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**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 24, 2006**

**PEDIATRIX MEDICAL GROUP, INC.**

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**(Exact Name of Registrant as Specified in Its Charter)**

**Florida**  
**(State or Other Jurisdiction of  
Incorporation)**

**001-12111**  
**(Commission File  
Number)**

**65-0271219**  
**(IRS Employer Identification No.)**

**1301 Concord Terrace  
Sunrise, Florida 33323**

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**(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))
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### **Item 3.03 Material Modifications to Rights of Security Holders**

On April 24, 2006, Pediatrix Medical Group, Inc. (the "Company") filed Articles of Amendment to its Amended and Restated Articles of Incorporation with the Department of State of the State of Florida in order to effect a division ("Stock Split") of the Common Stock, \$.01 par value per share (the "Common Stock"), of the Company. As a result of the Stock Split, the 50 million shares of Common Stock authorized for issuance prior to the Stock Split was divided into 100 million shares of Common Stock (with no change in par value) and each issued and outstanding share of Common Stock was divided into two shares of Common Stock. The Articles of Amendment became effective at 5:00 p.m., Eastern time on April 27, 2006.

The Company and Computershare Trust Company, N.A., as Rights Agent, are parties to a Rights Agreement dated March 31, 1999 (the "Rights Agreement"). A Right (as defined in the Rights Agreement) is associated with each outstanding share of Common Stock. Prior to the Stock Split, upon the occurrence of certain events, each Right entitles the holder to purchase from the Company one one-thousandth of a share of Series A Junior Participating Preferred Stock, \$.01 par value per share, of the Company (the "Preferred Shares"), at a price of \$150.00 per one one-thousandth of a Preferred Share. In connection with the Stock Split, the number of the Preferred Shares purchasable upon the exercise of each Right will be decreased from one one-thousandth of a Preferred Share to one two-thousandth of a Preferred Share, and the number of outstanding Rights will be increased by 100% such that each share of Common Stock outstanding immediately after the Stock Split shall have issued with respect to it one Right. In addition, the Redemption Price of each Right will be decreased by one-half from \$0.005 to \$0.0025 in connection with the Stock Split. A copy of the Certificate of Adjustment delivered on April 27, 2006 by the Company to the Rights Agent and a form of the letter to be sent to the Company's shareholders on or about the Split Date in connection with the Stock Split and providing notice of adjustment to the Rights, each pursuant to the terms of the Rights Agreement, are attached as Exhibits 4.2 and 99.1, respectively, to this Form 8-K and are hereby incorporated in this Item 3.03 by reference. The Rights Agreement was filed as Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on April 6, 1999. Reference is made to the Rights Agreement for a more complete description of the terms of the Rights and the adjustments to be made in connection with the Stock Split.

### **Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year**

The information in Item 3.03 above is hereby incorporated by reference.

### **Item 8.01 Other Events**

In connection with the Stock Split, the remaining number of shares of Common Stock registered under the Securities Act of 1933, as amended, pursuant to the Company's registration statements listed below will be proportionately adjusted to give effect to the Stock Split.

1. Registration Statement No. 333-121125 on Form S-8
2. Registration Statement No. 333-101225 on Form S-8
3. Registration Statement No. 333-101222 on Form S-8
4. Registration Statement No. 333-07061 on Form S-8
5. Registration Statement No. 333-85366 on Form S-8
6. Registration Statement No. 333-07059 on Form S-8

In addition, the Company's Board of Directors has authorized adjustments to outstanding awards under the Company's equity compensation plans in order to preserve the rights of the holders of such awards following the Stock Split.

**Item 9.01 Financial Statements and Exhibits.**

(c)

<u>Exhibit No.</u>	<u>Description</u>
3.4	Articles of Amendment to the Amended and Restated Articles of Incorporation dated April 21, 2006
4.2	Certificate of Adjustment, dated April 27, 2006, to the Preferred Share Rights Plan, dated March 31, 1999, between the Company and Computershare Trust Company N.A. (as successor to BankBoston, N.A.), as rights agent.
99.1	Shareholders' Notice.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, 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 27, 2006

By: /s/ Karl B. Wagner

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Name: Karl B. Wagner

Title: Chief Financial Officer

## Index to Exhibits

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ARTICLES OF AMENDMENT  
TO THE  
AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
PEDIATRIX MEDICAL GROUP, INC.

1. The name of the corporation is Pediatrix Medical Group, Inc (the "Corporation").

2. The Board of Directors of the Corporation by a resolution passed on March 3, 2006 delegated to the Executive Committee of the Corporation (the "Executive Committee") the authority to approve a two-for-one division of the Corporation's issued and outstanding Common Stock, \$.01 par value per share (the "Common Stock"), and in connection therewith, approve an amendment to the Amended and Restated Articles of Incorporation of the Corporation to increase the number of the Corporation's authorized Common Stock in order to effectuate the Common Stock division.

3. In accordance with the provisions of Section 607.10025 of the Florida Business Corporation Act, on April 3, 2006, the Executive Committee approved a two-for-one division of the Common Stock and, in connection therewith, an amendment to the Amended and Restated Articles of Incorporation of the Corporation to increase the number of the Corporation's authorized Common Stock to 100,000,000, and no shareholder action was required in accordance with Section 607.10025(2) of the Florida Business Corporation Act.

4. The amendment to the Amended and Restated Articles of Incorporation of the Corporation being effected hereby does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the division exceeding the percentage of authorized shares that were unissued before the division.

5. The Common Stock is the class of shares subject to the division. Upon the effective date of the division, the 50,000,000 shares of Common Stock, which the Corporation was authorized to issue prior to the division are to be divided into 100,000,000 shares of Common Stock and each share of Common Stock issued and outstanding immediately prior to the division shall be divided into two shares of Common Stock.

6. The amendment to the Amended and Restated Articles of Incorporation of the Corporation as approved by the Executive Committee and as effected hereby, is that the text of the first paragraph under Article VI of the Amended and Restated Articles of Incorporation of the Corporation is hereby amended, effective as of the Effective Time (as defined below), in its entirety to read as follows:

"The aggregate number of shares of all classes of capital stock which this Corporation shall have authority to issue is 101,000,000, consisting of (i) 100,000,000 shares of common stock, par value \$.01 per share (the "Common Stock"), and (ii) 1,000,000 shares of preferred stock, par value \$.01 per share (the "Preferred Stock")."

7. This amendment shall become effective at 5:00 P.M., Eastern Time, on April 27, 2006 (the "Effective Time").

[REMINDER OF PAGE INTENTIONALLY LEFT BLANK]

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IN WITNESS WHEREOF, the undersigned duly-authorized officer of the Corporation has executed these Articles of Amendment as of April 21, 2006.

PEDIATRIX MEDICAL GROUP, INC.

By: /s/ Thomas W. Hawkins

Thomas W. Hawkins

Senior Vice President, General Counsel and  
Secretary



**CERTIFICATE OF ADJUSTMENT  
to the Preferred Share Purchase Rights Plan  
dated as of March 31, 1999, as amended (“Rights Plan”)  
between Pediatrix Medical Group, Inc.  
and**

**Computershare Trust Company N.A. (as successor to BankBoston, N.A.), rights agent**

The undersigned, Thomas W. Hawkins, the Senior Vice President, General Counsel and Secretary of Pediatrix Medical Group, Inc., a Florida corporation (the “Company”), does hereby certify, pursuant to Section 12 of the Rights Plan, that:

(1) At 5:00 p.m. Eastern Time on April 27, 2006 (the “Effective Date”), the Company effected a two-for-one division of the Company’s issued and outstanding common stock, \$.01 par value.

(2) Pursuant to Section 11(a) of the Rights Plan, as of the Effective Date, each preferred share purchase right (a “Right”) entitles the registered holder, until the earlier of the close of business on March 31, 2009, or the redemption or exchange of the Rights, to purchase from the Company one two-thousandth of a share of Series A Junior Participating Preferred Stock, \$.01 par value, of the Company (“Preferred Stock”), at the time, at a price per one two-thousandth of a share of Preferred Stock, and subject to the other terms and conditions contained in the Rights Plan.

(3) Pursuant to Section 23(a) of the Rights Plan, as of the Effective Date, the outstanding Rights will be redeemable at a redemption price of \$.0025 per Right.

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IN WITNESS WHEREOF, the undersigned has hereunto signed his name this 27th day of April, 2006.

PEDIATRIX MEDICAL GROUP, INC.

By: /s/ Thomas W. Hawkins

Thomas W. Hawkins

Senior Vice President, General Counsel and Secretary

## [PEDIATRIX MEDICAL GROUP, INC. LETTERHEAD]

April 27, 2006

Dear Shareholder:

On April 4, 2006, we announced a 2-for-1 stock split of Pediatrix Medical Group Inc.'s common stock. As a result of the stock split, shareholders of record as of April 13, 2006, will receive one share of common stock for every share owned. We are pleased to enclose a certificate representing the shares of common stock to which you are entitled as a result of the stock split. Please do not return or destroy your existing certificates as they continue to represent the shares you owned prior to the stock split. No fractional shares are being issued. In order to make this stock split possible, our Board of Directors also authorized the amendment of our Articles of Incorporation to increase the number of our authorized shares of common stock from 50 million to 100 million.

In accordance with the Preferred Share Purchase Rights Plan dated as of March 31, 1999 between us and Computershare Trust Company, N.A. (successor to Bank Boston, N.A.), as rights agent, each share of our common stock, including the shares issued in connection with the stock split, is accompanied by a right to purchase Series A Junior Participating Preferred Stock, which we refer to as preferred shares. In connection with the stock split:

- The number of preferred shares purchasable upon the exercise of the right accompanying each share of our common stock will be decreased from one one-thousandth of a preferred share to one two-thousandth of a preferred share and
- the redemption price for each such one two-thousandth of a preferred share will be decreased by one-half from \$0.005 to \$0.0025.

The Plan was filed as Exhibit 4.1 to our Form 8-K filed with the Securities and Exchange Commission on April 6, 1999. Please see the Plan and the Form 8-K, for a more complete description of the terms of the Plan and the adjustments made in connection with the stock split.

While we are not in a position to provide you with tax advice, the following is a general summary of anticipated U.S. federal income tax treatment of the stock split. You will not recognize any gain or loss under current U.S. federal income tax laws as a result of the stock split. In general, your tax basis in a share of common stock you hold immediately prior to the distribution will be divided equally between that old share and the new share distributed to you, and your holding period for a new share will include your holding period for the old share on which it is distributed. If you acquired shares of common stock at different times or different purchase prices, in certain circumstances you may be able to identify specific shares sold in the future, provided you have followed appropriate recordkeeping and identification procedures. Please note that the stock split may also have tax consequences under applicable state, local, foreign or other tax laws. We urge you to consult your own tax adviser for more detailed information regarding your tax treatment, not only with respect to your specific U.S. federal income tax consequences and tax consequences arising under other applicable laws, but also with respect to the ability to identify specific shares sold in the future.

We are excited and confident about our future and appreciate your continued support.

Sincerely,

/s/ Roger J. Medel, M.D.

Roger J. Medel, M.D.

Chief Executive Officer