

MATRIA HEALTHCARE INC  
Form 10-Q/A  
November 09, 2005

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 1 to  
Form 10-Q**

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED  
**September 30, 2005**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM  
\_\_\_\_\_ TO \_\_\_\_\_

Commission file number **0-20619**

**MATRIA HEALTHCARE, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of  
incorporation or organization)

**20-2091331**

(I.R.S. Employer  
Identification No.)

**1850 Parkway Place  
Marietta, Georgia**

(Address of principal executive offices)

**30067**

(Zip Code)

**(770) 767-4500**

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15 (d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes  No

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes  No

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The number of shares outstanding of the issuer's only class of common stock, \$.01 par value, together with associated common stock purchase rights, as of November 1, 2005, was 20,734,252.

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## EXPLANATORY NOTE

This Amendment Number 1 to the registrant's quarterly report on Form 10-Q for the period ended September 30, 2005 is being filed solely to amend the cover page to the quarterly report as originally filed to include disclosure that the registrant is not a "shell company" as defined in Rule 12b-2 of the Exchange Act. The registrant has also included herewith Exhibits 31.1, 31.2, 32.1 and 32.2, as required by the filing of this amendment. No revisions have been made to the financial statements or any other disclosure contained in the quarterly report on Form 10-Q as originally filed.

## PART II<sup>3</sup> OTHER INFORMATION

### Item 6. Exhibits

#### Exhibit Number

|       |   |
|-------|---|
| 2.3*  | Agreement and Plan of Merger by and among Matria Healthcare, Inc., WHI Acquisition Corp., and WinningHabits, Inc., dated September 19, 2005.  |
| 10.1* | Consent and Waiver Agreement and Amendment No. 7 to Loan and Security Agreement by and among Matria Women's and Children's Health, LLC and other subsidiaries of Matria Healthcare, Inc. and HFG Healthco-4, LLC, dated as of September 22, 2005. |
| 10.2* | 2004 Stock Incentive Plan.  |
| 10.3* | Long-Term Incentive Plan.   |
| 10.4* | 2005 Employee Stock Purchase Plan.  |
| 10.5* | 2005 Directors' Non-Qualified Stock Option Plan.  |
| 11*   | Computation of Earnings (Loss) per Share.   |
| 31.1  | Rule 13a-14(a)/15d-14(a) Certification by Parker H. Petit.  |
| 31.2  | Rule 13a-14(a)/15d-14(a) Certification by Stephen M. Mengert.   |
| 32.1  | Section 1350 Certification by Parker H. Petit.  |
| 32.2  | Section 1350 Certification by Stephen M. Mengert.   |

\* Previously filed.

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**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 thereunto duly authorized.

MATRIA HEALTHCARE, INC.

November 9, 2005

By: /s/ Parker H. Petit  
Parker H. Petit  
Chairman of the Board and  
Chief Executive Officer  
(Principal Executive Officer)

/s/ Stephen M. Mengert  
Stephen M. Mengert  
Vice President<sup>3</sup>/<sub>4</sub> Finance and Chief  
Financial Officer  
(Principal Financial Officer)