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PEDIATRIX MEDICAL GROUP INC
 Form S-8
 November 15, 2002

As filed with the Securities and Exchange Commission on November 14, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
 WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

PEDIATRIX MEDICAL GROUP, INC.
 (Exact name of registrant as specified in its charter)

FLORIDA (State or other jurisdiction of incorporation or organization) 65-0271219 (I.R.S. employer identification no.)

1301 CONCORD TERRACE
 SUNRISE, FLORIDA 33323-2825
 (Address of principal executive offices, including zip code)

PEDIATRIX MEDICAL GROUP
 1996 NON-QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
 (Full Title of Plan)

BRIAN T. GILLON
 EXECUTIVE VICE PRESIDENT, CORPORATE
 DEVELOPMENT, GENERAL COUNSEL AND SECRETARY
 PEDIATRIX MEDICAL GROUP, INC.
 1301 CONCORD TERRACE, SUNRISE, FLORIDA 33323-2825
 (Name and address of agent for service)

(954) 384-0175
 (Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

TITLE OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE (1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE (1)
Common Stock, par value \$.01 per share (2)	250,000 shares(3)	\$36.62	\$9,155,000

(1) Estimated solely for the purpose of calculating the registration fee and

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computed in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices reported for shares of Common Stock on the New York Stock Exchange on November 12, 2002.

- (2) This Registration Statement also covers rights to purchase the registrant's Series A Junior Participating Preferred Stock that presently are attached to and trade with the Common Stock. Any value attributable to such rights is reflected in the market price of the Common Stock.
- (3) This Registration Statement is being filed pursuant to General Instruction E to Form S-8 to register additional shares issuable under the employee benefit plan described herein, which shares were previously registered under the registrant's Registration Statement on Form S-8 (No. 333-07061) (the "Prior Registration Statement") and have been transferred from the registrant's 1996 Qualified Employee Stock Purchase Plan to the employee benefit plan described herein .
- (4) The registration fee payable hereunder is offset in full by aggregate fees of \$4,289 previously paid in connection with the registration of 250,000 shares of Common Stock under the Prior Registration Statement.

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EXPLANATORY NOTE

At the registrant's annual meeting of shareholders held on May 14, 2002, the registrant's shareholders approved amendments to the registrant's 1996 Qualified Employee Stock Purchase Plan and the registrant's 1996 Non-Qualified Employee Stock Purchase Plan transferring 250,000 shares issuable under the 1996 Qualified Employee Stock Purchase Plan to the 1996 Non-Qualified Employee Stock Purchase Plan, increasing the maximum number of shares issuable under the 1996 Non-Qualified Employee Stock Purchase Plan from 500,000 shares to 750,000 shares, which includes 250,000 shares previously registered under Registration Statement on Form S-8 (No. 333-07061) and 500,000 shares registered under Registration Statement on Form S-8 (No. 333-07059). This registration statement registers the additional 250,000 shares now issuable under the 1996 Non-Qualified Employee Stock Purchase Plan, as amended and restated (the "Additional Shares"). Additionally, this registration statement amends and restates the information contained in the registrant's Registration Statement on Form S-8 (No. 333-07059) in respect of the employee benefit plan described herein and includes as an exhibit filed herewith, the 1996 Non-Qualified Stock Purchase Plan, as amended and restated.

PART I INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION.*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.*

* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

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The following documents filed by the registrant with the Securities and Exchange Commission (the "Commission") are hereby incorporated by reference in this Registration Statement and shall be deemed to be a part hereof:

(a) The registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2001.

(b) The registrant's Quarterly Report on Form 10-Q for the fiscal period ended March 31, 2002.

(c) The registrant's Quarterly Report on Form 10-Q for the fiscal period ended June 30, 2002.

(d) The registrant's Quarterly Report on Form 10-Q for the fiscal period ended September 30, 2002.

(e) The description of the registrant's common stock contained in the Registration Statement on Form 8-A filed by the registrant with the Commission on September 14, 1995, including any amendment or report filed for the purpose of updating such description.

(f) The description of the rights to purchase the registrant's Series A Junior Participating Preferred Stock contained in the Registration Statement on Form 8-A filed by the registrant with the Commission on April 6, 1999, including any amendment or report filed for the purpose of updating such description.

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In addition, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and to be part hereof from the respective dates of filing of such documents (such documents, and the documents described in paragraphs (a) through (c) above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Documents modifies or supersedes such first statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Gregg S. Bloom rendered the opinion (attached as Exhibit 5.1 hereto) as to the legality of the Additional Shares registered under this Registration Statement. Mr. Bloom is an employee of the registrant and has been,

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and from time to time may be, granted options to purchase shares of common stock of the registrant during the course of his employment with the registrant. Mr. Bloom owns no shares of common stock of the registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Florida Business Corporation Act permits a corporation to indemnify the following persons (using a case-by-case determination) against liabilities arising in the following circumstances:

(i) any person who was or is party to any proceeding by reason of his or her service as a director, officer, employee or agent of the corporation; or

(ii) any person serving in such capacity, at the request of the corporation, for another corporation or business entity.

To be indemnified, a person seeking indemnification must have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. With respect to any criminal action or proceeding, such person must have had no reasonable cause to believe his or her conduct was unlawful. Under Florida law the corporation can indemnify such a person who is a party to any proceeding by or in the right of the corporation against expenses and amounts paid in settlement which were actually and reasonably incurred in connection with the defense or settlement of the proceeding. Such indemnification may not exceed the board of directors' estimated expense of litigating the matter to a conclusion. No indemnification shall be made in respect of any issue as to which such person shall have been adjudged to be liable unless, and only to the extent that, a court shall determine, in view of all circumstances, that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Under the Florida Business Corporation Act, indemnification for expenses actually and reasonably incurred in the defense of any proceeding is mandatory to the extent that a director, officer, employee or agent is

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successful in such defense. Florida law also allows a corporation to provide any other or further indemnification or advancement of expenses to its directors, officers, employees or agents; however such indemnification or advancement of expenses may not extend to situations where a final adjudication establishes that such person's actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(i) a criminal violation, unless such person had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(ii) a transaction from which such person derived an improper personal benefit;

(iii) in the case of a director, a circumstance under which the director would be liable for authorizing an improper distribution; or

(iv) willful misconduct or conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor, or in a proceeding by or in the right of a shareholder.

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The amended and restated articles of incorporation of the registrant provide that the registrant shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by the current law. The registrant has secured insurance covering the registrant and its directors and officers and those of its principal subsidiaries and affiliate companies against certain liabilities.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Exhibit Index.

ITEM 9. UNDERTAKINGS.

- (a) The registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement to include any material information with respect to the plan of distribution not previously disclosed in this Registration Statement or any material change of such information in this Registration Statement.
 - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
 - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering;

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- (b) The registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in this Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the

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foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunrise, State of Florida on November 14, 2002.

Pediatrics Medical Group, Inc.

By: /s/ Karl B. Wagner

Name: Karl B. Wagner
Title: Chief Financial Officer

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POWERS OF ATTORNEY

Each person whose signature to this Registration Statement appears below hereby appoints Roger J. Medel, M.D., Kristen Bratberg and Karl B. Wagner, and each of them, as his or her attorneys-in-fact, with full power of substitution and resubstitution, to execute in the name and on behalf of such person, individually and in the capacity stated below, and to file, all amendments to this Registration Statement, which amendments may make such changes in and additions to this Registration Statement as such attorneys-in-fact may deem necessary or appropriate.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

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SIGNATURE -----	TITLE -----
/s/ Roger J. Medel, M.D. ----- Roger J. Medel, M.D.	Chairman of the Board, Chief Executive Officer and Director
/s/ Karl B. Wagner ----- Karl B. Wagner	Chief Financial Officer
/s/ Kristen Bratberg ----- Kristen Bratberg	President and Director
/s/ Cesar L. Alvarez ----- Cesar L. Alvarez	Director
----- Waldemar A. Carlo, M.D.	Director
----- John K. Carlyle	Director
/s/ M. Douglas Cunningham, M.D. ----- M. Douglas Cunningham, M.D.	Director
----- Michael B. Fernandez	Director
/s/ Roger K. Freeman, M.D. ----- Roger K. Freeman, M.D.	Director
/s/ Ian M. Ratner, M.D. ----- Ian M. Ratner, M.D.	Director

EXHIBIT INDEX

EXHIBIT NO. -----	DOCUMENT DESCRIPTION -----
4.1	Amended and Restated Articles of Incorporation of the

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registrant (incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Registration No. 33-95086)).

- 4.2 Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2000).
- 4.3 Articles of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated March 31, 1999).
- 4.4 Rights Agreement dated as of March 31, 1999, between the registrant and BankBoston, N.A., as rights agent, including the form of Articles of Designations of Series A Junior Participating Preferred Stock and the form of Rights Certificate (incorporated by reference to Exhibit 4.1 to the registrant's Current Report on Form 8-K dated March 31, 1999).
- 4.5* Pediatrix Medical Group 1996 Non-Qualified Employee Stock Purchase Plan, as amended and restated.
- 5.1* Opinion of Gregg S. Bloom as to the legality of the shares being registered.
- 23.1* Consent of PricewaterhouseCoopers LLP.
- 23.2* Consent of Gregg S. Bloom (included in Exhibit 5.1 hereto).
- 24.1* Powers of Attorney (included on signature pages hereto).

* Filed herewith.