

PEDIATRIX MEDICAL GROUP INC

Form 8-K

August 31, 2007

**UNITED STATES  
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): August 30, 2007  
PEDIATRIX MEDICAL GROUP, INC.  
(Exact Name of Registrant as Specified in Its Charter)**

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| <b>Florida</b>  | <b>001-12111</b>                                       | <b>65-0271219</b>                            |
| <b>(State or Other Jurisdiction of<br/>Incorporation)</b> | <b>(Commission File<br/>Number)</b>                    | <b>(IRS Employer<br/>Identification No.)</b> |
|   | <b>1301 Concord Terrace<br/>Sunrise, Florida 33323</b> |  |

**(Address of principal executive office)**

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

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))
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**Item 8.01. Other Events.**

On August 31, 2007, Pediatrix Medical Group, Inc. (the Company ) was notified that a shareholder derivative lawsuit was filed in the United States District Court for the Southern District of Florida on August 30, 2007, naming the Company as a nominal defendant and also naming as defendants certain of the Company's current and former officers and directors. The lawsuit claims that all or some of the defendant officers and directors, among other things, violated their fiduciary duties to the Company and the federal securities laws and engaged in corporate waste, gross mismanagement, unjust enrichment and constructive fraud with respect to the Company's awarding of and accounting for stock option grants since at least 1996. The Company previously announced that the Audit Committee of its Board of Directors had completed an independent comprehensive review of the Company's stock option practices resulting in a restatement of certain of the Company's financial statements.

This suit was filed by a plaintiff who sent one of three previously disclosed shareholder demand letters regarding the Company's stock option practices. Also, as previously disclosed, a Special Committee of the Board of Directors, composed of the same directors who conducted the Audit Committee's review, determined that it was not in the best interests of the Company to take further action against the Company's current management and directors with respect to the Company's stock option grant practices but is considering whether to take further action with respect to any of the Company's former management and directors.

**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 hereunto duly authorized.

**PEDIATRIX MEDICAL GROUP, INC.**

Date: August 31, 2007

By: /s/ Thomas W. Hawkins

Name: Thomas W. Hawkins

Title: Senior Vice President and General  
Counsel