

Emerging growth

company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Annual Meeting of Stockholders (the "Annual Meeting") of U.S. Physical Therapy, Inc. (the "Company") was held on May 22, 2018. At the Annual Meeting, the Company's stockholders approved the three proposals, one of which is non-binding, which are described in detail in the company's definitive proxy statement dated April 5, 2018. ("Definitive Proxy"). Absentions and broker non-votes were counted for purposes of determining whether a quorum was present.

The results are as follows:

Proposal 1 - Election of ten directors to serve until the next annual meeting of stockholders.

| Nominees | Votes | | Broker |
|------------------------|------------|-----------|-----------|
| | Votes For | Withheld | Non-Votes |
| Jerald L. Pullins | 10,994,728 | 480,760 | 769,664 |
| Christopher J. Reading | 11,437,359 | 38,129 | 769,664 |
| Lawrance W. McAfee | 10,081,577 | 1,393,911 | 769,664 |
| Mark J. Brookner | 10,975,954 | 499,534 | 769,664 |
| Harry S. Chapman | 11,376,371 | 99,117 | 769,664 |
| Kathleen A. Gilmartin | 11,451,929 | 23,559 | 769,664 |
| Bernard A. Harris, Jr. | 11,076,462 | 399,026 | 769,664 |
| Edward L. Kuntz | 11,382,352 | 93,136 | 769,664 |
| Reginald E. Swanson | 11,298,684 | 176,804 | 769,664 |
| Clayton K. Trier | 11,063,986 | 411,502 | 769,664 |

Proposal 2 - Advisory vote to approve named executive officer compensation.

| Votes For | Votes | Votes | Broker |
|-----------|-----------|------------|-----------|
| | Against | Abstaining | Non-Votes |
| 7,311,965 | 3,871,006 | 292,517 | 769,664 |

Proposal 3 - Ratification of the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2018.

| Votes For | Votes | Votes |
|------------|---------|------------|
| | Against | Abstaining |
| 12,188,907 | 36,983 | 19,262 |

With respect to proposal 1, broker non-votes were not treated as a vote for or against any particular nominee and did not affect the outcome of the election of directors. With Proposal 2, broker non-votes did not have any effect on the outcome of the vote.

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: May 23, 2018 By: /s/ LAWRENCE W. MCAFEE
Lawrance W. McAfee
Chief Financial Officer
(duly authorized officer and principal financial
and accounting officer)