

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): April 8, 2005

PEDIATRIX MEDICAL GROUP, INC.

(Exact Name of Registrant as Specified in Its Charter)

Florida

001-12111

65-0271219

(State or Other Jurisdiction of
Incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

1301 Concord Terrace
Sunrise, Florida 33323

(Address of principal executive office)

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 2.02 Results of Operations and Financial Condition.

On April 8, 2005, Pediatrix Medical Group, Inc. (the "Company") issued a press
release (the "Press Release") announcing that its results of operations for the
three months ended March 31, 2005 would include a pre-tax charge of \$6 million
resulting from a settlement offer made by the Company on April 7, 2005 in
connection with its previously announced national Medicaid and TRICARE
investigation. A copy of the Press Release is attached hereto as Exhibit 99.1.
The information set forth in this Item 2.02 shall be considered to be filed with
the Securities and Exchange Commission.

Item 7.01 Regulation FD Disclosure.

In the Press Release, the Company reaffirmed its expectation that its earnings
per share for 2005 would be in the range of its previously issued guidance, less
the after-tax impact of the charge announced in the Press Release and any future
charge related to the national Medicaid and TRICARE investigation. The Company
will not update or revise its 2005 earnings guidance for any future adjustment
to its reserves relating to the investigation. The Company will report future
adjustments, if any, in a press release covering its results of operations for

the period to which the adjustment relates.

The information set forth in Item 7.01 of this Current Report, and the exhibit to this Current Report, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Section 11 or 12(a)(2) of the Securities Act of 1933, as amended. The information contained in Item 7.01 of this Current Report and in such exhibit shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Item 9.01(a) Financial Statements of businesses acquired:

Not applicable.

Item 9.01(b) Pro Forma Financial Information:

Not applicable.

Item 9.01(c) Exhibits:

99.1 Press Release of Pediatrix Medical Group, Inc. dated April 8, 2005.

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: April 8, 2005

By: /s/ Karl B. Wagner

Name: Karl B. Wagner

Title: Chief Financial Officer

Exhibit Index

99.1 Press Release of Pediatrix Medical Group, Inc. dated April 8, 2005.

Pediatrics Announces \$6 Million Pre-Tax Charge for National Medicaid Investigation

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--April 8, 2005--Pediatrics Medical Group, Inc. (NYSE:PDX), the nation's largest provider of newborn and maternal-fetal physician services today announced that its results for the three months ended March 31, 2005 would include a pre-tax charge of \$6 million resulting from an increase in reserves for liabilities that represent the Company's estimate of the minimum probable losses in connection with its previously announced pending national Medicaid and TRICARE investigation. The Company increased its reserves based on a settlement offer that it made to representatives of the government yesterday.

The Company reaffirmed its expectation that its earnings for 2005 would be in the range of its previously issued guidance, less the after tax impact of this charge and any future charge related to this matter.

As settlement discussions continue, the Company may record additional adjustments to its reserves. The Company will not update or revise its 2005 earnings guidance for any future adjustment to its reserves relating to the national Medicaid and TRICARE investigation. The Company will report future adjustments, if any, in its earnings release covering the period to which the adjustment relates.

There can be no assurance that the Company's existing offer or any future offer will result in a settlement of the investigation or that eventual losses related to this matter will not materially exceed the Company's current reserves.

About Pediatrics

Pediatrics was founded in 1979. Pediatrics physicians and advanced nurse practitioners are reshaping the delivery of maternal-fetal and newborn care, identifying best demonstrated processes and participating in clinical research to enhance patient outcomes and provide high-quality, cost-effective care. Its neonatal physicians provide services at more than 220 NICUs, and through Obstetrix, its perinatal physicians provide services in many markets where Pediatrics's neonatal physicians practice. Combined, Pediatrics and its affiliated professional corporations employ more than 775 physicians in 31 states and Puerto Rico. Pediatrics is also the nation's largest provider of newborn hearing screens and newborn metabolic screening. Additional information is available at <http://www.pediatrics.com>.

Certain statements and information in this press release may be deemed to be "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to our objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as "believe", "hope", "may", "anticipate", "should", "intend", "plan", "will", "expect", "estimate", "project", "positioned", "strategy" and similar expressions, and are based on assumptions and assessments made by Pediatrics's management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. Any forward-looking statements in this press release are made as of the date hereof, and Pediatrics undertakes no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments, and business decisions to differ materially from forward-looking statements are described in Pediatrics's most recent Annual Report on Form 10-K, including the section entitled "Risk Factors".

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