

MATRIA HEALTHCARE INC

Form S-8

July 21, 2005

As filed with the Securities and Exchange Commission on July 21, 2005

Registration No. 333-_____

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

MATRIA HEALTHCARE, INC.

(Exact name of issuer 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, 12th Floor
Marietta, Georgia**

(Address of principal executive offices)

30067

(Zip Code)

**MATRIA HEALTHCARE, INC.
LONG-TERM INCENTIVE PLAN**

(Full title of the plan)

**Roberta L. McCaw
Matria Healthcare, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067**

(Name, address and telephone number, including area code, of agent for service)

The Commission is requested to mail signed copies of all orders, notices and communications to:

**Roberta L. McCaw
Matria Healthcare, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
Telephone: (770) 767-8332
Facsimile: (770) 767-7769**

CALCULATION OF REGISTRATION FEE

| Title of each class of securities to be registered | Amount to be registered(1)(2) | Proposed maximum offering price per share(3) | Proposed | Amount of registration fee |
|--|-------------------------------|--|-------------------------------------|----------------------------|
| | | | Maximum aggregate offering price(3) | |
| Common Stock, \$0.01 par value (together with associated common stock purchase rights) | 1,235,000 shares | \$34.64 | \$42,780,400 | \$5,035.26 |

(1) Pursuant to General Instruction E of Form S-8, this Registration Statement covers the registration of 1,235,000 shares of Common Stock in addition to shares previously registered under Registration Statement No. 333-117875.

(2) In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement also covers an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions as provided in the plan described herein.

(3) Pursuant to Rule 457(h)(1) under the Securities Act, these figures are based upon the average of the high and low prices of the Common Stock on July 18, 2005, as reported in the Nasdaq National Market System, and are used solely for the purpose of calculating the registration fee.

As permitted by Rule 429 under the Securities Act, the prospectus related to this Registration Statement also covers securities registered under Registration Statement No. 333-117875.

PART II

This Registration Statement on Form S-8 is being filed to register 1,235,000 additional shares of common stock, \$0.01 par value per share (the Common Stock), of Matria Healthcare, Inc. which have been reserved for issuance under the Matria Healthcare, Inc. Long-Term Incentive Plan (formerly known as the 2004 Stock Incentive Plan) (the Plan). A total of 375,000 shares of the Common Stock reserved under the Plan have previously been registered on Registration Statement on Form S-8 (Registration No. 333-117875), filed on August 2, 2004 (the Original Form S-8). Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Original Form S-8 are hereby incorporated by reference herein, and the opinions and consents listed at Item 8 below are annexed hereto.

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ITEM 8. Exhibits.

Exhibit
Number

- 5.1 Opinion of Troutman Sanders LLP.
- 23.1 Consent of KPMG LLP.
- 23.2 Consent of Troutman Sanders LLP (contained in opinion filed in Exhibit 5.1).
- 24.1 Powers of Attorney (contained on the signature page hereof).

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SIGNATURES

Pursuant to the requirements of the Securities Act, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Marietta, State of Georgia, on July 20, 2005.

MATRIA HEALTHCARE, INC.

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

By: /s/ Stephen M. Mengert
Stephen M. Mengert
Vice President Finance and Chief
Financial Officer (Principal Financial
Officer)

By: /s/ Joseph A. Blankenship
Joseph A. Blankenship
Vice President Controller (Principal
Accounting Officer)

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Parker H. Petit and Stephen M. Mengert, and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and to perform each and every act and thing requisite and necessary to be done in and about the premises, as fully and to all intents and purposes as he might or would do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitutes, may lawfully do or cause to be done by virtue hereof.

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.

SIGNATURES

| Signatures | Title | Date |
|--|--|---------------|
| /s/ Parker H. Petit <hr/> Parker H. Petit | Chairman of the Board and Chief Executive Officer | July 20, 2005 |
| /s/ Joseph G. Bleser <hr/> Joseph G. Bleser | Director | July 20, 2005 |
| /s/ Frederick E. Cooper <hr/> Frederick E. Cooper | Director | July 20, 2005 |
| /s/ Guy W. Millner <hr/> Guy W. Millner | Director | July 20, 2005 |
| /s/ Carl E. Sanders <hr/> Carl E. Sanders | Director | July 20, 2005 |
| /s/ Thomas S. Stribling <hr/> Thomas S. Stribling | Director | July 20, 2005 |
| /s/ Kaaren J. Street <hr/> Kaaren J. Street | Director | July 20, 2005 |
| /s/ Donald W. Weber <hr/> Donald W. Weber | Director | July 20, 2005 |
| /s/ Morris S. Weeden <hr/> Morris S. Weeden | Director | July 20, 2005 |
| /s/ Wayne P. Yetter <hr/> Wayne P. Yetter | Director | July 20, 2005 |
| /s/ Frederick P. Zuspan <hr/> Frederick P. Zuspan, M.D. | Director | July 20, 2005 |

EXHIBIT INDEX

| Exhibit Number | Description |
|-------------------|----------------------------------|
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