PEDIATRIX MEDICAL GROUP INC
Form 10-Q
November 07, 2008
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the Quarterly Period Ended September 30, 2008

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File Number 001-12111

PEDIATRIX MEDICAL GROUP, INC.

(Exact name of registrant as specified in its charter)

Florida	**65-0271219**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

1301 Concord Terrace

Sunrise, Florida 33323

(Address of principal executive offices)

(Zip Code)

(954) 384-0175

(Registrant s telephone number, including area code)

Not Applicable

(Former name, former address and fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer x Accelerated filer ¨ Non-accelerated filer ¨ Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock as of the latest practicable date:

Shares of common stock outstanding as of October 31, 2008: 45,634,007

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

PEDIATRIX MEDICAL GROUP, INC.

CONDENSED CONSOLIDATED BALANCE SHEETS

(Unaudited)

	September 30, 2008	December 31, 2007
	(in thousands)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 12,136	$ 102,843
Short-term investments	24,712	18,042
Accounts receivable, net	151,410	145,504
Prepaid expenses	5,349	5,852
Deferred income taxes	48,521	53,390
Other assets	9,431	8,632
Assets held for sale		29,863
Total current assets	251,559	364,126
Investments	14,627	17,469
Property and equipment, net	37,469	31,162
Goodwill	1,101,311	858,919
Other assets, net	30,059	31,126
Total assets	$ 1,435,025	$ 1,302,802
LIABILITIES AND SHAREHOLDERS EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	$ 243,160	$ 243,120
Current portion of long-term debt and capital lease obligations	249	469
Income taxes payable	22,632	19,192
Liabilities held for sale		2,106
Total current liabilities	266,041	264,887
Line of credit	171,000	
Long-term debt and capital lease obligations	376	455
Deferred income taxes	44,134	40,489
Other liabilities	34,341	37,919
Total liabilities	515,892	343,750
Commitments and contingencies		
Shareholders equity:		
Preferred stock; $.01 par value; 1,000 shares authorized; none issued		
Common stock; $.01 par value; 100,000 shares authorized; 45,602 and 48,421 shares issued and outstanding, respectively	456	484
Additional paid-in capital	548,273	556,836

Retained earnings	370,404	401,732
Total shareholders equity	919,133	959,052
Total liabilities and shareholders equity	$ 1,435,025	$ 1,302,802

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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PEDIATRIX MEDICAL GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF INCOME

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
	(in thousands, except per share data)			
Net patient service revenue	$ 267,185	$ 233,102	$ 770,462	$ 667,288
Operating expenses:				
Practice salaries and benefits	159,799	131,326	461,855	387,741
Practice supplies and other operating expenses	11,145	8,262	31,388	24,616
General and administrative expenses	30,749	29,316	91,521	91,647
Depreciation and amortization	3,296	2,366	9,051	6,764
Total operating expenses	204,989	171,270	593,815	510,768
Income from operations	62,196	61,832	176,647	156,520
Investment income	487	2,121	2,445	5,646
Interest expense	(1,126)	(147)	(1,846)	(490)
Income from continuing operations before income taxes	61,557	63,806	177,246	161,676
Income tax provision	24,161	25,007	69,549	62,181
Income from continuing operations	37,396	38,799	107,697	99,495
Income from discontinued operations, net of income taxes		759	22,519	1,960
Net income	$ 37,396	$ 39,558	$ 130,216	$ 101,455
Per common and common equivalent share data:				
Income from continuing operations:				
Basic	$ 0.83	$ 0.79	$ 2.32	$ 2.05
Diluted	$ 0.81	$ 0.77	$ 2.26	$ 1.99
Income from discontinued operations:				
Basic	$	$ 0.02	$ 0.49	$ 0.04
Diluted	$	$ 0.02	$ 0.48	$ 0.03
Net income:				
Basic	$ 0.83	$ 0.81	$ 2.81	$ 2.09
Diluted	$ 0.81	$ 0.79	$ 2.74	$ 2.02
Weighted average shares:				
Basic	45,207	48,912	46,416	48,607

Diluted	46,178	50,264	47,584	50,102

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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PEDIATRIX MEDICAL GROUP, INC.

CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

	Nine Months Ended September 30,	
	2008	2007
	(in thousands)	
Cash flows from operating activities:		
Net income	$ 130,216	$ 101,455
Adjustments to reconcile net income to net cash provided from operating activities:		
Depreciation and amortization	9,190	7,516
Stock-based compensation expense	15,262	12,683
Deferred income taxes	6,766	(1,539)
Gain on sale of assets	(36,237)	
Changes in assets and liabilities:		
Accounts receivable	(5,944)	(17,242)
Prepaid expenses and other assets	(820)	(541)
Other assets	366	73
Accounts payable and accrued expenses	(8,234)	5,457
Income taxes payable	3,652	(8,173)
Other liabilities	(1,104)	(577)
Net cash provided from operating activities	113,113	99,112
Cash flows from investing activities:		
Acquisition payments	(236,355)	(102,093)
Purchase of investments	(20,612)	(168,995)
Proceeds from sales or maturities of investments	16,784	192,229
Purchase of property and equipment	(12,951)	(4,867)
Proceeds from sale of assets	66,000	
Net cash used in investing activities	(187,134)	(83,726)
Cash flows from financing activities:		
Borrowings on line of credit	339,800	
Payments on line of credit	(168,800)	
Payments on syndication of line of credit	(1,542)	
Payments on capital lease obligations	(426)	(380)
Excess tax benefit from exercises of stock options and vesting of restricted stock	4,036	8,392
Repurchases of common stock	(199,997)	(67,393)
Proceeds from issuance of common stock	10,265	24,907
Net cash used in financing activities	(16,664)	(34,474)
Net decrease in cash and cash equivalents	(90,685)	(19,088)
Cash and cash equivalents at beginning of period	102,843	69,595
Cash held by discontinued operating unit at beginning of period	50	
Cash held by discontinued operating unit on sale date	(72)	
Cash and cash equivalents at end of period	$ 12,136	$ 50,507

The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.

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PEDIATRIX MEDICAL GROUP, INC.

NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

September 30, 2008

(Unaudited)

1. Basis of Presentation:

The accompanying unaudited Condensed Consolidated Financial Statements of Pediatrix Medical Group, Inc., and the notes thereto presented in this Form 10-Q have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (SEC) applicable to interim financial statements, and do not include all disclosures required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, these financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair presentation of the results of interim periods. The financial statements include all the accounts of Pediatrix Medical Group, Inc. and its consolidated subsidiaries (collectively, PMG) together with the accounts of PMG s affiliated professional associations, corporations, limited liability companies and partnerships (the affiliated professional contractors). PMG has contractual management arrangements with its affiliated professional contractors, which are separate legal entities that provide physician services in certain states and Puerto Rico. The terms Pediatrix and the Company refer collectively to Pediatrix Medical Group, Inc., its subsidiaries, and the affiliated professional contractors.

On February 29, 2008, the Company completed the sale of its newborn metabolic screening laboratory business in a cash transaction. In accordance with Statement of Financial Accounting Standards No. 144 (FAS 144), Accounting for the Impairment or Disposal of Long-Lived Assets, the assets and liabilities related to the laboratory business were classified as held for sale at December 31, 2007, and its operations are reported separately as income from discontinued operations, net of income taxes, for all periods presented. See Note 12 to the Condensed Consolidated Financial Statements for more information on the Company s discontinued operations.

The consolidated results of operations for the interim periods presented are not necessarily indicative of the results to be experienced for the entire fiscal year. In addition, the accompanying unaudited Condensed Consolidated Financial Statements and the notes thereto should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in the Company s most recent Annual Report on Form 10-K.

2. Summary of Significant Accounting Policies:

Accounting Pronouncements

In December 2007, the Financial Accounting Standards Board (the FASB) issued Statement of Financial Accounting Standards No. 141(R) (FAS 141(R)), Business Combinations. FAS 141(R) introduces significant changes in the accounting for and reporting of business acquisitions. FAS 141(R) changes how business acquisitions are accounted for and will impact financial statements at the acquisition date and in subsequent periods. Upon adoption, FAS 141(R) will require the Company to measure contingent consideration at fair value at the acquisition date, and will also require the Company to expense certain acquisition costs as they are incurred. In addition, FAS 141(R) will impact the annual goodwill impairment test associated with acquisitions. FAS 141(R) must be applied prospectively to business combinations for which the acquisition date is on or after the beginning of the first annual reporting period beginning on or after December 15, 2008. The Company has not yet completed its evaluation of the impact of FAS 141(R).

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157 (FAS 157), Fair Value Measures. FAS 157 creates a common definition for fair value for recognition or disclosure purposes under generally accepted accounting principles. FAS 157 also establishes a framework for measuring fair value and enhances disclosures about fair value measures required under other accounting pronouncements, but does not change existing guidance as to whether or not an instrument is carried at fair value. FAS 157 is effective for fiscal years beginning after November 15, 2007. As permitted by FASB Staff Position No. FAS 157-2, Effective Date of FASB Statement No. 157, the Company elected to defer the adoption of FAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. Although the partial adoption of FAS 157 on January 1, 2008 had no impact on the Company s financial statements, the Company will continue to evaluate the impact of FAS 157 on its nonfinancial assets, including goodwill and intangible assets, upon final adoption in 2009. See Note 5 to the Condensed Consolidated Financial Statements for information on

the Company s cash equivalents and investments.

In April 2008, the FASB issued Staff Position (FSP) No. 142-3, Determination of the Useful Lives of Intangible Assets. This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the

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useful life of a recognized intangible asset under Statement of Financial Accounting Standards No. 142 (FAS 142), Goodwill and Other Intangible Assets. The intent of the FSP is to improve the consistency between the useful life of a recognized intangible asset under FAS 142 and the period of expected cash flows used to measure the fair value of the asset. The guidance for determining the useful life of a recognized intangible asset shall be applied prospectively to intangible assets acquired after the effective date. This FSP shall be effective for consolidated financial statements issued for fiscal years beginning after December 15, 2008. The Company is currently evaluating the impact that FSP No. 142-3 will have on its consolidated financial statements.

3. Accounts Receivable:

Accounts receivable consist of the following (in thousands):

	September 30, 2008	December 31, 2007
Gross accounts receivable	$ 498,628	$ 458,635
Allowance for contractual adjustments and uncollectibles	(347,218)	(313,131)
	$ 151,410	$ 145,504

4. Business Acquisitions:

The Company acquired 10 physician group practices and made contingent purchase price payments on certain prior period acquisitions during the nine months ended September 30, 2008. In connection with these acquisitions, the Company recorded goodwill of approximately $242.4 million, other identifiable intangible assets, consisting of physician and hospital agreements, of approximately $2.8 million and liabilities of approximately $286,000. The Company has not yet completed the purchase price allocation for certain of the physician group practices acquired during the nine months ended September 30, 2008. Goodwill of approximately $242.4 million recorded during the nine months ended September 30, 2008 includes an $8.5 million accrual for a contingent purchase price provision related to a prior period acquisition.

Certain purchase agreements related to the Company s acquisitions contain contingent purchase price provisions based on volume and other performance measures. Potential payments under these provisions are not contingent upon the future employment of the sellers. The amount of the payments due under these provisions cannot be determined until the specific targets or measures are attained. In some cases, the sellers are eligible for annual contingent purchase price payments over a two-to-five-year period based on the growth in profitability of the physician practice with no stated limit on the annual payment amount. Under all other contingent purchase price provisions, payments of up to $43.7 million may be due through 2013 as of September 30, 2008.

The results of operations of each of the practices acquired during the nine months ended September 30, 2008 have been included in the Company s Condensed Consolidated Financial Statements from their dates of acquisition. The following unaudited pro-forma information combines the consolidated results of operations of the Company and the physician group practice operations acquired during 2008 and 2007 as if the transactions had occurred at the beginning of the respective periods (in thousands, except for per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Net patient service revenue	$ 291,403	$ 287,566	$ 870,828	$ 840,629
Net income	$ 38,880	$ 44,716	$ 138,129	$ 118,327
Net income per share:				
Basic	$ 0.86	$ 0.91	$ 2.98	$ 2.43
Diluted	$ 0.84	$ 0.89	$ 2.90	$ 2.36

The pro-forma results do not necessarily represent results which would have occurred if the acquisitions had taken place at the beginning of the period, nor are they indicative of the results of future combined operations.

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5. Cash Equivalents and Investments:

Effective January 1, 2008, certain cash equivalents carried by the Company are subject to the provisions of FAS 157. Under FAS 157, the Company is required to measure the fair value of its financial assets using a three-tier fair value hierarchy. Based on this hierarchy, the Company determined the fair value of its money market funds using quoted market prices, a Level 1 or an observable input as defined under FAS 157. As of September 30, 2008, the Company s cash equivalents consisted entirely of money market funds with a fair value of approximately $6.2 million.

Investments consist primarily of municipal debt securities, federal home loan securities, U.S. Treasury securities and other securities issued by agencies of the United States. Investments with remaining maturities of less than one year are classified as short-term investments. Investments classified as long-term have maturities of one to six years.

The Company intends and has the ability to hold its investments to maturity, and therefore classifies its investments as held-to-maturity and carries such investments at amortized cost in accordance with the provisions of Financial Accounting Standards No. 115, Accounting for Certain Investments in Debt and Equity Securities. Held-to-maturity investments are not subject to the fair value requirements of FAS 157.

The Company s investments held at September 30, 2008 and December 31, 2007 are summarized as follows (in thousands):

	September 30, 2008		December 31, 2007	
	Short-Term	Long-Term	Short-Term	Long-Term
U.S. Treasury Securities	$ 506	$	$ 500	$
Federal Home Loan Securities	3,564	2,000	4,901	2,614
Municipal Debt Securities	20,142	12,627	12,641	13,355
Federal Farm Credit Bank Discount Note	500			1,500
	$ 24,712	$ 14,627	$ 18,042	$ 17,469

6. Accounts Payable and Accrued Expenses:

Accounts payable and accrued expenses consist of the following (in thousands):

	September 30, 2008	December 31, 2007
Accounts payable	$ 8,825	$ 5,574
Accrued salaries and bonuses	90,707	119,687
Accrued payroll taxes and benefits	18,186	14,984
Accrued professional liability risks	90,583	75,091
Accrual for uncertain tax positions (Note 9)	10,970	12,922
Other accrued expenses	23,889	14,862
	$ 243,160	$ 243,120

The net decrease in accrued salaries and bonuses from $119.7 million at December 31, 2007, to $90.7 million at September 30, 2008, is primarily due to the decrease in the Company s liabilities for performance-based incentive compensation during the first quarter of 2008, partially offset by performance-based incentive compensation accrued during the nine months ended September 30, 2008. A majority of the Company s payments for performance-based incentive compensation is paid annually in the first quarter of each year. The increase in other accrued expenses from $14.9 million at December 31, 2007, to $23.9 million at September 30, 2008, is primarily due to an $8.5 million accrual for a contingent purchase price provision related to a prior period acquisition.

7. Line of Credit:

In September 2008, the Company completed a new $350 million revolving line or credit (Line of Credit) and simultaneously terminated its old $225 million line of credit. The Line of Credit is guaranteed by substantially all of the Company s subsidiaries

and includes a $50 million sub-facility for the issuance of letters of credit and a $25 million sub-facility for swingline loans. In addition, the Line of Credit may be increased to $400 million subject to the satisfaction of specified conditions. At the Company s option, the Line of Credit (other than swingline loans) bears interest at (1) the alternate base rate, which is defined as the higher of (i) the Federal Funds Rate plus one half of 1% and (ii) the Wachovia Bank, N.A prime rate or (2) the LIBOR rate, plus, in either case, an applicable margin rate of up to 1.5% based on the Company s consolidated leverage ratio. Swingline loans bear interest at the alternate base rate plus the applicable margin. The Line of Credit matures on September 3, 2013. The Company is subject to certain covenants and restrictions specified in the Line of Credit, including covenants that require it to maintain a minimum fixed charge coverage ratio and to not exceed a specified consolidated leverage ratio, to comply with laws, and restrict it from paying dividends and making certain other distributions, as specified therein. Failure to comply with these covenants would constitute an event of default under the Line of Credit, notwithstanding the Company s ability to meet its debt service obligations. The Line of Credit includes various customary remedies for the lenders following an event of default. The Company had an outstanding principal balance of $171.0 million under the Line of Credit at September 30, 2008. The Company also has outstanding letters of credit which reduced the amount available under the Line of Credit by $12.2 million at September 30, 2008.

8. Stock Incentive Plans and Stock Purchase Plans:

On May 23, 2008, the Company s shareholders approved the 2008 Incentive Compensation Plan (the 2008 Incentive Plan). The terms of the 2008 Incentive Plan provide for grants of stock options, stock appreciation rights, restricted stock, deferred stock, and other stock-related awards and performance awards that may be settled in cash, stock or other property. As provided in the 2008 Incentive Plan, no additional grants can be made from the Company s prior incentive plans, except that new awards will be permitted under the 2004 Incentive Compensation Plan (the 2004 Incentive Plan) to the extent that shares previously granted under the 2004 Incentive Plan are forfeited, expire or terminate. Under the 2008 Incentive Plan, a total of six million shares are available for the granting of awards, inclusive of the number of shares remaining available for grant under the 2004 Incentive Plan. To date, the only equity awards made by the Company under the 2008 Incentive Plan are for stock options, restricted stock and deferred stock. Collectively, the Company s prior incentive plans and the 2008 Incentive Plan are the Company s Stock Incentive Plans (the Stock Incentive Plans).

On September 24, 2008, the Company s shareholders approved an amendment to the Pediatrix 1996 Non-Qualified Employee Stock Purchase Plan (the Non-Qualified Plan) to increase the number of shares issuable under the Non-Qualified Plan from 1.5 million to 2.5 million shares. The approved amendment also expanded participation in the Non-Qualified Plan to all employees who formerly participated in the 1996 Qualified Employee Stock Purchase Plan (the Qualified Plan), which was terminated in August 2008. Collectively, the Non-Qualified Plan and the Qualified Plan represent the Company s Stock Purchase Plans (the Stock Purchase Plans). Under the Non-Qualified Plan, employees are permitted to purchase the Company s common stock at 85% of market value on January 1st, April 1st, July 1st and October 1st of each year. Prior to October 1, 2008, the purchase dates under the Stock Purchase Plans were March 31st, June 30th, September 30th and December 31st of each year.

Under the 2008 Incentive Plan, options to purchase shares of common stock may be granted at a price not less than fair market value of the shares on the date of grant. The options must be exercised within 10 years from the date of grant and generally become exercisable on a pro rata basis over a three-year period from the date of grant. Restricted stock awards generally vest over periods of three years upon the fulfillment of specified service-based conditions and in certain instances performance-based conditions. Deferred stock awards vest on a cliff basis over a term of five years upon the fulfillment of specified service-based and performance-based conditions. The Company recognizes compensation expense related to its restricted stock and deferred stock awards ratably over the corresponding vesting periods. During the nine months ended September 30, 2008, the Company granted approximately 745,000 stock options and approximately 326,000 shares of restricted and deferred stock to its employees under the Stock Incentive Plans. At September 30, 2008, the Company had approximately 4.6 million shares available for future grants and awards under the 2008 Incentive Plan. During the nine months ended September 30, 2008, approximately 96,000 shares were issued under the Stock Purchase Plans. At September 30, 2008, the Company had approximately 1.0 million shares reserved for issuance under the Non-Qualified Plan.

During the three and nine months ended September 30, 2008 and 2007, the Company recognized approximately $5.4 million and $15.3 million, and $4.4 million and $12.7 million, respectively, of stock-based compensation expense related to the Stock Incentive Plans and the Stock Purchase Plans. The excess tax benefit recognized in additional paid-in capital related to the exercise of stock options and the vesting of restricted stock for the nine months ended September 30, 2008 was approximately $4.2 million.

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9. Accounting for Uncertain Tax Positions:

As of September 30, 2008 and December 31, 2007, the Company s total liability for unrecognized tax benefits was $24.5 million and $29.8 million, respectively. The Company had approximately $26.1 million of unrecognized tax benefits that, if recognized, would favorably impact its effective tax rate at September 30, 2008.

The Company includes interest and penalties related to income tax liabilities in income tax expense. As of September 30, 2008 and December 31, 2007, the Company s accrued interest and penalties totaled $9.0 million and $6.7 million, respectively. Interest and penalties included in income tax expense for the nine months ended September 30, 2008 totaled $2.3 million.

The Company s liability for uncertain tax positions could be reduced over the next 12 months by approximately $11.0 million, excluding accrued interest, due to the expiration of statutes of limitation or settlements with taxing authorities. Additionally, the Company anticipates that its liability for uncertain tax positions will be increased over the next 12 months by additional taxes of approximately $2.3 million. Although the Company anticipates additional changes in its liability for uncertain tax positions related to certain temporary differences, an estimate of the range of such changes cannot be made at this time.

The Company is subject to taxes in the United States, the states in which it operates, and the Commonwealth of Puerto Rico. Significant judgment is required in evaluating the Company s tax positions and determining its provision for taxes. The Company s tax returns are routinely audited in the ordinary course of business and settlements of issues raised in these audits can sometimes affect the Company s tax provisions. The Company is currently subject to U.S. Federal income tax examinations for the tax years 2004 through 2007 and Commonwealth of Puerto Rico income tax examinations for the tax years 2001 and 2004 through 2007.

The following table summarizes the activity related to the Company s unrecognized tax benefits for the nine months ended September 30, 2008 (in thousands):

Balance at December 31, 2007	$ 29,769
Increases related to prior year tax positions	10,278
Decreases related to prior year tax positions	(8,919)
Increases related to current year tax positions	(2,574)
Decreases related to current year tax positions	(1,152)
Settlements	(2,905)
Expiration of statute of limitations	8
Balance at September 30, 2008	$ 24,505

At September 30, 2008, accounts payable and accrued expenses and other liabilities as presented in the Company s Condensed Consolidated Balance Sheets include $6.9 million and $17.6 million, respectively, related to the Company s total liability for unrecognized tax benefits of $24.5 million. At December 31, 2007, accounts payable and accrued expenses and other liabilities as presented in the Company s Condensed Consolidated Balance Sheets include $11.6 million and $18.2 million, respectively, related to the Company s total liability for unrecognized tax benefits of $29.8 million.

10. Common and Common Equivalent Shares:

Basic net income per share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per share is calculated by dividing net income by the weighted average number of common and potential common shares outstanding during the applicable period. Potential common shares consist of the dilutive effect of outstanding options and non-vested restricted and deferred stock calculated using the treasury- stock method. Under the treasury-stock method, the Company calculates the assumed excess tax benefits related to the potential exercise or vesting of its stock-based awards using the difference between the average market price for the applicable period less the option price, if any, and the fair value of the stock-based award on the date of grant multiplied by the applicable tax rate.

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The calculation of shares used in the basic and diluted net income per share calculation for the three and nine months ended September 30, 2008 and 2007 is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2008	2007	2008	2007
Weighted average number of common shares outstanding	45,207	48,912	46,416	48,607
Weighted average number of dilutive common shares equivalents	971	1,352	1,168	1,495
Weighted average number of common and common equivalent shares outstanding	46,178	50,264	47,584	50,102

For the three months ended September 30, 2008 and 2007, the Company had 1.3 million and 3,500 anti-dilutive outstanding employee stock options, and 101,000 and 166,000 anti-dilutive outstanding shares of unvested restricted and deferred stock, respectively. For the nine months ended September 30, 2008 and 2007, the Company had 51,000 and 396,000 anti-dilutive outstanding employee stock options, and 325,000 and 166,000 anti-dilutive outstanding shares of unvested restricted and deferred stock, respectively. All anti-dilutive stock options and shares of restricted and deferred stock are excluded from the computation of diluted earnings per share.

11. Common Stock Repurchase Program:

In December 2007, the Company s Board of Directors authorized a $100 million share repurchase program subject to price, general economic and market conditions and trading restrictions. The Company completed this repurchase program in March 2008 by repurchasing approximately 1.5 million shares of its common stock for approximately $100 million.

In May 2008, the Company s Board of Directors authorized an additional $100 million share repurchase program subject to price, general economic and market conditions and trading restrictions. In June 2008, the Company completed this repurchase program by repurchasing approximately 1.9 million shares of its common stock for approximately $100 million.

12. Discontinued Operations:

On February 29, 2008, the Company completed the sale of its newborn metabolic screening laboratory business in a cash transaction for gross proceeds of approximately $66.0 million. The acquiring entity may make certain tax elections that will result in additional proceeds to the Company. Any such additional proceeds will be directly offset by an increase in the Company s tax provision. The Company has retained contingent liabilities relating to certain unresolved legal matters as of the sale date. The Company believes that the outcome of these legal matters will not have a material adverse effect on its business, financial condition or results of operations.

In accordance with FAS 144, the assets and liabilities related to the laboratory business were classified as held for sale at December 31, 2007, and its business operations are considered discontinued operations for all periods presented.

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The following assets and liabilities were classified as current assets and liabilities held for sale at December 31, 2007 (in thousands):

Assets Held for Sale:	
Cash and cash equivalents	$ 50
Accounts receivable, net	1,862
Prepaid expenses	135
Deferred income taxes	482
Other current assets	675
Property and equipment, net	640
Goodwill	24,772
Other assets, net	1,247
Assets held for sale	$ 29,863
Liabilities Held for Sale:	
Accounts payable and accrued expenses	$ 162
Deferred income taxes	1,944
Liabilities held for sale	$ 2,106

Income from discontinued operations, net of income taxes, as reported in the Company s Condensed Consolidated Statements of Income for the nine months ended September 30, 2008, includes net patient service revenue of $2.5 million. Income from discontinued operations, net of income taxes, as reported in the Company s Condensed Consolidated Statements of Income for the three and nine months ended September 30, 2007, includes net patient service revenue of $3.8 million and $10.9 million, respectively. Pretax profit, excluding the pretax gain on sale, included in income from discontinued operations for the nine months ended September 30, 2008 was $864,000. Pretax profit included in income from discontinued operations for the three and nine months ended September 30, 2007 was $1.3 million and $3.4 million, respectively. The pretax gain on sale included in income from discontinued operations for the nine months ended September 30, 2008 was $36.2 million.

13. Commitments and Contingencies:

In July 2007, the Audit Committee of the Board of Directors concluded a comprehensive review of the Company s historical practices related to the granting of stock options with the assistance of independent legal counsel and forensic accounting experts. At the commencement of the review, the Company voluntarily contacted the staff of the SEC regarding the Audit Committee s review and subsequently the SEC notified the Company that it had commenced a formal investigation into the Company s stock option granting practices. The Company also had discussions with the U.S. Attorney s office for the Southern District of Florida regarding the Audit Committee s review and, in response to a subpoena, provided the office with various documents and information related to its stock option granting practices. The Company intends to continue full cooperation with the U.S. Attorney s office and the SEC. The Company cannot predict the outcome of these matters.

In April 2008, the United States District Court for the Southern District of Florida entered a final judgment approving a Stipulation of Settlement to resolve a shareholder derivative lawsuit that was filed by Jacob Schwartz in the United States District Court for the Southern District of Florida in August 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 alleged that all or some of the defendant officers and directors, among other things, breached their fiduciary duties to the Company, violated the federal securities laws, and engaged in corporate waste, gross mismanagement, unjust enrichment and constructive fraud in connection with the Company s historical stock option practices. In consideration for the full settlement and release of claims against all defendants, the Stipulation of Settlement provided for the Company s payment of $1.5 million in attorneys fees and costs to the plaintiff s counsel and recognition that the plaintiff s demand letter, which was received prior to the commencement of the lawsuit, was a significant contributing factor to the implementation of various measures to enhance the Company s stock option practices. The payment to the plaintiff s counsel was covered by insurance.

In September 2006, the Company completed a final settlement agreement with the Department of Justice and a relator who initiated a qui tam complaint against the Company relating to its billing practices for services reimbursed by Medicaid, the Federal Employees Health Benefit program, and the United States Department of Defense s TRICARE program for military dependents and retirees (Federal Settlement Agreement). In February 2007, the Company completed separate state settlement agreements with each state Medicaid program involved in the

settlement (the State Settlement Agreements). Under the terms of the Federal Settlement Agreement and State Settlement Agreements, the Company paid $25.1 million to the federal government and participating state Medicaid programs in connection with its billing for neonatal services provided from January 1996 through December 1999.

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As part of the Federal Settlement Agreement, the Company entered into a five-year Corporate Integrity Agreement with the Office of Inspector General of the Department of Health and Human Services (the OIG). The Corporate Integrity Agreement acknowledges the existence of the Company s comprehensive Compliance Plan, which provides for policies and procedures aimed at promoting the Company s adherence with FHC Program requirements and requires the Company to maintain the Compliance Plan in full operation for the term of the Corporate Integrity Agreement. See Government Regulation Compliance Plan in the Company s most recently filed Annual Report on Form 10-K. In addition, the Corporate Integrity Agreement requires, among other things, that the Company must comply with the following integrity obligations during the term of the Corporate Integrity Agreement:

- maintaining a Compliance Officer and Compliance Committee to administer the Company s compliance with FHC Program requirements, the Compliance Plan and the Corporate Integrity Agreement;

- maintaining the Code of Conduct previously developed, implemented, and distributed to the Company s officers, directors, employees, contractors, subcontractors, agents, or other persons who provide patient care items or services (the Covered Persons);

- maintaining the written policies and procedures previously developed and implemented regarding the operation of the Compliance Plan and the Company s compliance with FHC Program requirements;

- providing general compliance training to the Covered Persons as well as specific training to the Covered Persons who perform coding functions relating to claims for reimbursement from any FHC Program;

- engaging an independent review organization to perform annual reviews of samples of claims from multiple hospital units to assist the Company in assessing and evaluating its coding, billing, and claims-submission practices;

- maintaining the Disclosure Program previously developed and implemented that includes a mechanism to enable individuals to disclose, to the Chief Compliance Officer or any person who is not in the disclosing individual s chain of command, issues or questions believed by the individual to be a potential violation of criminal, civil, or administrative laws;

- not hiring or, if employed, removing from Pediatrix s business operations which are related to or compensated, in whole or part, by FHC Programs, persons (i) convicted of a criminal offense related to the provision of healthcare items or services or (ii) ineligible to participate in FHC Programs or Federal procurement or nonprocurement programs;

- notifying the OIG of (i) new investigations or legal proceedings by a governmental entity or its agents involving an allegation that Pediatrix has committed a crime or has engaged in fraudulent activities, (ii) matters that a reasonable person would consider a probable violation of criminal, civil or administrative laws applicable to any FHC Program for which penalties or exclusion may be imposed, and (iii) the purchase, sale, closure, establishment, or relocation of any facility furnishing items or services that are reimbursed under FHC Programs;

- reporting and returning overpayments received from FHC Programs;

- submitting reports to the OIG regarding the Company s compliance with the Corporate Integrity Agreement; and

maintaining for inspection, for a period of six years from the effective date, all documents and records relating to reimbursement from the FHC Programs and compliance with the Corporate Integrity Agreement.

Failure to comply with the duties under the Corporate Integrity Agreement could result in substantial monetary penalties, and in the case of a material breach, could even result in the Company being excluded from participating in FHC Programs. Management believes the Company was in compliance with the Corporate Integrity Agreement as of September 30, 2008.

The Company expects that additional audits, inquiries and investigations from government authorities and agencies will continue to occur in the ordinary course of business. Such audits, inquiries and investigations and their ultimate resolutions, individually or in the aggregate, could have a material adverse effect on the Company s business, financial condition, results of operations, cash flows or the trading price of the Company s common stock.

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In the ordinary course of its business, the Company becomes involved in pending and threatened legal actions and proceedings, most of which involve claims of medical malpractice related to medical services provided by its affiliated physicians. The Company s contracts with hospitals generally require it to indemnify them and their affiliates for losses resulting from the negligence of the Company s affiliated physicians. The Company may also become subject to other lawsuits which could involve large claims and significant defense costs. The Company believes, based upon its review of pending actions and proceedings, that the outcome of such legal actions and proceedings will not have a material adverse effect on its business, financial condition or results of operations. The outcome of such actions and proceedings, however, cannot be predicted with certainty and an unfavorable resolution of one or more of them could have a material adverse effect on its business, financial condition, results of operations and the trading price of its common stock.

Although the Company currently maintains liability insurance coverage intended to cover professional liability and certain other claims, the Company cannot assure that its insurance coverage will be adequate to cover liabilities arising out of claims asserted against it in the future where the outcomes of such claims are unfavorable. With respect to professional liability insurance, the Company self-insures its liabilities to pay deductibles through a wholly owned captive insurance subsidiary. Liabilities in excess of the Company s insurance coverage, including coverage for professional liability and other claims, could have a material adverse effect on its business, financial condition, cash flows and results of operations.

14. Subsequent Events:

Since September 30, 2008, the Company completed the acquisition of two neonatology physician practices. Total consideration paid for these practices was $19.1 million in cash.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The following discussion highlights the principal factors that have affected our financial condition and results of operations, as well as our liquidity and capital resources, for the periods described. This discussion should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the notes thereto included in this Quarterly Report. In addition, reference is made to our audited consolidated financial statements and notes thereto and related Management s Discussion and Analysis of Financial Condition and Results of Operations included in our most recent Annual Report on Form 10-K. As used in this Quarterly Report, the terms Pediatrix , the Company , we , us and our refer to Pediatrix Medical Group, Inc. and its consolidated subsidiaries (PMG), together with PMG s affiliated professional associations, corporations and partnerships (affiliated professional contractors). PMG has contracts with its affiliated professional contractors, which are separate legal entities that provide physician services in certain states and Puerto Rico.

The following discussion contains forward-looking statements. Please see the Company s most recent Annual Report on Form 10-K, including the section entitled Risk Factors, for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements. In addition, please see Caution Concerning Forward-Looking Statements below.

In September 2008, we announced that our name will change from Pediatrix Medical Group, Inc. to MEDNAX, Inc. to reflect our development as a national medical group practice that provides services beyond our historical pediatric and maternal-fetal subspecialties. MEDNAX, Inc. will be organized as a new holding company with Pediatrix Medical Group and American Anesthesiology as its principal subsidiaries. The name change is expected to occur at the beginning of 2009.

During the nine months ended September 30, 2008, we completed the acquisition of ten physician group practices consisting of three cardiology practices, three maternal-fetal practices, two neonatal practices and two anesthesiology practices. During the nine months ended September 30, 2007, we completed the acquisition of seven physician practices. Based on past results, we expect that we can improve the results of these practices through improved managed care contracting, improved collections, identification of growth initiatives, as well as operating and cost savings, based upon the significant infrastructure we have developed.

Our results of operations for the three and nine months ended September 30, 2008 and 2007 include the results of operations for these physician group practices from their respective dates of acquisition and therefore are not comparable in some respects.

In February 2008, we completed the sale of our newborn metabolic screening laboratory business in a cash transaction for approximately $66.0 million. The sale of the laboratory is intended to allow us to focus more resources to support the continued expansion of our clinical and administrative competencies within physician services. See Note 12 to the Condensed Consolidated Financial Statements for more information regarding the sale of our newborn metabolic screening laboratory business.

During the nine months ended September 30, 2008, we completed two separate $100 million share repurchase programs that were authorized by our Board of Directors in December 2007 and May 2008. In March 2008, we completed the first share repurchase program buying approximately 1.5 million shares for approximately $100 million. In June 2008, we completed the second share repurchase program buying approximately 1.9 million shares for approximately $100 million. All repurchases of our common stock were made in the open market subject to price, general economic and market conditions and trading restrictions.

In July 2007, the Audit Committee of our Board of Directors completed an independent comprehensive review of our stock option granting practices and made certain findings with respect to these practices. Based on these findings, management concluded that incorrect measurement dates were used for certain stock option grants in prior periods. Our results of operations for the three and nine months ended September 30, 2007 include professional fees incurred in order to complete the review. In addition, our results of operations for the nine months ended September 30, 2007 reflect costs to cover Internal Revenue Code Section 409A (409A) tax obligations on behalf of employees and other payments to employees as a result of stock option measurement date revisions.

Results of Operations

Three Months Ended September 30, 2008 as Compared to Three Months Ended September 30, 2007

Our net patient service revenue increased $34.1 million, or 14.6%, to $267.2 million for the three months ended September 30, 2008, as compared to $233.1 million for the same period in 2007. Of this $34.1 million increase, $31.4 million, or 92.1%, was attributable to revenue generated from acquisitions completed after June 30, 2007. Same-unit net patient service revenue increased $2.7 million, or 1.2%, for the three months ended September 30, 2008. The net change in same-unit net patient service revenue was the result of increased revenue of approximately $3.9 million related to pricing and reimbursement factors partially offset by decreased revenue of approximately $1.2 million due to lower patient service volumes. The net increase in revenue of $3.9 million related to pricing and reimbursement factors is primarily due to:

(i) improved managed care contracting; (ii) increased reimbursement for physician services from the Texas Medicaid program beginning in September 2007; and (iii) increased revenue related to hospital contract administrative fees due to expanded services in existing practices; partially offset by (iv) a decrease in revenue caused by an

increase in the percentage of our patients being enrolled in government-sponsored programs. Payments received from government-sponsored programs are substantially less than payments received from commercial insurance payors for equivalent services. The net decrease in revenue of $1.2 million from lower patient service volumes includes decreased revenue of $5.3 million from a 3.4% decrease in neonatal intensive care unit patient days, partially offset by increased revenue of $4.1 million from volume growth in maternal-fetal, pediatric cardiology and other services, including hearing screens and newborn nursery services. Same units are those units at which we provided services for the entire current period and the entire comparable prior year period.

Practice salaries and benefits increased $28.5 million, or 21.7%, to $159.8 million for the three months ended September 30, 2008, as compared to $131.3 million for the same period in 2007. This $28.5 million increase was attributable to increased costs associated with new physicians and other staff to support acquisition-related growth and growth at existing units.

Practice supplies and other operating expenses increased $2.8 million, or 34.9%, to $11.1 million for the three months ended September 30, 2008, as compared to $8.3 million for the same period in 2007. The increase was attributable to rent, medical supply and other costs of $1.6 million related to our office-based acquisitions, and maintenance and other costs of $1.2 million related to other acquisitions and growth at our existing units.

General and administrative expenses include all billing and collection functions and all other salaries, benefits, supplies and operating expenses not specifically related to the day-to-day operations of our physician group practices. General and administrative expenses increased $1.4 million, or 4.9%, to $30.7 million for the three months ended September 30, 2008, as compared to $29.3 million for the same period in 2007. This $1.4 million net increase was primarily due to an increase in salaries and benefits and other general and administrative expenses of $3.3 million related to the continued growth of the Company, partially offset by a decrease in costs, on a comparative basis, related to stock option review professional fees of $1.9 million incurred during the three months ended September 30, 2007.

Depreciation and amortization expense increased by $930,000, or 39.3%, to $3.3 million for the three months ended September 30, 2008, as compared to $2.4 million for the same period in 2007. This increase was attributable to the depreciation of fixed asset additions and the amortization of intangible assets related to acquisitions.

Income from operations increased $364,000, or .6%, to $62.2 million for the three months ended September 30, 2008, as compared to $61.8 million for the same period in 2007. Our operating margin decreased to 23.3% for the three months ended September 30, 2008, as compared to 26.5% for the same period in 2007. This net decrease of 3.2% is primarily due to: (i) lower volume in our neonatal practices; (ii) the addition of anesthesia services and growth in our office-based practices which have lower operating margins than neonatal services; partially offset by (iii) a decrease in costs, on a comparative basis, related to stock option review professional fees of $1.9 million incurred during the three months ended September 30, 2007; and (iv) improved management of general and administrative expenses during the three months ended September 30, 2008.

We recorded net interest expense of $639,000 for the three months ended September 30, 2008, as compared to net investment income of $2.0 million for the same period in 2007. The decrease in investment income is primarily due to a decrease in funds available to invest as a result of physician practice acquisitions and stock repurchase programs completed during 2008, as well as lower returns on our outstanding investment balances. The increase in interest expense is due to borrowings under our new $350 million revolving credit facility (Line of Credit) to complete physician practice acquisitions. Interest expense for the three months ended September 30, 2008 and 2007, consisted of interest charges, commitment fees and amortized debt costs associated with our Line of Credit.

Our effective income tax rate was 39.25% for the three months ended September 30, 2008, as compared to 39.19% for the same period in 2007.

Income from continuing operations decreased $1.4 million, or 3.6%, to $37.4 million for the three months ended September 30, 2008, as compared to $38.8 million for the same period in 2007. Income from continuing operations for the three months ended September 30, 2007 includes after-tax costs of $1.2 million for professional fees related to our stock option review.

Diluted income from continuing operations per common and common equivalent share was $0.81 on weighted average shares outstanding of 46.2 million for the three months ended September 30, 2008, as compared to $0.77 on weighted average shares outstanding of 50.3 million for the same period in 2007. The net decrease in weighted average shares outstanding was primarily due to the impact of shares repurchased in late 2007 and 2008 under repurchase programs approved by our Board of Directors in August 2007, December 2007 and May 2008, partially offset by an increase in weighted average shares from the exercise of employee stock options, the vesting of restricted stock and the issuance of shares under our Stock Purchase Plans.

In February 2008, we completed the sale of our newborn metabolic screening laboratory business in a cash transaction for approximately $66.0 million. Income from discontinued operations, net of income taxes of $759,000 for the three months ended September 30, 2007 represents the

financial results of our former newborn metabolic screening laboratory business. See Note 12 to the Condensed Consolidated Financial Statements for more information regarding the sale of our newborn metabolic screening laboratory business.

Net income decreased to $37.4 million for the three months ended September 30, 2008, as compared to $39.6 million for the same period in 2007.

Diluted net income per common and common equivalent share was $0.81 on weighted average shares outstanding of 46.2 million for the three months ended September 30, 2008, as compared to $0.79 on weighted average shares outstanding of 50.3 million for the same period in 2007.

Nine Months Ended September 30, 2008 as Compared to Nine Months Ended September 30, 2007

Our net patient service revenue increased $103.2 million, or 15.5%, to $770.5 million for the nine months ended September 30, 2008, as compared to $667.3 million for the same period in 2007. Of this $103.2 million increase, $73.4 million, or 71.1%, was attributable to revenue generated from acquisitions completed after December 31, 2006. Same-unit net patient service revenue increased $29.8 million, or 4.6%, for the nine months ended September 30, 2008. The change in same-unit net patient service revenue was the result of increased revenue of approximately $23.0 million related to pricing and reimbursement factors and approximately $6.8 million from higher patient service volumes. The net increase in revenue of $23.0 million related to pricing and reimbursement factors is primarily due to: (i) improved managed care contracting; (ii) increased reimbursement for physician services from the Texas Medicaid program beginning in September 2007; (iii) increased revenue related to hospital contract administrative fees due to expanded services in existing practices; and (iv) the flow through of revenue from modest price increases; partially offset by (v) a decrease in revenue caused by an increase in the percentage of our patients being enrolled in government-sponsored programs. Payments received from government-sponsored programs are substantially less than payments received from commercial insurance payors for equivalent services. The net increase in revenue of $6.8 million from higher patient service volumes includes increased revenue of $11.7 million from volume growth in maternal-fetal, pediatric cardiology and other services, including hearing screens and newborn nursery services, partially offset by decreased revenue of $4.9 million due to a 1.1% decrease in neonatal intensive care unit patient days. Same units are those units at which we provided services for the entire current period and the entire comparable prior year period.

Practice salaries and benefits increased $74.2 million, or 19.1%, to $461.9 million for the nine months ended September 30, 2008, as compared to $387.7 million for the same period in 2007. This net increase of $74.2 million was primarily attributable to: (i) increased costs associated with new physicians and other staff of approximately $72.0 million to support acquisition-related growth and volume growth at existing units; and (ii) an increase in incentive compensation of $5.2 million as a result of operational improvements at the physician-practice level and an increase in the number of physician practices participating in our incentive compensation program; partially offset by (iii) a decrease in costs, on a comparative basis, related to 409A tax obligations of $3.0 million accrued during the nine months ended September 30, 2007.

Practice supplies and other operating expenses increased $6.8 million, or 27.5%, to $31.4 million for the nine months ended September 30, 2008, as compared to $24.6 million for the same period in 2007. The increase was attributable to rent, medical supply and other costs of $3.9 million related to our office-based acquisitions, and maintenance and other costs of $2.9 million related to other acquisitions and growth at our existing units.

General and administrative expenses include all billing and collection functions and all other salaries, benefits, supplies and operating expenses not specifically related to the day-to-day operations of our physician group practices. General and administrative expenses decreased $126,000, or .1%, to $91.5 million for the nine months ended September 30, 2008, as compared to $91.6 million for the same period in 2007. This $126,000 net decrease was primarily due to: (i) a decrease in costs, on a comparative basis, related to 409A tax obligations of $3.4 million accrued during the nine months ended September 30, 2007; and (ii) a decrease in costs, on a comparative basis, related to stock option review professional fees of $5.2 million incurred during the nine months ended September 30, 2007; largely offset by (iii) an increase in salaries and benefits and other general and administrative expenses of $8.5 million related to the continued growth of the Company.

Depreciation and amortization expense increased by $2.3 million, or 33.8%, to $9.1 million for the nine months ended September 30, 2008, as compared to $6.8 million for the same period in 2007. This increase was attributable to the depreciation of fixed asset additions and the amortization of intangible assets related to acquisitions.

Income from operations increased $20.1 million, or 12.9%, to $176.6 million for the nine months ended September 30, 2008, as compared to $156.5 million for the same period in 2007. Our operating margin decreased to 22.9% for the nine months ended September 30, 2008, as compared to 23.5% for the same period in 2007. The net decrease in our operating margin is primarily due to: (i) a decline in operating margin related to lower volume in our neonatal practices, and the addition of anesthesia services and growth in our office-based practices which have a lower operating margin than neonatal services; partially offset by (ii) decreased costs, on a comparative basis, of $11.6 million related to 409A tax obligations and stock option review professional fees incurred during the nine months ended September 30, 2007; and (iii) improved management of general and administrative expenses during the nine months ended September 30, 2008.

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We recorded net investment income of $599,000 for the nine months ended September 30, 2008, as compared to net investment income of $5.2 million for the same period in 2007. The decrease in net investment income is primarily due to borrowings under our Line of Credit and a decrease in funds available to invest as a result of stock repurchase programs and practice acquisitions completed in late 2007 and during the first nine months of 2008, as well as lower returns on our outstanding investment balances. Interest expense for the nine months ended September 30, 2008 and 2007, consisted of interest charges, commitment fees and amortized debt costs associated with our Line of Credit.

Our effective income tax rate was 39.24% for the nine months ended September 30, 2008, as compared to 38.46% for the same period in 2007. Our effective tax rate for the nine months ended September 30, 2007 was affected by the recognition of $1.2 million of tax benefits on uncertain tax positions as a result of the expiration of the statute of limitations on certain filed tax returns. The tax benefit related to 2007 was partially offset by an increase in our provision for uncertain tax positions as a result of the adoption of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48) and increased taxes as a result of tax law changes in the State of Texas. We anticipate that our effective tax rate will be approximately 39.25% for all of 2008, excluding any adjustments related to reductions in liabilities for uncertain tax positions.

Income from continuing operations increased $8.2 million, or 8.2%, to $107.7 million for the nine months ended September 30, 2008, as compared to $99.5 million for the same period in 2007. Income from continuing operations for the nine months ended September 30, 2007 includes $7.0 million for the after-tax impact of costs to cover 409A tax obligations and professional fees related to our stock option review, and the recognition of $1.2 million of tax benefits on uncertain tax positions.

Diluted income from continuing operations per common and common equivalent share was $2.26 on weighted average shares outstanding of 47.6 million for the nine months ended September 30, 2008, as compared to $1.99 on weighted average shares outstanding of 50.1 million for the same period in 2007. The net decrease in weighted average shares outstanding was primarily due to the impact of shares repurchased in late 2007 and through June 2008 under repurchase programs approved by our Board of Directors in August 2007, December 2007 and May 2008, partially offset by an increase in weighted average shares from the exercise of employee stock options, the vesting of restricted stock and the issuance of shares under our Stock Purchase Plans.

Income from discontinued operations, net of income taxes for the nine months ended September 30, 2008 was $22.5 million, compared to $2.0 million for the same period in 2007. Income from discontinued operations represents the financial results of our newborn metabolic screening laboratory business. In February 2008, we completed the sale of our newborn metabolic screening laboratory business in a cash transaction for approximately $66.0 million. The increase in income from discontinued operations for the nine months ended September 30, 2008 is due to the gain on the sale of this business, net of income taxes, of $22.0 million. See Note 12 to the Condensed Consolidated Financial Statements for more information regarding the sale of our newborn metabolic screening laboratory business.

Net income increased to $130.2 million for the nine months ended September 30, 2008, as compared to $101.5 million for the same period in 2007. Net income for the nine months ended September 30, 2008 includes the after-tax gain of $22.0 million on the sale of our newborn metabolic screening business.

Diluted net income per common and common equivalent share was $2.74 on weighted average shares outstanding of 47.6 million for the nine months ended September 30, 2008, as compared to $2.02 on weighted average shares outstanding of 50.1 million for the same period in 2007.

Liquidity and Capital Resources

As of September 30, 2008, we had $12.1 million of cash and cash equivalents on hand as compared to $102.8 million at December 31, 2007. In addition, we had a working capital deficit of $14.5 million at September 30, 2008, a decrease of $113.7 million from working capital of $99.2 million at December 31, 2007. This net decrease in working capital is primarily due to the use of funds in connection with physician practice acquisitions and the repurchase of common stock under our share repurchase programs, partially offset by borrowings under our Line of Credit, year-to-date earnings from continuing operations, the after-tax gain on the sale of our newborn metabolic screening laboratory business and proceeds from the exercise of employee stock options and the issuance of common stock under our Stock Purchase Plans.

Our net cash provided from operating activities was $113.1 million for the nine months ended September 30, 2008, as compared to net cash provided from operating activities of $99.1 million for the same period in 2007. The net increase in our cash provided from operating activities for the nine months ended September 30, 2008 is primarily due to: (i) improved collections on accounts receivable; and (ii) improved operating results; partially offset by (iii) slower growth in our accrual for performance-based incentive compensation payments; and (iv) higher tax payments, on a comparative basis, for the nine months ended September 30, 2008. Our operating results for the nine months ended September 30, 2007 were affected by increased costs of $11.6 million related to 409A tax obligations and professional fees related to our stock option review.

During the nine months ended September 30, 2008, accounts receivable increased by $5.9 million, as compared to an increase of $17.2 million for the same period in 2007. The net increase in accounts receivable during the nine months ended September 30, 2008 is due to an increase in net patient service revenue related to physician group practice acquisitions partially offset by improved cash collections.

Our accounts receivable are principally due from managed care payors, government payors, and other third-party insurance payors. We track our collections from these sources, monitor the age of our accounts receivable, and make all reasonable efforts to collect outstanding accounts receivable through our systems, processes and personnel at our corporate and regional billing and collection offices. We use customary collection practices, including the use of outside collection agencies, for accounts receivable due from private pay patients when appropriate. Almost all of our accounts receivable adjustments consist of contractual adjustments due to the difference between gross amounts billed and the amounts allowed by our payors. Any amounts written off related to private pay patients are based on the specific facts and circumstances related to each individual patient account.

Days sales outstanding (DSO) is one of the key factors that we use to evaluate the condition of our accounts receivable and the related allowances for contractual adjustments and uncollectibles. DSO reflects the timeliness of cash collections on billed revenue and the level of reserves on outstanding accounts receivable. Since December 31, 2007, our DSO has decreased slightly from 53.5 days at December 31, 2007 to 52.1 days at September 30, 2008.

During the nine months ended September 30, 2008, cash used in operating activities related to accounts payable and accrued expenses was $8.2 million, compared to cash provided from operating activities of $5.5 million for the same period in 2007. This $13.7 million net decrease in cash provided operating activities is primarily related to slower growth in our accrual for performance-based incentive compensation. During the nine months ended September 30, 2008, we experienced slower growth in our liability for performance-based compensation, compared to the same period in 2007, primarily due to a decline in neonatal intensive care unit patient days.

During the nine months ended September 30, 2008, net cash used in operating activities included tax payments of approximately $72.7 million, as compared to tax payments of approximately $62.8 million for the same period in 2007.

During the nine months ended September 30, 2008, our net cash used in investing activities of $187.1 million included physician group practice acquisition payments of $236.4 million, capital expenditures of $13.0 million and net payments of $3.8 million related to the purchase and maturity of investments, partially offset by the proceeds from the sale of our newborn metabolic screening laboratory business of $66.0 million. Our physician group practice acquisitions consisted of three cardiology practices, three maternal-fetal practices, two neonatal practices and two anesthesiology practices. Our capital expenditures were for medical equipment, leasehold improvements, computer and office equipment, software and furniture at our office-based practices and our corporate and regional offices.

During the nine months ended September 30, 2008, our net cash used in financing activities of $16.7 million consisted primarily of the repurchase of $200 million of our common stock under share repurchase programs approved by our Board of Directors in December 2007 and May 2008, partially offset by net borrowings under our Line of Credit of $171.0 million, proceeds from the exercise of employee stock options and the issuance of common stock under our Stock Purchase Plans of $10.3 million, and $4.0 million from the excess tax benefit of stock option exercises and restricted stock vestings.

In September 2008, we completed a new $350 million Line of Credit and simultaneously terminated our old $225 million line of credit. The Line of Credit is guaranteed by substantially all of our subsidiaries and includes a $50 million sub-facility for the issuance of letters of credit and a $25 million sub-facility for swingline loans. In addition, the Line of Credit may be increased to $400 million subject to the satisfaction of specified conditions. At our option, the Line of Credit (other than swingline loans) bears interest at (1) the alternate base rate, which is defined as the higher of (i) the Federal Funds Rate plus one half of 1% and (ii) the Wachovia Bank, N.A prime rate or (2) the LIBOR rate, plus, in either case, an applicable margin rate of up to 1.5% based on our consolidated leverage ratio. Swingline loans bear interest at the alternate base rate plus the applicable margin. The Line of Credit matures on September 3, 2013. We are subject to certain covenants and restrictions specified in the Line of Credit, including covenants that require us to maintain a minimum fixed charge coverage ratio and to not exceed a specified consolidated leverage ratio, to comply with laws, and restrict us from paying dividends and making certain other distributions, as specified therein. Failure to comply with these covenants would constitute an event of default under the Line of Credit, notwithstanding our ability to meet our debt service obligations. The Line of Credit includes various customary remedies for the lenders following an event of default. Our Line of Credit may be impacted by potential disruptions in the capital and credit markets. See Item 1A, Risk Factors, in this quarterly report.

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At September 30, 2008, we had an outstanding principal balance of $171.0 million on our Line of Credit. We also had outstanding letters of credit of $12.2 million which reduced the amount available on our Line of Credit at September 30, 2008. At September 30, 2008, we believe we were in compliance with the financial covenants and other restrictions applicable to us under the Line of Credit.

We maintain professional liability insurance policies with third-party insurers, subject to self-insured retention, exclusions and other restrictions. We self-insure our liabilities to pay self-insured retention amounts under our professional liability insurance coverage through a wholly owned captive insurance subsidiary. We record a liability for self-insured amounts and an estimate of liabilities for claims incurred but not reported based on an actuarial valuation using historical loss patterns.

We anticipate that funds generated from operations, together with our current cash on hand, short-term investments and funds available under the Line of Credit, will be sufficient to finance our working capital requirements, fund anticipated acquisitions and capital expenditures at historical levels, and meet our contractual obligations for at least the next 12 months.

Our cash equivalents typically consist of money market funds, commercial paper and overnight repurchase agreements. Our investments are classified as held-to-maturity and primarily consist of municipal debt securities, federal home loan securities, U.S. Treasury securities and other securities issued by agencies of the United States. Our investment policy is intended to preserve principal and minimize credit risk. All investment purchases are subject to maturity limit restrictions and high credit rating standards.

Contractual Obligations

Effective January 1, 2007, we adopted the provisions of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109 (FIN 48). FIN 48 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return. Accounting for uncertain tax positions under FIN 48 requires significant judgment and analyses as well as assumptions about future events. At September 30, 2008, our total liability for unrecognized tax benefits was $24.5 million, and the current portion of this liability was $6.9 million. Although we believe our liability for unrecognized tax benefits is adequate, it is difficult to predict the final outcome or the timing of the resolution of any particular tax matter. We may need to adjust our liability for unrecognized tax benefits as relevant circumstances evolve and we cannot predict when, or if, any future tax payments related to our uncertain tax positions may occur.

Caution Concerning Forward-Looking Statements

Certain information included or incorporated by reference in this Quarterly Report may be deemed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. 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, str expressions and are based on assumptions and assessments made by our 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 Quarterly Report are made as of the date hereof, and we undertake 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 the Company s most recent Annual Report on Form 10-K, including the section entitled Risk Factors.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

Our Line of Credit is subject to market risk and interest rate changes. Our Line of Credit bears interest at (1) the alternate base rate, which is defined as the higher of (i) the Federal Funds Rate plus one half of 1% and (ii) the Wachovia Bank, N.A. prime rate or (2) the LIBOR rate, plus, in either case, an applicable margin rate of up to 1.5% based on our consolidated leverage ratio. The outstanding principal balance on our Line of Credit was $171.0 million at September 30, 2008. Considering the total outstanding balance of $171.0 million, a 1% change in interest rates would result in an impact to income before taxes of approximately $1.7 million per year.

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Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed by the Company in reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Company s management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures. Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of the end of the period covered by this report.

Changes in Internal Controls Over Financial Reporting

No changes in our internal control over financial reporting occurred during the quarter ended September 30, 2008 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II - OTHER INFORMATION

Item 1. Legal Proceedings

In July 2007, the Audit Committee of our Board of Directors concluded a comprehensive review of our historical practices related to the granting of stock options with the assistance of independent legal counsel and forensic accounting experts. At the commencement of the review, we voluntarily contacted the staff of the Securities and Exchange Commission (SEC) regarding the Audit Committee s review and subsequently the SEC notified us that it had commenced a formal investigation into our stock option granting practices. We also had discussions with the U.S. Attorney s office for the Southern District of Florida regarding the Audit Committee s review and, in response to a subpoena, provided the office with various documents and information related to our stock option granting practices. We intend to continue full cooperation with the U.S. Attorney s office and the SEC. We cannot predict the outcome of these matters.

In April 2008, the United States District Court for the Southern District of Florida entered a final judgment approving a Stipulation of Settlement to resolve a shareholder derivative lawsuit that was filed by Jacob Schwartz in the United States District Court for the Southern District of Florida in August 2007, naming us as a nominal defendant and also naming as defendants certain current and former officers and directors. The lawsuit alleged that all or some of the defendant officers and directors, among other things, breached their fiduciary duties to the Company, violated the federal securities laws, and engaged in corporate waste, gross mismanagement, unjust enrichment and constructive fraud in connection with our historical stock option practices. In consideration for the full settlement and release of claims against all defendants, the Stipulation of Settlement provided for our payment of $1.5 million in attorneys fees and costs to the plaintiff s counsel and recognition that the plaintiff s demand letter, which was received prior to the commencement of the lawsuit, was a significant contributing factor to the implementation of various measures to enhance our stock option practices. The payment to the plaintiff s counsel was covered by insurance.

In September 2006, we completed a final settlement agreement with the Department of Justice and a relator who initiated a qui tam complaint against us relating to our billing practices for services reimbursed by Medicaid, the Federal Employees Health Benefit program, and the United States Department of Defense s TRICARE program for military dependents and retirees (Federal Settlement Agreement). In February 2007, we completed separate state settlement agreements with each state Medicaid program involved in the settlement (the State Settlement Agreements). Under the terms of the Federal Settlement Agreement and State Settlement Agreements, we paid $25.1 million to the federal government and participating state Medicaid programs in connection with our billing for neonatal services provided from January 1996 through December 1999.

As part of the Federal Settlement Agreement, we entered into a five-year Corporate Integrity Agreement with the Office of Inspector General of the Department of Health and Human Services (the OIG). The Corporate Integrity Agreement acknowledges the existence of our comprehensive Compliance Plan, which provides for policies and procedures aimed at promoting our adherence with FHC Program requirements and requires us to maintain the Compliance Plan in full operation for the term of the Corporate Integrity Agreement. See Government Regulation Compliance Plan in our most recently filed Annual Report on Form 10-K. In addition, the Corporate Integrity Agreement requires, among other things, that we must comply with the following integrity obligations during the term of the Corporate Integrity Agreement:

- maintaining a Compliance Officer and Compliance Committee to administer our compliance with FHC Program requirements, the Compliance Plan and the Corporate Integrity Agreement;
- maintaining the Code of Conduct previously developed, implemented, and distributed to our officers, directors, employees, contractors, subcontractors, agents, or other persons who provide patient care items or services (the Covered Persons);
- maintaining the written policies and procedures previously developed and implemented regarding the operation of the Compliance Plan and our compliance with FHC Program requirements;
- providing general compliance training to the Covered Persons as well as specific training to the Covered Persons who perform coding functions relating to claims for reimbursement from any FHC Program;

engaging an independent review organization to perform annual reviews of samples of claims from multiple hospital units to assist us in assessing and evaluating our coding, billing, and claims-submission practices;

maintaining the Disclosure Program previously developed and implemented that includes a mechanism to enable individuals to disclose, to the Chief Compliance Officer or any person who is not in the disclosing individual s chain of command, issues or questions believed by the individual to be a potential violation of criminal, civil, or administrative laws;

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not hiring or, if employed, removing from our business operations which are related to or compensated, in whole or part, by FHC Programs, persons (i) convicted of a criminal offense related to the provision of healthcare items or services or (ii) ineligible to participate in FHC Programs or Federal procurement or nonprocurement programs;

notifying the OIG of (i) new investigations or legal proceedings by a governmental entity or its agents involving an allegation that we have committed a crime or have engaged in fraudulent activities, (ii) matters that a reasonable person would consider a probable violation of criminal, civil or administrative laws applicable to any FHC Program for which penalties or exclusion may be imposed, and (iii) the purchase, sale, closure, establishment, or relocation of any facility furnishing items or services that are reimbursed under FHC Programs;

reporting and returning overpayments received from FHC Programs;

submitting reports to the OIG regarding our compliance with the Corporate Integrity Agreement; and

maintaining for inspection, for a period of six years from the effective date, all documents and records relating to reimbursement from the FHC Programs and compliance with the Corporate Integrity Agreement.

Failure to comply with the duties under the Corporate Integrity Agreement could result in substantial monetary penalties and in the case of a material breach, could even result in us being excluded from participating in FHC Programs. We believe we were in compliance with the Corporate Integrity Agreement as of September 30, 2008.

We expect that additional audits, inquiries and investigations from government authorities and agencies will continue to occur in the ordinary course of business. Such audits, inquiries and investigations and their ultimate resolutions, individually or in the aggregate, could have a material adverse effect on our business, financial condition, results of operations, cash flows or the trading price of our common stock.

In the ordinary course of our business, we become involved in pending and threatened legal actions and proceedings, most of which involve claims of medical malpractice related to medical services provided by our affiliated physicians. Our contracts with hospitals generally require us to indemnify them and their affiliates for losses resulting from the negligence of our affiliated physicians. We may also become subject to other lawsuits which could involve large claims and significant defense costs. We believe based upon our review of pending actions and proceedings, that the outcome of such legal actions and proceedings will not have a material adverse effect on our business, financial condition or results of operations. The outcome of such actions and proceedings, however, cannot be predicted with certainty and an unfavorable resolution of one or more of them could have a material adverse effect on our business, financial condition, results of operations and the trading price of our common stock.

Although we currently maintain liability insurance coverage intended to cover professional liability and certain other claims, we cannot assure that our insurance coverage will be adequate to cover liabilities arising out of claims asserted against us in the future where the outcomes of such claims are unfavorable. With respect to professional liability insurance, we self-insure our liabilities to pay deductibles through a wholly owned captive insurance subsidiary. Liabilities in excess of our insurance coverage, including coverage for professional liability and other claims, could have a material adverse effect on our business, financial condition, cash flows and results of operations.

Item 1A. **Risk Factors**

The Company has added the following risk factor to what was previously disclosed in its Annual Report on Form 10-K for the year ended December 31, 2007.

Potential disruptions in the capital and credit markets may adversely affect the availability and cost of funds for liquidity requirements and could adversely affect the Company s business, financial condition, results of operations and cash flows.

The Company relies on cash flows from operations and its Line of Credit to fund financial commitments and short-term liquidity needs, including funds necessary for business acquisitions. The Company also uses letters of credit issued under its Line of Credit to support its business operations. Disruptions in the capital and credit markets, such as has been experienced during 2008, could adversely affect the

Company s ability to draw on its Line of Credit. Our access to funds under the Line of Credit is dependent on the ability of the banks to meet their funding commitments. As of November 4, 2008, the Company s ability to draw on its Line of Credit has not been impacted by disruptions in the capital and credit markets.

Longer term disruptions in the capital and credit markets or failures of significant financial institutions could adversely affect the Company s access to liquidity needed for its business. Any disruption could require us to take measures to conserve cash until the markets stabilize or until alternative credit arrangements or other funding for our business needs can be arranged. Such measures could include deferring business acquisitions and other discretionary uses of cash.

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Recent disruptions in capital and credit markets have also affected the determination of interest rates for borrowers, particularly rates based on LIBOR. Continued disruptions in these markets and their affect on interest rates could result in increased borrowing costs under the Company s Line of Credit.

Item 4. Submission of Matters to a Vote of Security-Holders

At a special meeting of shareholders held on September 24, 2008, the shareholders of record as of August 11, 2008 voted on the following matter:

Approval of the Amended and Restated Pediatrix 1996 Non-Qualified Employee Stock Purchase Plan:

For	Against	Abstained
40,032,789	148,062	12,137

Item 6. Exhibits

See Exhibit Index.

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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.
Date: November 6, 2008	By: /s/ Roger J. Medel, M.D. Roger J. Medel, M.D., Chief Executive Officer (principal executive officer)
Date: November 6, 2008	By: /s/ Karl B. Wagner Karl B. Wagner, Chief Financial Officer (principal financial officer)

EXHIBIT INDEX

Exhibit No.	Description
3.1	Composite Articles of Incorporation of Pediatrix (incorporated by reference to Exhibit 3.1 to Pediatrix s Quarterly Report on Form 10-Q for the period ended March 31, 2006).
3.2	Amended and Restated Bylaws of Pediatrix (incorporated by reference to Exhibit 3.2 to Pediatrix s Current Report on Form 8-K dated April 7, 2008).
3.3	Articles of Designation of Series A Junior Participating Preferred Stock of Pediatrix (incorporated by reference to Exhibit 3.1 to Pediatrix s Current Report on Form 8-K dated March 31, 1999).
4.1	Rights Agreement, dated as of March 31, 1999, between Pediatrix and BankBoston, N.A., as rights agent including the form of Articles of Designations of Series A Junior Participating Preferred Stock and the form of Rights Certificate (incorporated by reference to Exhibit 4.1 to Pediatrix s Current Report on Form 8-K dated March 31, 1999).
4.2	Amendment No. 1, dated March 28, 2008, to Rights Agreement, dated as of March 31, 1999, between Pediatrix and Computershare Trust Company, N.A. (successor rights agent to BankBoston, N.A.), (incorporated by reference to Exhibit 4.1 to Pediatrix s Current Report on Form 8-K dated March 28, 2008).
4.3	Certificate of Adjustment to the Rights Agreement between Pediatrix and Computershare Trust Company N.A. (as successor to BankBoston, N.A.) as rights agent (incorporated by reference to Exhibit 4.2 to Pediatrix s Current Report on Form 8-K dated April 27, 2006).
10.1	Employment Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Roger J. Medel, M.D. (incorporated by reference to Exhibit 10.1 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).
10.2	Employment Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Joseph M. Calabro (incorporated by reference to Exhibit 10.2 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).
10.3	Employment Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Karl B. Wagner (incorporated by reference to Exhibit 10.3 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).
10.4	Employment Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Thomas W. Hawkins (incorporated by reference to Exhibit 10.4 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).
10.5	Restricted Shares Units Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Roger J. Medel, M.D. (incorporated by reference to Exhibit 10.5 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).
10.6	Restricted Shares Units Agreement, dated August 20, 2008, by and between Pediatrix Medical Group, Inc. and Roger J. Medel, M.D. (incorporated by reference to Exhibit 10.6 to Pediatrix s Current Report on Form 8-K dated August 22, 2008).

10.7	Credit Agreement, dated as of September 3, 2008, among Wachovia Bank, National Association, as Administrative Agent, Bank of America, N.A., as Syndication Agent, the Lenders party thereto and Pediatrix Medical Group, Inc. and certain of its domestic subsidiaries named as Guarantors therein (incorporated by reference to Exhibit 99.2 to Pediatrix s Current Report on Form 8-K dated September 3, 2008).
31.1+	Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2+	Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32+	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

\+ Filed herewith.