

Edgar Filing: PEDIATRIX MEDICAL GROUP INC - Form 8-K

PEDIATRIX MEDICAL GROUP INC  
Form 8-K  
December 06, 2006

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities and Exchange Act of 1934

Date of Report (date of earliest event reported): December 6, 2006

PEDIATRIX MEDICAL GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)

|   |                          |                                      |
|---|--------------------------|--------------------------------------|
| Florida   | 001-12111                | 65-0271219                           |
| (State or Other Jurisdiction<br>of Incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

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1301 Concord Terrace  
Sunrise, Florida 33323  
(Address of principal executive office)

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Registrant's telephone number, including area code (954) 384-0175

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) Effective December 6, 2006, Mr. Lawrence M. Mullen resigned as a member of the Board of Directors of Pediatrix Medical Group, Inc. (the "Company") and a member of the Company's Audit Committee. To fill the vacancy on the Audit Committee created by Mr. Mullen's resignation, the Board of Directors has appointed Waldemar A. Carlo, M.D., a director of the Company since June 1999, to the Committee.

Item 8.01. Other Events.

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On December 6, 2006, the Company issued a press release (the "Press Release") announcing an update with respect to its previously disclosed internal voluntary review of its historical stock option practices and the closing by the Federal Trade Commission of its investigation of the Company's 2001 acquisition of Magella Healthcare Corporation. A copy of the Press Release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference in its entirety.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

99.1 -- Press Release dated December 6, 2006.

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 hereunto duly authorized.

PEDIATRIX MEDICAL GROUP, INC.

Date: December 6, 2006

By: /s/ Karl B. Wagner

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Name: Karl B. Wagner

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.

Description

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99.1

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Press Release dated December 6, 2006.