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U S PHYSICAL THERAPY INC /NV
Form 8-K
June 06, 2006

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): June 5, 2006 (June 5, 2006)

U.S. PHYSICAL THERAPY, INC.
(Exact name of registrant as specified in its charter)

Nevada	1-11151	76-0364866
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(State or other jurisdiction of incorporation or organization)	(Commission File Number)	(I.R.S. Employer Identification No.)
1300 West Sam Houston Parkway South, Suite 300, Houston, Texas		77042
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(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.

U. S. Physical Therapy, Inc. (the "Company") has updated its investor presentation. A copy of the investor presentation may be accessed on the Company's website, www.usph.com.

The investor presentation contains certain non-GAAP financial measures as defined under Regulation G of the rules and regulations of the SEC. The non-GAAP financial measure contained in the presentation includes a presentation of EBITDA. EBITDA equals net income before interest, taxes, amortization and depreciation expense. See the addendum included in the presentation for a

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reconciliation of net income to EBITDA. Management believes providing this non-GAAP financial information to investors is useful information for comparing the Company's period-to-period results.

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

Exhibits	Description of Exhibits
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None	

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: June 5, 2006

By: /s/ LAWRENCE W. MCAFEE

 Lawrence W. McAfee
 Chief Financial Officer
 (duly authorized officer and principal
 financial and accounting officer)

t of 1934

Date of Report (Date of earliest event reported): May 17, 2012

SPIRE CORPORATION

(Exact Name of Registrant as Specified in Charter)

Massachusetts

(State or Other Jurisdiction of Incorporation)

0-12742

(Commission
File Number)

04-2457335

(IRS Employer
Identification No.)

One Patriots Park, Bedford, Massachusetts

01730-2396

(Address of Principal Executive Offices)

(Zip Code)

Registrant's telephone number, including area code: (781) 275-6000

Not Applicable

(Former name or address, if changed since last report)

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 under the Exchange Act (17 CFR 240.14a-12)
 - 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))
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Item 5.07 SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

(a) On May 17, 2012, Spire Corporation (the "Company") held a Special Meeting in Lieu of Annual Meeting of Stockholders. At the close of business on March 26, 2012, the voting record date, there were 8,562,633 shares of Company common stock outstanding and entitled to vote. At the meeting, 7,356,874, or 85.92%, of the outstanding shares of common stock entitled to vote were represented by proxy or in person.

(b) At the meeting, stockholders voted on the following:

(i) Proposal Number 1

The number of directors was fixed at seven. Udo Henseler, David R. Lipinski, Mark C. Little, Roger G. Little, Michael J. Magliochetti, Guy L. Mayer and Roger W. Redmond were elected to the Board of Directors to hold office until the 2013 annual meeting of stockholders. The results for Proposal Number 1 were as follows:

	For	Withheld	Abstained	Broker Non-Votes
Udo Henseler	4,982,778	87,613	—	2,286,483
David R. Lipinski	4,978,633	91,758	—	2,286,483
Mark C. Little	4,474,830	595,561	—	2,286,483
Roger G. Little	3,879,342	1,191,049	—	2,286,483
Michael J. Magliochetti	4,982,678	87,713	—	2,286,483
Guy L. Mayer	4,982,278	88,113	—	2,286,483
Roger W. Redmond	4,982,678	87,713	—	2,286,483

(ii) Proposal Number 2

Stockholders ratified the selection of McGladrey LLP to act as the Company's independent registered public accountants for the fiscal year ending December 31, 2012. The results for Proposal Number 2 were as follows:

For	Against	Abstained	Broker Non-Votes
7,212,538	84,163	60,173	—

(iii) Proposal Number 3

Stockholders voted to approve an amendment to the Company's 2007 Stock Equity Plan to (i) increase the number of shares that may be offered thereunder from 1,000,000 to 1,750,000, (ii) increase the maximum number of those shares that may be subject to the granting of awards other than stock options and stock appreciation rights from 500,000 to 1,000,000 and (iii) increase the maximum number of shares that may be granted to any one participant during any fiscal year, pursuant to awards other than stock options and stock appreciation rights, from 200,000 to 500,000. The results for Proposal Number 3 were as follows:

For	Against	Abstained	Broker Non-Votes
3,715,832	1,343,253	11,306	2,286,483

SIGNATURES

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.

SPIRE CORPORATION

Date: May 22, 2012

By: /s/ Robert S. Lieberman
Robert S. Lieberman
Chief Financial Officer and Treasurer