
| | ----- |
| | 7) Sole Disposi- 9,642,384 shares of tive Power Common Stock (including shares issuable upon exercise of warrants) |
| | ----- |
| | 8) Shared Dis- positive Power -0- |
| | ----- |
| 9) Aggregate Amount Beneficially Owned by Each Reporting Person | 9,642,384 shares of Common Stock (including shares issuable upon exercise of warrants) |
| ----- | |
| 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| ----- | |
| 11) Percent of Class Represented by Amount in Row (9) | 20.7% |
| ----- | |
| 12) Type of Reporting Person | PN |

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| | |
|--|------------------------------------|
| 1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) | WCAS Capital Partners III, L.P. |
| ----- | |
| 2) Check the Appropriate Box if a Member of a Group | (a) [X] (b) [] |
| ----- | |
| 3) SEC Use Only | |
| ----- | |
| 4) Citizenship or Place of Organization | Delaware |
| ----- | |

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| | | |
|--|----------------------------------|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5) Sole Voting Power | 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants) |
| ----- | | |
| | 6) Shared Voting Power | -0- |
| ----- | | |
| | 7) Sole Disposi- tive Power | 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants) |
| ----- | | |
| | 8) Shared Dis- positive Power | -0- |
| ----- | | |
| 9) Aggregate Amount Beneficially Owned by Each Reporting Person | | 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants) |
| ----- | | |
| 10) Check if the Aggregate Amount in Row (9) Excludes Certain Shares | | |
| ----- | | |
| 11) Percent of Class Represented by Amount in Row (9) | | 5.5% |
| ----- | | |
| 12) Type of Reporting Person | | PN |

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| | | |
|--|---------------------------|-----------------------------------|
| 1) Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only) | | WCAS Healthcare Partners, L.P. |
| ----- | | |
| 2) Check the Appropriate Box if a Member of a Group | | (a) [X] (b) [] |
| ----- | | |
| 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 | 427,511 shares of Common Stock |
| ----- | | |
| | 6) Shared Voting Power | -0- |
| ----- | | |
| | 7) Sole Disposi- | 427,511 shares of |

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| | tive Power | Common Stock |
|-------|--|-----------------------------------|
| ----- | | |
| 8) | Shared Dis- positive Power | -0- |
| ----- | | |
| 9) | Aggregate Amount Beneficially Owned by Each Reporting Person | 427,511 shares of Common Stock |
| ----- | | |
| 10) | Check if the Aggregate Amount in Row (9) Excludes Certain Shares | |
| ----- | | |
| 11) | Percent of Class Represented by Amount in Row (9) | 0.9% |
| ----- | | |
| 12) | Type of Reporting Person | PN |

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Schedule 13G

Item 1(a) - Name of Issuer: Select Medical Corporation

Item 1(b) - Address of Issuer's Principal Executive Offices:

4716 Old Gettysburg Road
Mechanicsburg, PA 17055

Item 2(a) - Name of Person Filing:

This statement is being filed by Welsh, Carson,
Anderson & Stowe VII, L.P., a Delaware limited
partnership ("WCAS VII"), WCAS Capital Partners III,
L.P., a Delaware limited partnership ("WCAS CP III"),
and WCAS Healthcare Partners, L.P., a Delaware
limited partnership ("WCAS HP").

Item 2(b) - Address of Principal Business Office:

320 Park Avenue, Suite 2500
New York, New York 10022

Item 2(c) - Place of Organization:

WCAS VII: Delaware
WCAS CP III: Delaware
WCAS HP: Delaware

Item 2(d) - Title of Class of Securities:

Common Stock, \$.01 par value

Item 2(e) - CUSIP Number:

816196 10 9

Item 3 - Statements Filed Pursuant to Rules 13d-1(b) or 13d-2(b):

Not applicable.

Item 4 - Ownership.

(a) Amount Beneficially Owned:

WCAS VII: 9,642,384 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS CP III: 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS HP: 427,511 shares of Common Stock

(b) Percent of Class:

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WCAS VII: 20.7%

WCAS CP III: 5.5%

WCAS HP: 0.9%

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

(i) sole power to vote or to direct the vote:

WCAS VII: 9,642,384 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS CP III: 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS HP: 427,511 shares of Common Stock

(ii) shared power to vote or to direct the vote: -0-

(iii) sole power to dispose or to direct the disposition of:

WCAS VII: 9,642,384 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS CP III: 2,534,058 shares of Common Stock (including shares issuable upon exercise of warrants)

WCAS HP: 427,511 shares of Common Stock

(iv) shared power to dispose or to direct the disposition of: -0-

Item 5 - Ownership of Five Percent or Less of a Class:

Not applicable.

Item 6 - Ownership of More than Five Percent on Behalf of Another Person:

Not applicable.

Item 7 - Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Company:

Not applicable.

Item 8 - Identification and Classification of Members of the Group:

See Exhibit 2.

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Item 9 - Notice of Dissolution of Group:
Not applicable.

Item 10 - Certification:
Not applicable.

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Signature:

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

WELSH, CARSON, ANDERSON & STOWE VII, L.P.
By: WCAS VII Partners, L.P., General
Partner

By /s/ Jonathan M. Rather

General Partner

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, L.L.C., General
Partner

By /s/ Jonathan M. Rather

Managing Member

WCAS HEALTHCARE PARTNERS, L.P.
By: WCAS HP Partners, General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

Date: January 15, 2002

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EXHIBIT 1

AGREEMENT OF
WELSH, CARSON, ANDERSON & STOWE VII, L.P.,
WCAS CAPITAL PARTNERS III, L.P.
AND
WCAS HEALTHCARE PARTNERS, L.P.
PURSUANT TO RULE 13d-1(k)

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The undersigned hereby agree that the Information Statement on Schedule 13G to which this Agreement is annexed as Exhibit 1 is filed on behalf of each of them in accordance with the provisions of Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended.

WELSH, CARSON, ANDERSON & STOWE VII, L.P.
By: WCAS VII Partners, L.P., General
Partner

By /s/ Jonathan M. Rather

General Partner

WCAS CAPITAL PARTNERS III, L.P.
By: WCAS CP III Associates, L.L.C., General
Partner

By /s/ Jonathan M. Rather

Managing Member

WCAS HEALTHCARE PARTNERS, L.P.
By: WCAS HP Partners, General Partner

By /s/ Jonathan M. Rather

Attorney-in-Fact

Date: January 15, 2002

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EXHIBIT 2

Identification and Classification
of Members of the Group

Welsh, Carson, Anderson & Stowe VII, L.P., WCAS Capital Partners III, L.P. and WCAS Healthcare Partners, L.P. are filing this statement on Schedule 13G as a group. Welsh, Carson, Anderson & Stowe VII, L.P. is a Delaware limited partnership. Its sole general partner is WCAS VII Partners, L.P., a Delaware limited partnership.

WCAS Capital Partners III, L.P. is a Delaware limited partnership. Its sole general partner is WCAS CP III Associates, L.L.C., a Delaware limited liability company.

WCAS Healthcare Partners, L.P. is a Delaware limited partnership. Its sole general partner is WCAS HP Partners, a Delaware general partnership.