

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, INC. AMENDED AND RESTATED STOCK OPTION PLAN

(FULL TITLE OF THE PLAN)

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
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COMMON STOCK, \$.01 PAR VALUE.....	750,000 SHARES	\$29.00 - \$44.78	\$26,269,740	\$7,968
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(1) Estimated solely for the purpose of calculating the registration fee and computed in accordance with Rule 457(h) of the Securities Act of 1933, as amended, on the basis of (i) the actual price of (a) \$40.375 for an aggregate of 60,000 options, and (b) \$29.00 for an aggregate of 446,636 options, to purchase Common Stock being registered, which have already been granted under the Company's Amended and Restated Stock Option Plan, and (ii) the average of the high and low sale price (\$44.78) of the Common Stock on October 9, 1997 with respect to the 243,364 shares of Common Stock subject to future grants under the Amended and Restated Stock Option Plan.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

ITEM 3. INCORPORATION OF DOCUMENTS BY REFERENCE.

The following documents filed with the Securities and Exchange Commission (the "Commission") by the Registrant are hereby incorporated by reference in this Registration Statement:

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

- (a) the Registrant's Registration Statement on Form S-8 (Registration No. 33-97672), filed with the Commission on October 3, 1995;(1)
- (b) the Registrant's Registration Statement on Form S-8 (Registration No. 333-07057);(2)
- (c) the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 1996;
- (d) the Registrant's quarterly report on Form 10-Q (i) for the three months ended March 31, 1997, (ii) for the six months ended June 30, 1997, and all other reports filed by the Registrant pursuant to Section 13(a) or 15(d) of the Exchange Act since January 1, 1997; and
- (e) 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.

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- 1 The Registration Statement on Form S-8 (Registration No. 33-97672), filed with the Commission on October 3, 1995 (the "Original S-8"), registered 1,500,000 shares of the Registrant's Common Stock.
 - 2 At the Company's 1996 annual meeting of shareholders, held on May 8, 1996, the Company's shareholders approved an amendment to the Plan, which increased by 1,000,000 the number of shares available for grant under the Plan from 1,500,000 to 2,500,000. The Registration Statement on Form S-8, (Registration No. 33-07057) filed on June 28, 1996, registered the additional 1,000,000 shares; thus, the total number of shares registered on Form S-8 and available for grant under the Plan was 2,500,000. At the Company's 1997 annual meeting of shareholders, held on May 8, 1997, the Company's shareholders approved an amendment to the Plan, which increased by 750,000 the number of shares eligible for grant under the Plan from 2,500,000 to 3,250,000. After giving effect to the amendment to the Plan approved by the Registrant's shareholders at the Company's annual meeting, and the effectiveness of this Registration Statement on Form S-8, the total number of shares registered on Form S-8 and available for grant under the Plan will be 3,250,000.

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 October 14, 1997.

PEDIATRIX MEDICAL GROUP, INC.

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

 Roger J. Medel, M.D., M.B.A.
 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., M.B.A. 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., M.B.A. ----- Roger J. Medel, M.D., M.B.A.	President, Chief Executive Officer and Director (principal executive officer)	October 14, 1997
/s/M. Douglas Cunningham, M.D. ----- M. Douglas Cunningham, M.D.	Chief Medical Officer and Director	October 14, 1997
/s/Lawrence M. Mullen ----- Lawrence M. Mullen	Vice President and Chief Financial Officer (principal financial and accounting officer)	October 14, 1997
/s/Cesar L. Alvarez ----- Cesar L. Alvarez	Director	October 14, 1997
/s/Michael B. Fernandez ----- Michael B. Fernandez	Director	October 14, 1997
/s/Albert H. Nahmad ----- Albert H. Nahmad	Director	October 14, 1997
/s/Bruce R. Evans ----- Bruce R. Evans	Director	October 14, 1997
/s/E. Roe Stamps, IV ----- E. Roe Stamps, IV	Director	October 14, 1997

EXHIBIT INDEX

EXHIBIT NUMBER -----	DESCRIPTION -----	SEQUENTIAL PAGE NO. -----
4.1	Registrant's Amended and Restated Articles of Incorporation(1)	
4.2	Registrant's Amended and Restated Bylaws(2)	
4.3	Pediatrix Medical Group, Inc. Amended and Restated Stock Option Plan, as amended(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)	
24.1	Power of Attorney is included in the Signatures section of this Registration Statement	

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- (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 A filed with the Registrant's
Schedule 14A filed on April 4, 1997.

October 14, 1997

Pediatric Medical Group, Inc.
1455 North Park 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 750,000 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 Amended and Restated Stock Option Plan, as amended (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 750,000 authorized and unissued shares of Common Stock from which the 750,000 shares of Common Stock proposed to be sold pursuant to the exercise of Options granted under 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 to those persons who exercise Options granted under the Plan and the consideration for shares of Common Stock issued pursuant to such Options is actually received by the Company as provided in the Plan, the shares of Common Stock issued pursuant to the exercise of Options granted under and in accordance with the terms of the Plan will be duly and validly issued, fully paid and nonassessable.

CONSENT OF INDEPENDENT ACCOUNTANTS

We consent to the incorporation by reference in the registration statement of Pediatrix Medical Group, Inc. on Form S-8 of our report dated January 27, 1997, except as to information presented in Note 14, for which the date is March 26, 1997, on our audits of the consolidated financial statements and financial statement schedule of Pediatrix Medical Group, Inc., as of December 31, 1996 and 1995, and for the years ended December 31, 1996, 1995 and 1994 which report is included in the Annual Report on Form 10-K.

COOPERS & LYBRAND L.L.P.

Fort Lauderdale, Florida
October 14, 1997