

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION
ON JUNE 28, 1996 REGISTRATION NO. 333-

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

65-0271219

(State or other jurisdiction of
incorporation or organization)

(IRS Employer
Identification Number)

1455 NORTH PARK DRIVE
FORT LAUDERDALE, FLORIDA 33326

(Address of Principal Executive Offices)

PEDIATRIX MEDICAL GROUP, 1996 NON-QUALIFIED EMPLOYEE STOCK PURCHASE PLAN
(Full title of the Plans)

ROGER J. MEDEL, M.D.
PRESIDENT AND CHIEF EXECUTIVE OFFICER
PEDIATRIX MEDICAL GROUP, INC.
1455 NORTH PARK DRIVE
FORT LAUDERDALE, FLORIDA 33326

(Name and address of agent for service)

(954) 384-0175

(Telephone number, including area code, of agent for service)

Copy to:
Rebecca R. Orand, Esq.
Greenberg, Traurig, Hoffman,
Lipoff, Rosen & Quentel, P.A.
1221 Brickell Avenue
Miami, Florida 33131
(305) 579-0557

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered | Proposed maximum offering price per share (1) | Proposed maximum aggregate offering price(1) | Amount of registration fee |
|--|-------------------------|---|--|----------------------------|
| Common Stock, \$.01 par value | 500,000 shares | \$49.75 | \$24,875,000 | \$8,578 |

(1) Estimated solely for the purpose of calculating the registration fee which was computed in accordance with Rule 457(h) on the basis of the average of the high and low sale price of the Common Stock on June 24, 1996.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The Registrant hereby incorporates by reference into this Registration Statement the following documents or portions thereof as indicated:

- (a) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1995;
- (b) the Registrant's quarterly report on Form 10-Q for the fiscal quarter ended March 31, 1996, and all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the "Exchange Act") since January 1, 1996; and
- (c) the description of the Registrant's Common Stock filed as a part of the Registrant's Registration Statement, as amended, on Form S-1 under the Securities Act of 1933 (Registration No. 33-95086).

In addition, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act, 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, shall be deemed to be incorporated herein by reference and to be a part hereof from the date of filing of such documents.

ITEM 4. DESCRIPTION OF SECURITIES.

Not applicable.

ITEM 5. INTERESTS OF NAMED EXPERTS AND COUNSEL.

Not applicable.

ITEM 6. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

The Registrant has authority under Section 607.0850 of the Florida Business Corporation Act to indemnify its directors and officers to the extent provided in such statute. The Registrant's Amended and Restated Articles of Incorporation provide that the Registrant may indemnify its executive officers and directors to the fullest extent permitted by law either now or hereafter. The Registrant has also entered into an agreement with each of its directors and certain of its officers wherein it has agreed to indemnify each of them to the fullest extent permitted by law.

The provisions of the Florida Business Corporation Act that authorize indemnification do not eliminate the duty of care of a director, and in appropriate circumstances equitable remedies such as injunctive or other forms of nonmonetary relief will remain available under Florida law. In addition, each director will continue to be subject to liability for (a) violations of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful; (b) deriving an improper personal benefit from a transaction; (c) voting for or assenting to an unlawful distribution; and (d) willful misconduct or a conscious disregard for the best interests of the Registrant in a proceeding by or in the right of the Registrant to procure a judgment in its favor or in a proceeding by or in the right of a shareholder. The statute does not affect a director's responsibilities under any other law, such as the federal securities laws or state or federal environmental laws.

Insofar as indemnification for liabilities arising under the Securities Act of 1933, as amended (the "1933 Act") may be permitted to directors, officers or controlling persons of Registrant, pursuant to the foregoing provisions or otherwise, Registrant has been advised that, in the opinion of the Securities and Exchange Commission (the "Commission"), such indemnification is against public policy as expressed in the 1933 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 Registrant in the successful defense of any suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered hereunder, 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 1993 Act and will be governed by the final adjudication of such issue.

At present, there is no pending litigation or proceeding involving a director or officer of the Registrant as to which indemnification is being sought, nor is the Registrant aware of any threatened litigation that may result in claims for indemnification by any officer or director.

ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.

Not applicable.

ITEM 8. EXHIBITS

See "Exhibit Index" on page II-7.

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:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act of 1933;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement; provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) shall not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference 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 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, 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 to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Fort Lauderdale, State of Florida on June 26, 1996.

PEDIATRIX MEDICAL GROUP, INC.

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

 Roger J. Medel, M.D.
 President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Roger J. Medel, M.D. and Lawrence M. Mullen his true and lawful attorneys-in-fact, each acting alone, with full powers of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any or all amendments, including any post-effective amendments, to this Registration Statement, and to file the same, with exhibits thereto, and other documents to be filed in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that said attorneys-in-fact or their substitutes, each acting alone, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

| SIGNATURE ----- | TITLE ----- | DATE ---- |
|---|---|---------------|
| /s/ Roger J. Medel, M.D. ----- Roger J. Medel, M.D. | President, Chief Executive Officer and Director (principal executive officer) | June 26, 1996 |
| /s/ Lawrence M. Mullen ----- Lawrence M. Mullen | Vice President and Chief Financial Officer (principal financial and accounting officer) | June 26, 1996 |
| /s/ Richard J. Stull, II ----- Richard J. Stull, II | Executive Vice President, Chief Operating Officer and Director | June 26, 1996 |
| /s/ E. Roe Stamps, IV ----- E. Roe Stamps, IV | Director | June 26, 1996 |
| /s/ Bruce R. Evans ----- Bruce R. Evans | Director | June 26, 1996 |
| /s/ Frederick V. Miller, M.D. ----- Frederick V. Miller, M.D. | Director | June 26, 1996 |

/s/ Michael B. Fernandez

Michael B. Fernandez

Director

June 26, 1996

/s/ Albert H. Nahmad

Albert H. Nahmad

Director

June 26, 1996

EXHIBIT INDEX

| EXHIBIT NUMBER ----- | DESCRIPTION ----- | SEQUENTIAL PAGE NO. ----- |
|----------------------------|--|---------------------------------|
| 4.1 | Registrant's Amended and Restated Articles of Incorporation(1). | |
| 4.2 | Registrant's Bylaws(2). | |
| 4.3 | Pediatrix Medical Group, Inc. 1996 Non-Qualified Employee Stock Purchase Plan(3) | |
| 5.1 | Opinion of Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A. | |
| 23.1 | Consent of Coopers & Lybrand L.L.P. | |
| 23.2 | Consent of Greenberg, Traurig, Hoffman, Lipoff, Rosen & Quentel, P.A. (contained in its opinion filed as Exhibit 5.1 hereto) | |
| 24 | Power of Attorney is included in the Signatures section of this Registration Statement | |
| ----- | | |
| (1) | Incorporated by reference to Exhibit 3.1 filed with the Registrant's Registration Statement on Form S-1 (Registration No. 33-95086). | |
| (2) | Incorporated by reference to Exhibit 3.2 filed with the Registrant's Registration Statement on Form S-1 (Registration No. 33-95086). | |
| (3) | Incorporated by reference to Exhibit 10.26 filed with the Registrant's Form 10-Q for the period ended March 31, 1996. | |

June 28, 1996

Pediatric Medical Group, Inc.
1455 Northpark Drive
Fort Lauderdale, Florida 33326

Re: Registration Statement on Form S-8

Ladies and Gentlemen:

On the date hereof, Pediatric Medical Group, Inc., a Florida corporation (the "Company"), sent for filing with the Securities and Exchange Commission a Registration Statement on Form S-8 (the "Registration Statement"), under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to 500,000 shares of the Company's Common Stock, par value \$.01 per share (the "Common Stock"), pursuant to stock options ("Options") granted or to be granted under the Company's 1996 Non-Qualified Employee Stock Purchase Plan (the "Plan"). We have acted as special counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of (i) the Amended and Restated Articles of Incorporation and Bylaws of the Company; (ii) records of corporate proceedings of the Company authorizing the Plan, any amendments thereto, and the preparation of the Registration Statement and related matters; (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions herein contained. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies. As to various questions of fact material to this opinion, we have relied, to the extent we deem reasonably appropriate, upon representations or certificates of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing examination, we are of the opinion that the Company presently has available at least 500,000 authorized and unissued shares of Common Stock from which the 500,000 shares of Common Stock proposed to be sold pursuant to the Plan may be issued, and, assuming that the Company maintains an adequate number of authorized and unissued shares of Common Stock available for issuance pursuant to purchases made under the Plan and the consideration for shares of Common Stock issued pursuant to the Plan is actually received by the Company as provided in the Plan, the shares of Common Stock issued pursuant to purchases made under and in accordance with the terms of the Plan will be duly and validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission thereunder.

Sincerely,

GREENBERG, TRAUIG, HOFFMAN,
LIPOFF, ROSEN & QUENTEL, P.A.

CONSENT TO INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in this registration statement of Pediatrix Medical Group, Inc. on Form S-8 of our report dated January 29, 1996, on our audits of the financial statements and financial statement schedule of Pediatrix Medical Group, Inc., our report dated July 21, 1995, on our audit of the financial statements of Neonatal and Pediatric Intensive Care Medical Group, Inc. and our report dated June 17, 1996, on our audit of the financial statements of Rocky Mountain Neonatology, P.C., which reports appear in the registration statement on Form S-1 of Pediatrix Medical Group, Inc. filed with the Securities and Exchange Commission pursuant to the Securities Act of 1933.

/s/ Coopers & Lybrand L.L.P.

Fort Lauderdale, Florida
June 28, 1996