

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): February 3, 2005

PEDIATRIX MEDICAL GROUP, INC.
(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, FL (Address of principal executive offices)	33323 (Zip Code)
---	---------------------

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

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

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))

Item 2.02. Results of Operations and Financial Condition.

On February 3, 2005, Pediatrix Medical Group, Inc. (the "Company") issued a press release ("Press Release") announcing its results of operations for the three months and twelve months ended December 31, 2004. A copy of the Press Release is attached hereto as Exhibit 99.1 and is incorporated in this Current Report by reference.

Item 7.01. Regulation FD Disclosure.

In the Press Release, the Company also introduced its quarterly earnings per share guidance for calendar year 2005.

The information in this Current Report, including the exhibit hereto, shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section or Section 11 or 12(a)(2) of the Securities Act of 1933, as amended. The information contained herein and in the accompanying exhibit shall not be incorporated by reference into any registration statement or other document filed with the Securities and Exchange Commission by the Company, whether made before or after the date hereof, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

Item 9.01(a) Financial Statements of businesses acquired:
Not applicable.

Item 9.01(b) Pro Forma Financial Information:
Not applicable.

Item 9.01(c) Exhibits:

99.1 Press Release of Pediatrix Medical Group, Inc. dated
February 3, 2005.

SIGNATURES

Pursuant of 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 hereunto duly authorized.

PEDIATRIX MEDICAL GROUP, INC.
(Registrant)

Date: February 3, 2005

By: /s/ Karl B. Wagner

Karl B. Wagner
Chief Financial Officer

(c) Exhibits

99.1 Press Release of Pediatrix Medical Group, Inc., dated February 3, 2005.

Pediatrics Earns \$1.10 Per Share for 2004 Fourth Quarter,
Introduces 2005 Quarterly Guidance

FORT LAUDERDALE, Fla.--(BUSINESS WIRE)--Feb. 3, 2005--Pediatrics Medical Group, Inc. (NYSE:PDX) today reported its financial results for the three and 12 months ended December 31, 2004. Highlights for the fourth quarter include:

- Record revenue of \$161 million as a result of contributions from the Company's acquisition efforts as well as strong same unit patient volume growth;
- Earnings per share of \$1.10, which includes the positive impact of three cents per share related to the favorable settlement of a state tax dispute;
- Strong cash flow from operations, which exceeded \$43 million.

"Our results for the 2004 fourth quarter, as well as for the full year, reflect excellent progress in our strategy of building a comprehensive healthcare services organization focused on newborn, pediatric and maternal-fetal care," said Roger J. Medel, M.D., Chief Executive Officer of Pediatrics. "We have a durable business model with great opportunities for growth, both internally and through acquisition. We're expanding our national group practice by acquiring and integrating physician groups that are better able to focus on improving patient care because they have the benefit of our research and education efforts and they are relieved of many of the administrative burdens associated with running a group practice."

For the three months ended December 31, 2004, net patient service revenue was \$161.0 million, up 10 percent when compared to the same period of 2003. Revenue increased as a result of contributions from acquisitions made during the prior 12 months as well as from same unit revenue growth of 4.9 percent, which included strong same unit NICU patient volume growth of 8.2 percent.

Operating income for the 2004 fourth quarter was \$40.2 million, up 4 percent from \$38.7 million for the comparable period. Operating margin of 25 percent for the three months ended December 31, 2004 was down as compared to the same period in 2003 because of a pronounced payor mix shift from third-party commercial payors to government payors that occurred during the 2004 third quarter. For the 2004 fourth quarter, the payor mix for patients cared for by Pediatrics's physicians was essentially unchanged from the 2004 third quarter.

During the 2004 fourth quarter, Pediatrics recorded an income tax provision of \$14.5 million. This provision includes a one-time state tax benefit of approximately \$502,000 to settle a dispute related to taxes previously paid. In addition, Pediatrics recognized accrued interest income associated with that refund. The net effect of the refund and recognition of accrued interest on Pediatrics's earnings per share was an increase of three cents for the 2004 fourth quarter. This favorable settlement will not have any continuing impact on the Company's effective tax rate.

Net income of \$25.8 million for the 2004 fourth quarter was up 8 percent from the comparable period of 2003, and earnings per share of \$1.10 was up 13 percent as a result of higher net income and the impact of Pediatrics's share repurchase program.

During the 2004 fourth quarter, cash flow from operations was \$43.4 million. Pediatrics used \$92.7 million of its cash and amounts under its line of credit to complete the Company's authorized share repurchase program. In addition, Pediatrics invested \$23.2 million to complete physician group practice acquisitions.

Pediatrics had cash and cash equivalents of \$17.0 million at December 31, 2004, and an outstanding balance of \$54.0 million on its \$150 million revolving credit facility.

For the 12 months ended December 31, 2004, when compared to 2003, Pediatrics had record net patient service revenue of \$619.6 million, up 12 percent; operating income of \$156.2 million was up 14 percent; net income of \$98.3 million increased by 17 percent; and earnings per share of \$3.97 was up 16 percent.

Pediatrics had cash flow from operations of \$123.8 million for the 12 months ended December 31, 2004 and it purchased \$150 million of its common stock and invested \$64.9 million to acquire a total of 12 physician group practices.

The Company continues to complete acquisitions during 2005, adding three practices so far this year that the Company expects to be accretive.

Pediatrics re-affirms its previous 2005 earnings guidance, and introduces quarterly earnings per share guidance for the year, as follows:

First Quarter	\$0.91 to \$0.93
Second Quarter	\$1.10 to \$1.12
Third Quarter	\$1.25 to \$1.28
Fourth Quarter	\$1.24 to \$1.27
Total	\$4.50 to \$4.60

In addition, Pediatrix expects that it will generate cash flow from operations of approximately \$135 million for 2005.

Pediatrix's earnings guidance does not consider the impact from the adoption of Financial Accounting Standard 123R, "Share-Based Payment", which will become effective for the Company beginning in the third quarter of 2005.

Investor conference call

Pediatrix Medical Group, Inc. will host an investor conference call to discuss the quarterly results at 11 a.m. (EST) today. During that call, members of Pediatrix's management team are expected to also discuss quarterly earnings guidance for 2005. The conference call Webcast may be accessed from the Company's website, <http://www.pediatrix.com>. A telephone replay of the conference call will be available from 2 p.m. Eastern Time today through midnight Eastern Time February 10, 2005 by dialing 800-475-6701, access code 767625. The replay will also be available at <http://www.pediatrix.com>.

About Pediatrix

Pediatrix was founded in 1979. Pediatrix physicians and advanced nurse practitioners are reshaping the delivery of maternal-fetal and newborn care, identifying best demonstrated processes and participating in clinical research to enhance patient outcomes and provide high-quality, cost-effective care. Its neonatal physicians provide services at more than 200 NICUs, and through Obstetrix, its perinatal physicians provide services in many markets where Pediatrix's neonatal physicians practice. Combined, Pediatrix and its affiliated professional corporations employ more than 775 physicians in 31 states and Puerto Rico. Pediatrix is also the nation's largest provider of newborn hearing screens and newborn metabolic screening. Additional information is available at <http://www.pediatrix.com>.

Certain statements and information in this press release may be deemed to be "forward-looking statements" within the meaning of the Federal Private Securities Litigation Reform Act of 1995. Forward-looking statements may include, but are not limited to, statements relating to our objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as "believe", "hope", "may", "anticipate", "should", "intend", "plan", "will", "expect", "estimate", "project", "positioned", "strategy" and similar expressions, and are based on assumptions and assessments made by Pediatrix's management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. Any forward-looking statements in this press release are made as of the date hereof, and Pediatrix undertakes no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments, and business decisions to differ materially from forward-looking statements are described in Pediatrix's most recent Annual Report on Form 10-K, including the section entitled "Risk Factors".

Pediatrix Medical Group, Inc.

Consolidated Statements of Income

Three months ended
December 31,

12 months ended
December 31,

	2004	2003	2004	2003
	(Unaudited)	(Unaudited)	(Unaudited)	(Unaudited)
	(in thousands, except for per share data)			
	-----	-----	-----	-----
Net patient service revenue	\$160,993	\$145,782	\$619,629	\$551,197
Operating expenses:				
Practice salaries and benefits	91,406	80,318	350,354	310,778
Practice supplies and other operating expenses	7,048	5,027	24,254	18,588
General and administrative expenses	19,990	19,387	79,445	76,537
Depreciation and amortization	2,355	2,357	9,353	8,405
Total operating expenses	120,799	107,089	463,406	414,308
Income from operations	40,194	38,693	156,223	136,889
Investment income	539	186	893	482
Interest expense	(441)	(230)	(1,295)	(1,372)
Income before income taxes	40,292	38,649	155,821	135,999
Income tax provision	(14,507)	(14,678)	(57,542)	(51,671)
Net income	\$25,785	\$23,971	\$98,279	\$84,328
	=====	=====	=====	=====
Per share data:				
Net income per common and common equivalent share (diluted)	\$1.10	\$0.97	\$3.97	\$3.43
Weighted average shares used in computing net income per common and common equivalent share (diluted)	23,461	24,677	24,747	24,577

Balance Sheet Highlights

	As of Dec. 31, 2004	As of Dec. 31, 2003
	-----	-----
	(Unaudited)	
	(in thousands)	
Assets:		
Cash & cash equivalents	\$16,972	\$27,896
Accounts receivable, net	107,860	94,213
Other current assets	27,402	23,448
Other assets, property and equipment	636,655	572,037
Total assets	\$788,889	\$717,594
	=====	=====
Liabilities and shareholders' equity:		
Accounts payable & accrued expenses	\$128,991	\$111,974
Total debt	55,312	1,864
Other liabilities	33,555	31,378
Total liabilities	217,858	145,216
Shareholders' equity	571,031	572,378
Total liabilities and shareholders' equity	\$788,889	\$717,594
	=====	=====

Other Operating Data

12 months ended
December 31,
2004 2003

Number of:

Births	567,794	522,612
NICU Admissions	63,115	57,239
NICU Patient days	1,195,936	1,087,753

CONTACT: Pediatrix Medical Group Inc., Fort Lauderdale
Investor Relations
Bob Kneeley, 954-384-0175, x-5300
bob_kneeley@pediatrix.com