

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (date of earliest event reported) March 29, 1999

PEDIATRIX MEDICAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida

(State or other jurisdiction of incorporation)

0-26762

(Commission File Number)

65-0271219

(IRS Employer Identification No.)

1455 North Park Drive
Ft. Lauderdale, Florida

33326

(Address of principal executive offices)

(Zip Code)

Registrant's telephone number, including area code (954) 384-0175

(Former name or former address, if changed since last report)

Item 4. Changes in Registrant's Certifying Accountant

The accounting firm of PricewaterhouseCoopers, LLP (formerly Coopers & Lybrand L.L.P. ("PWC")) was engaged as the principal independent accountants of Pediatrix Medical Group, Inc. (the "Company") during fiscal years 1996 and 1997 and throughout fiscal year 1998. The Company also engaged KPMG LLP ("KPMG") in January 1999 to audit the Company's 1998 fiscal year as a result of an accounting and auditing enforcement administrative proceeding in which the Securities and Exchange Commission determined that PWC had violated the auditor independence rules. The accountant's report on the financial statements with respect to the Company's 1998 fiscal year was issued by KPMG on March 22, 1999. On March 29, 1999, the Audit Committee of the Board of Directors dismissed PWC as its principal independent accountants. PWC's reports on the financial statements of the Company for the two most recent fiscal years for which PWC issued an audit report did not contain an adverse opinion or disclaimer of opinion, and were not qualified or modified as to uncertainty, audit scope, or accounting principles. During the Company's two most recent fiscal years for which PWC issued an audit report and for the interim periods thereafter there were no disagreements between the Company and PWC on any matter of accounting principles or practices, financial statement disclosure, or auditing scope or procedure, which disagreements, if not resolved to the satisfaction of PWC, would have caused it to make reference to the subject matter of the disagreement in connection with its reports. As a result of the dismissal of PWC on March 29, 1999, KPMG became the Company's principal independent accountants.

Item 7. Financial Statements, Pro Forma Financial Information and

Exhibits

(a) Financial Statements of Business Acquired

Not applicable.

(b) Pro Forma Financial Information

Not applicable.

(c) Exhibits

16 Acknowledgment Letter from PricewaterhouseCoopers LLP
to the Company, dated April 1, 1999, regarding its
dismissal as the Company's independent accountants.

SIGNATURES

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

PEDIATRIX MEDICAL GROUP, INC.

Dated: April 1, 1999

By: /s/ Roger J. Medel

Roger J. Medel, M.D., MBA
Chief Executive Officer

EXHIBIT INDEX

Exhibit No.

Description

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Acknowledgment Letter from PricewaterhouseCoopers
LLP to the Company, dated April 1, 1999,
regarding its dismissal as the Company's
independent accountants.

PricewaterhouseCoopers LLP
200 East Las Olas Boulevard
Suite 1700
Ft. Lauderdale, Florida 33301

Securities and Exchange Commission
450 5th Street, N.W.
Washington, D.C. 20549

April 1, 1999

Commissioners:

We have read the statements made by Pediatrix Medical Group, Inc. (copy attached), which we understand will be filed with the Commission, pursuant to Item 4 of Form 8-K, as part of the Company's Form 8-K report for the month of April 1999. We agree with the statements concerning our Firm in such Form 8-K.

Very truly yours,

/s/ PricewaterhouseCoopers, LLP

PricewaterhouseCoopers, LLP