

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

PEDIATRIX MEDICAL GROUP, INC.  
(Exact name of registrant as specified in its charter)

FLORIDA  
(State or other jurisdiction  
of incorporation or organization)

65-0271219  
(I.R.S. employer  
identification no.)

1301 CONCORD TERRACE  
SUNRISE, FLORIDA 33323-2825  
(Address of principal executive offices, including zip code)

PEDIATRIX MEDICAL GROUP, INC. AMENDED AND RESTATED STOCK OPTION PLAN  
(Full Title of Plan)

BRIAN T. GILLON  
EXECUTIVE VICE PRESIDENT - CORPORATE  
DEVELOPMENT, GENERAL COUNSEL AND SECRETARY  
PEDIATRIX MEDICAL GROUP, INC.  
1301 CONCORD TERRACE, SUNRISE, FLORIDA 33323-2825  
(Name and address of agent for service)

(954) 384-0175  
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Common Stock, par value \$.01 per share	2,500,000 shares	\$40.32 (2)	\$100,800,000	\$9,274(3)

- (1) This registration statement also covers rights to purchase the registrant's Series A Junior Participating Preferred Stock that presently are attached to and trade with the Common Stock. Any value attributable to such rights is reflected in the market price of the Common Stock.
- (2) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rules 457(c) and 457(h) under the Securities Act of 1933, as amended, on the basis of the average of the high and low sale prices of shares of Common Stock on the New York Stock Exchange on March 26, 2002.
- (3) Pursuant to Rule 457(b), the registration fee payable hereunder is offset in full by fees of \$20,985 paid by registrant on October 9, 2001, in connection with this registration statement.

EXPLANATORY NOTE

At the registrant's annual meeting of shareholders held on May 15, 2001, the registrant's shareholders approved an amendment to the registrant's Amended and Restated Stock Option Plan that increased by 2,500,000 shares the number of shares of registrant's common stock available for grant under the plan from 5,500,000 shares to 8,000,000 shares. This registration statement registers the additional 2,500,000 shares.

PART I  
INFORMATION REQUIRED IN THE SECTION 10(A) PROSPECTUS

ITEM 1. PLAN INFORMATION.\*

ITEM 2. REGISTRANT INFORMATION AND EMPLOYEE PLAN ANNUAL INFORMATION.\*

\* Information required by Part I to be contained in the Section 10(a) prospectus is omitted from the Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended, and the Note to Part I of Form S-8.

PART II  
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the registrant are hereby incorporated by reference in this registration statement and shall be deemed to be a part hereof:

(a) The registrant's Annual Report on Form 10-K, as amended, for the fiscal year ended December 31, 2001.

(b) The description of the registrant's common stock contained in the Registration Statement on Form 8-A filed by the registrant with the Commission on September 14, 1995, including any amendment or report filed for the purpose of updating such description.

(c) The description of the rights to purchase the registrant's Series A Junior Participating Preferred Stock contained in the Registration Statement on Form 8-A filed by the registrant with the Commission on April 6, 1999, including any amendment or report filed for the purpose of updating such description.

In addition, all documents subsequently filed by the registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, are deemed to be incorporated by reference in this Registration Statement and to be part hereof from the respective dates of filing of such documents (such documents, and the documents described in paragraphs (a) through (c) above, being hereinafter referred to as "Incorporated Documents").

Any statement contained in an Incorporated Document shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed Incorporated Documents modifies or supersedes such first statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Gregg S. Bloom rendered the opinion (attached as Exhibit 5.1 hereto) as to the legality of the shares of common stock registered under this registration statement. Mr. Bloom is an employee of the registrant and has been, and from time to time may be, granted options to purchase shares of common stock of the registrant during the course of his employment with the registrant. Mr. Bloom owns no shares of common stock of the registrant.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Florida Business Corporation Act permits a corporation to indemnify the following persons (using a case-by-case determination) against liabilities arising in the following circumstances:

(i) any person who was or is party to any proceeding by reason of his or her service as a director, officer, employee or agent of the corporation; or

(ii) any person serving in such capacity, at the request of the corporation, for another corporation or business entity.

To be indemnified, a person seeking indemnification must have acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation. With respect to any criminal action or proceeding, such person must have had no reasonable cause to believe his or her conduct was unlawful. Under Florida law the corporation can indemnify such a person who is a party to any proceeding by or in the right of the corporation against expenses and amounts paid in settlement which were actually and reasonably incurred in connection with the defense or settlement of the proceeding. Such indemnification may not exceed the board of directors' estimated expense of litigating the matter to a conclusion. No indemnification shall be made in respect of any issue as to which such person shall have been adjudged to be liable unless, and only to the extent that, a court shall determine, in view of all circumstances, that such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

Under the Florida Business Corporation Act, indemnification for expenses actually and reasonably incurred in the defense of any proceeding is mandatory to the extent that a director, officer, employee or agent is successful in such defense. Florida law also allows a corporation to provide any other or further indemnification or advancement of expenses to its directors, officers, employees or agents; however such indemnification or advancement of expenses may not extend to situations where a final adjudication establishes that such person's actions, or omissions to act, were material to the cause of action so adjudicated and constitute:

(i) a criminal violation, unless such person had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful;

(ii) a transaction from which such person derived an improper personal benefit;

(iii) in the case of a director, a circumstance under which the director would be liable for authorizing an improper distribution; or

(iv) willful misconduct or conscious disregard for the best interests of the corporation in a proceeding by or in the right of the corporation to procure a judgment in its favor, or in a proceeding by or in the right of a shareholder.

The amended and restated articles of incorporation of the registrant provide that the registrant shall indemnify and may advance expenses to its officers and directors to the fullest extent permitted by the current law. The registrant has secured insurance covering the registrant and its directors and officers and those of its principal subsidiaries and affiliate companies against certain liabilities.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS.

See Exhibit Index.

ITEM 9. UNDERTAKINGS.

- (a) The undersigned registrant hereby undertakes:
- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement to include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change of such information in the registration statement.
  - (2) That, for the purpose of determining any liability under the Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
  - (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new Registration Statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.
- (c) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, 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 on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Sunrise, State of Florida on March 28, 2002.

Pediatric Medical Group, Inc.

By: /s/ Roger J. Medel, M.D.  
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Name: Roger J. Medel, M.D.  
Title: Chairman of the Board  
and Chief Executive Officer

POWERS OF ATTORNEY

Each person whose signature to this Registration Statement appears below hereby appoints Roger J. Medel, M.D., Kristen Bratberg and Karl B. Wagner, and each of them, as his or her attorneys-in-fact, with full power of substitution and resubstitution, to execute in the name and on behalf of such person, individually and in the capacity stated below, and to file, all amendments to this Registration Statement, which amendments may make such changes in and additions to this Registration Statement as such attorneys-in-fact may deem necessary or appropriate.

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.

SIGNATURE -----	TITLE -----	DATE ----
/s/ Roger J. Medel, M.D. ----- Roger J. Medel, M.D.	Chairman of the Board, Chief Executive Officer and Director (principal executive officer)	March 28, 2002
/s/ Karl B. Wagner ----- Karl B. Wagner	Chief Financial Officer (principal financial officer and principal accounting officer)	March 29, 2002
/s/ Kristen Bratberg ----- Kristen Bratberg	President and Director	March 28, 2002
/s/ Cesar L. Alvarez ----- Cesar L. Alvarez	Director	March 28, 2002
----- Waldemar A. Carlo	Director	March , 2002
----- John K. Carlyle	Director	March , 2002
/s/ M. Douglas Cunningham ----- M. Douglas Cunningham	Director	March 28, 2002
/s/ Michael B. Fernandez ----- Michael B. Fernandez	Director	March 28, 2002
/s/ D. Scott Mackesy ----- D. Scott Mackesy	Director	March 28, 2002
----- Ian M. Ratner, M.D.	Director	March , 2002

EXHIBIT INDEX

Exhibit No.	Document Description
4.1	Amended and Restated Articles of Incorporation of the registrant (incorporated by reference to Exhibit 3.1 to the registrant's Registration Statement on Form S-1 (Registration No. 33-95086)).
4.2	Amended and Restated Bylaws of the registrant (incorporated by reference to Exhibit 3.2 to the registrant's Quarterly Report on Form 10-Q for the period ended June 30, 2000).
4.3	Articles of Designations of Series A Junior Participating Preferred Stock (incorporated by reference to Exhibit 3.1 to the registrant's Current Report on Form 8-K dated March 31, 1999).
4.4	Rights Agreement dated as of March 31, 1999, between the registrant 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 registrant's Current Report on Form 8-K dated March 31, 1999).
4.5	Amended and Restated Stock Option Plan. (incorporated by reference to Exhibit 10.1 to the registrant's Annual Report on Form 10-K for the year ended December 31, 2001).
5.1*	Opinion of Gregg S. Bloom as to the legality of the shares being registered.
23.1*	Consent of PricewaterhouseCoopers LLP.
23.3*	Consent of Gregg S. Bloom (included in Exhibit 5.1).
24.1*	Powers of Attorney (included on signature pages hereto).

\* Filed herewith.

[LETTERHEAD OF PEDIATRIX MEDICAL GROUP, INC.]

April 2, 2002

Pediatrics Medical Group, Inc.  
1301 Concord Terrace  
Sunrise, Florida 33323-2825

Re: Pediatrics Medical Group, Inc.  
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Ladies and Gentlemen:

I am an employee of Pediatrics Medical Group, Inc., a Florida corporation (the "Company") and have served as Florida counsel to the Company in connection with the Company's filing with the Securities and Exchange Commission of the Company's Registration Statement on Form S-8 (the "Registration Statement"), relating to the registration of 2,500,000 shares of the Company's common stock, par value \$.01 per share, including share purchase rights attached thereto (the "Shares"). The Shares are to be issued pursuant to the terms of the Pediatrics Medical Group Inc. Amended and Restated Stock Option Plan (the "Plan"). On May 15, 2001, at the Company's 2001 annual shareholders' meeting, a majority of the votes of the Company's common stock present in person or by proxy at the annual meeting voted in favor of amending the Plan. The amendment, among other things, increased the number of shares with respect to which options may be granted under the Plan from 5,500,000 to 8,000,000.

In connection with the preparation of this letter, I have examined, considered and relied upon following documents (collectively, the "Documents"): (i) the Registration Statement; (ii) the Company's Amended and Restated Articles of Incorporation, as amended, as filed with the Secretary of State of the State of Florida; (iii) the Company's Amended and Restated Bylaws, as amended; (iv) the Plan; (v) resolutions adopted by the Company's Board of Directors approving the Plan; (vi) resolutions adopted by the Company's shareholders approving the Plan; and (vii) such other documents and matters of law as I have considered necessary or appropriate for the expression of the opinions contained herein.

In rendering the opinions set forth below, I have assumed the following:

1. Each individual executing any of the Documents, whether on behalf of such individual or any other person, is legally competent to do so.
2. Each individual executing any of the Documents on behalf of a party (other than the Company) is duly authorized to do so.
3. Each of the parties (other than the Company) executing any of the Documents has duly and validly executed and delivered each of the Documents to which such party is a signatory, and such party's obligations set forth therein are legal, valid and binding and are enforceable in accordance with all stated terms.



4. Any Documents submitted to me as originals are authentic. The form and content of any Documents submitted to me as unexecuted drafts do not differ in any respect relevant to this opinion from the form and content of such Documents as executed and delivered. Any Documents submitted to me as certified or photostatic copies conform to the original documents. All signatures on all Documents are genuine. All public records reviewed or relied upon by me or on my behalf are true and complete. All statements and information contained in the Documents are true and complete. There has been no oral or written modification of or amendment to any of the Documents, and there has been no waiver of any provision of any of the Documents, by action or omission of the parties or otherwise.

5. Upon issuance of the Shares, the total number of shares of common stock of Pediatrix issued and outstanding will not exceed the total number of shares of common stock of the Company then authorized and the Shares will not be issued in violation of any restriction or limitation contained in the Company's Amended and Restated Articles of Incorporation.

6. All certificates and affidavits submitted to me are true, correct and complete, both when made and as of the date hereof.

Based upon the foregoing, and subject to the assumptions, limitations and qualifications stated herein, it is my opinion that:

1. The Company is a corporation duly incorporated, validly existing and in good standing under the laws of the State of Florida.

2. The issuance of the Shares has been duly authorized by the Board of Directors and the shareholders of the Company.

3. The Shares, if issued in accordance with the Company's Amended and Restated Articles of Incorporation and the Plan, will be validly issued, fully paid and non-assessable.

This opinion is limited in all respects to the federal laws of the United States and the Florida Business Corporation Act, and no opinion is expressed with respect to the laws of any other jurisdiction or any effect which such laws may have on the opinions expressed herein. This opinion letter is limited to the matters stated herein and no opinions may be implied or inferred beyond the matters expressly stated herein. The opinions expressed herein are as of the date hereof, and I assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to my attention or any changes in law that may hereafter occur.

This opinion is being furnished to you solely for submission to the Securities and Exchange Commission as an exhibit to the Registration Statement and, accordingly, may not be relied upon by, quoted in any manner to, or delivered to any person or entity without, in each instance, my prior written consent. I hereby consent to the filing of this opinion as an exhibit to the Registration Statement, but this consent does not constitute an admission that I am an "expert" within the meaning of such term as used in the Securities Act of 1933, as amended, or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ Gregg S. Bloom

Gregg S. Bloom  
Director, Corporate Legal Affairs

CONSENT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated January 31, 2002, except as to the fourth paragraph of Note 9 as to which is as of February 28, 2002 relating to the financial statements and financial statement schedule of Pediatrix Medical Group, Inc., which appears in Pediatrix Medical Group, Inc.'s Annual Report on Form 10-K for the year ended December 31, 2001.

PricewaterhouseCoopers LLP

Fort Lauderdale, Florida  
March 27, 2002