

# Select Medical Holdings Corporation Investigation

Corporate Governance

## Select Medical Investigation Overview

Bleichmar Fonti & Auld LLP announces an investigation into Select Medical Holdings Corporation's (NYSE: SEM) board of directors and senior management for potential breaches of their fiduciary duties to shareholders in connection with the pending sale of the company for \$16.50 per share as announced on March 2, 2026.

***If you are a current Select Medical shareholder, you are encouraged to submit your information using the form on this page. You may also email [adam@bfalaw.com](mailto:adam@bfalaw.com) or call 212.789.3619.***

## Why is Select Medical being Investigated?

On March 2, 2026, Select Medical announced that it had agreed to be acquired by a consortium led by three buyers:

1. Robert A. Ortenzio ("Ortenzio") who is Select Medical's co-founder, and currently serves as on the board of directors as the executive chairman;
2. Martin F. Jackson ("Jackson") who is Select Medical's Senior Executive Vice President of Strategic Finance and Operations; and
3. Welsh, Carson, Anderson & Stowe ("WCAS"), a private equity company which has longstanding historical ties to Russel L. Carson, who is currently a director on Select Medical's board of directors.

The merger will eliminate all holdings of Select Medical stock in exchange for \$16.50 per share in cash, except that Ortenzio, Jackson and certain entities affiliated with them are being allowed to "rollover" their holdings into the post-merger company. The opportunity to "rollover" is not being extended to public stockholders.

The merger was approved by a special committee of Select Medical's board of directors and is conditioned on approval by Select Medical's stockholders.

In Select Medical's proxy statement seeking stockholder approval of the merger, Select Medical revealed that the special committee consisted of three members:

Katherine R. Davisson (“Davisson”), James S. Ely III (“Ely”), and Daniel J. Thomas. The Proxy further revealed that Davisson and Ely are “limited partners” in a fund created by director Russel L. Carson. That specific fund was “contemplating participating as an equity financing source with WCAS to fund a portion of the” merger financing. While the fund has reportedly “determined not to do so” the Company has disclosed that this fund could change its mind prior to the merger’s closing. BFA is investigating whether this connection undermined the efficacy of the special committee’s work, and whether it resulted in an unfair deal to Select Medical’s stockholders.

**The stockholder vote is scheduled for June 26, 2026. The merger could close shortly after that vote occurs, which could limit stockholders’ ability to investigate the fairness of the merger.**

BFA is investigating whether Select Medical’s board of directors, together with members of the company’s senior management, have breached their fiduciary duties to Select Medical stockholders in connection with the negotiation and execution of the merger, including the public disclosures the company has made seeking stockholder approval.

### **How Do I Submit My Information?**

***If you are a current holder of Select Medical stock, you are encouraged to submit your information using the form on this page to speak with an attorney about your rights.***

You can also contact:

Adam McCall  
[adam@bfalaw.com](mailto:adam@bfalaw.com)  
212.789.3619

All representation is on a contingency fee basis; there is no cost to you. Shareholders are not responsible for any court costs or expenses of any class action lawsuit. The firm will seek court approval for any potential fees and expenses.

## **Why Bleichmar Fonti & Auld LLP?**

BFA is a leading international law firm representing plaintiffs in securities class actions and shareholder litigation. It has been named a top plaintiff law firm by *Chambers USA*, *The Legal 500*, and *ISS SCAS*.

BFA attorneys have been named “Elite Trial Lawyers” by the *National Law Journal*, among the top “500 Leading Plaintiff Financial Lawyers” by *Lawdragon*, “Titans of the Plaintiffs’ Bar” by *Law360* and “SuperLawyers” by *Thomson Reuters*.

BFA’s notable successes include a recovery of over \$900 million in value from Tesla Inc.’s Board of Directors, as well as \$420 million from Teva Pharmaceutical Ind. Ltd.  
*Attorney advertising. Past results do not guarantee future outcomes.*