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MATRIA HEALTHCARE INC

Form S-8

October 31, 2001

As filed with the Securities and Exchange Commission on October ____, 2001

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 registrant as specified in its charter)

Delaware 58-2205984
(State or other jurisdiction of (I.R.S. Employer
incorporation or organization) Identification No.)

1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
(Address of principal executive offices) (Zip Code)

MATRIA HEALTHCARE, INC. 2000 DIRECTORS' NON-QUALIFIED
STOCK OPTION PLAN
(Full title of the plan)

Roberta L. McCaw
Matria Healthcare, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
770/767-8332
(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) share (3)	Proposed maximum offering price per	Proposed Maximum aggregate offering price(2)
Common Stock, \$0.01 par value (together with associated common stock purchase rights)	50,000 shares	\$22.735	\$1,136,750

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- (1) Pursuant to General Instruction E of Form S-8, this Registration Statement covers the registration of 50,000 shares of Common Stock in addition to shares previously registered under Registration Statement No. 333-42856.
- (2) 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 plans 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 October ____, 2001, 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 of 1933, the prospectus related to this Registration Statement also covers securities registered under Registration Statement No. 333-42856.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

This Registration Statement on Form S-8 is being filed to register 50,000 additional shares of Common Stock, par value \$.01 per share (the "Common Stock"), of Matria Healthcare, Inc. (the "Registrant") which have been reserved for issuance under the Matria Healthcare, Inc. 2000 Directors' Non-Qualified Stock Option Plan (the "Plan"). A total of 612,500 shares of the Common Stock reserved under the Plan and the Matria Healthcare, Inc. 2000 Stock Incentive Plan have previously been registered on a Registration Statement on Form S-8 No. 333-42856 filed on August 2, 2000 (the "Registration Statement") (which number of shares reflects a proportionate reduction occurring as a result of a 1-for-4 reverse stock split that took effect on December 6, 2000). Pursuant to and as permitted by General Instruction E to Form S-8, the contents of the Registration Statement are hereby incorporated by reference herein, and the opinions and consents listed at Item 8 below are annexed hereto.

ITEM 8. Exhibits.

- | | |
|-------|--|
| 5 | Opinion of Troutman Sanders LLP. |
| 23(a) | Consent of KPMG LLP. |
| 23(b) | Consent of Troutman Sanders LLP (contained in opinion filed in Exhibit 5). |

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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 October 23, 2001.

MATRIA HEALTHCARE, INC.

By: /s/ Parker H. Petit

Parker H. Petit, Chairman of Board,
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Parker H. Petit and George W. Dunaway, 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	Title	Date
/s/ Parker H. Petit ----- Parker H. Petit	Chairman of the Board, President and Chief Executive Officer, Director (Principal Executive Officer)	October 23, 2001
/s/ Jeffrey D. Koepsell ----- Jeffrey D. Koepsell	Chief Operating Officer, Executive Vice President and Director	October 23, 2001
/s/ George W. Dunaway ----- George W. Dunaway	Vice President-Finance and Chief Chief Financial Officer Principal Financial Officer)	October 23, 2001
/s/ Larry N. Brownlee ----- Larry N. Brownlee	Corporate Controller (Principal Accounting Officer)	October 23, 2001
----- Richard F. Levy	Director	October __, 2001

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/s/ Guy W. Millner ----- Guy W. Millner	Director	October 23, 2001
----- Carl E. Sanders	Director	October __, 2001
/s/ Thomas S. Stribling ----- Thomas S. Stribling	Director	October 23, 2001
----- Jackie M. Ward	Director	October __, 2001
/s/ Donald W. Weber ----- Donald W. Weber	Director	October 23, 2001
/s/ Morris S. Weeden ----- Morris S. Weeden	Director	October 23, 2001
/s/ Frederick P. Zuspan, M.D. ----- Frederick P. Zuspan, M.D.	Director	October 23, 2001

EXHIBIT INDEX

Exhibit Number	Description
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