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

FORM 8-A/A

(Amendment No. 2)

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

PEDIATRIX MEDICAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida
(State of incorporation or organization)

001-12111
(Commission File No.)

65-0271219
(IRS Employer Identification No.)

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

33323
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of Each Class
to be so Registered**
None

**Name of Each Exchange on Which
Each Class is to be Registered**
None

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box

Securities Act registration statement file number to which this form relates: _____ (if applicable)

Securities to be registered pursuant to Section 12 (g) of the Act: **Preferred Share Purchase Rights**
(Title of Class)

This Form 8-A/A (Amendment No. 2) amends and supplements the information set forth in the Registration Statement on Form 8-A filed with the Securities and Exchange Commission (the "SEC") by Pediatrix Medical Group, Inc., a Florida corporation (the "Company"), on April 6, 1999 as amended by Amendment No. 1 to the Form 8-A filed with the SEC by the Company on April 27, 2006.

INFORMATION REQUIRED IN REGISTRATION STATEMENT

Item 1 Description of Registrant's Securities to be Registered

The Company and Computershare Trust Company N.A. (successor rights agent to BankBoston, N.A.) (the "Rights Agent"), entered into Amendment No. 1 (the "Amendment") to the Rights Agreement dated as of March 31, 1999 as amended by the Certificate of Adjustment dated April 27, 2006 (such agreement as amended, the "Rights Agreement") between the Company and the Rights Agent, in order to clarify the definition of Independent Director. The Amendment confirms, among other things, that an Independent Director, for purposes of the Rights Agreement, may include a director who otherwise meets the test of independence set forth in the Rights Agreement, despite the fact that such director was elected with the support of an Acquiring Person (as defined in the Rights Agreement) or other directors who are not Independent Directors.

The foregoing description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, which is attached hereto as Exhibit 4.2 and is incorporated herein by reference, and to the Rights Agreement, which was attached as Exhibit 4.1 to the Form 8-K filed by the Company on March 31, 1999 and is incorporated herein by reference.

Item 2 Exhibits

<u>Exhibit No.</u>	<u>Description</u>
4.1	Rights Agreement, dated as of March 31, 1999, between the Company 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 Company's Current Report on Form 8-K dated March 31, 1999).
4.2	Amendment No. 1, dated March 28, 2008, to Rights Agreement, dated March 31, 1999, between the Company and Computershare Trust Company N.A. (successor rights agent to BankBoston, N.A.), as rights agent (incorporated by reference to Exhibit 4.1 to the Company's Current Report on Form 8-K dated March 28, 2008).

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned, thereto duly authorized.

PEDIATRIX MEDICAL GROUP, INC.

Date: March 28, 2008

By: /s/ Karl B. Wagner

Name: Karl B. Wagner

Title: Chief Financial Officer