

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-A

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

65-0271219

(State of incorporation
or organization)

(I.R.S. Employer
Identification No.)

1455 NORTHPARK DRIVE
FORT LAUDERDALE, FLORIDA

33326

(Address of principal executive offices)

(Zip Code)

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

TITLE OF EACH CLASS
TO BE SO REGISTERED

NAME OF EACH EXCHANGE ON WHICH
EACH CLASS IS TO BE REGISTERED

COMMON STOCK, \$.01 PAR VALUE

NEW YORK STOCK EXCHANGE

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

NONE

(Title of Class)

ITEM 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED.

Reference is made to the discussion of the Registrant's Common Stock in the section entitled "Description of Capital Stock" contained in the Registrant's Registration Statement on Form S-1 (File No. 33-95086), filed with the Securities and Exchange Commission on July 28, 1995 (as amended, the "Registration Statement"), which disclosures are incorporated by reference herein.

ITEM 2. EXHIBITS.

The following is a list of exhibits filed with the New York Stock Exchange:

1. The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 1995.
2. The Company's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 1996 and June 30, 1996.
3. A copy of the Company's latest registration statement on Form S-1 filed on June 28, 1996 with the Securities and Exchange Commission and amendments thereto.
4. Notice of Annual Meeting and Proxy Statement relating to the Annual Meeting of Shareholders held on May 8, 1996.
5. Amended and Restated Articles of Incorporation of the Company.
6. By-laws of the Company.

7. Specimen of Common Stock certificate
8. 1995 Annual Report to Shareholders.

SIGNATURE

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

PEDIATRIX MEDICAL GROUP, INC.

By: /s/ CATHY J. LERMAN

Cathy J. Lerman
Vice President, General Counsel and
Corporate Secretary

Dated: August 27, 1996