

MATRIA HEALTHCARE INC

Form S-8 POS

May 09, 2008

As filed with the Securities and Exchange Commission on May 9, 2008.

Registration No. 333-90822

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Matria Healthcare, Inc.
(Exact name of issuer as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-2091331
(I.R.S. Employer
Identification No.)

1850 Parkway Place, 12th Floor
Marietta, Georgia
(Address of principal executive offices)

30067
(Zip Code)

**MarketRing.com, Inc. 1999 Stock Option Plan and
Stock Appreciation Rights Plan**

(Full title of the plan)

Roberta L. McCaw, Esq.
Matria Healthcare, Inc.
1850 Parkway Place, 12th Floor
Marietta, Georgia 30067
(770) 767-4500

(Name, address and telephone number, including area code, of agent for service)

Deregistration of Unsold Securities

Matria Healthcare, Inc. (the Company) previously registered 27,383 shares of the Company's common stock, par value \$.01 per share, together with associated common stock purchase rights (the Securities) on a Registration Statement on Form S-8 (Registration No. 333-90822) (the Registration Statement) filed with the Securities and Exchange Commission on June 20, 2002, as amended on March 9, 2005. The Securities were registered for issuance pursuant to the terms of the MarketRing.com, Inc. 1999 Stock Option Plan and Stock Appreciation Rights Plan.

On January 27, 2008, the Company, Inverness Medical Innovations, Inc. (Inverness), Milano MH Acquisition Corp., a wholly-owned subsidiary of Inverness (Merger Sub), and Milano MH Acquisition LLC, a wholly-owned subsidiary of Inverness, entered into an Agreement and Plan of Merger (the Merger Agreement). The Merger Agreement provides that Merger Sub will merge with and into the Company with the Company continuing as the surviving entity as a wholly-owned subsidiary of Inverness (the Merger). A Certificate of Merger was filed with the Delaware Secretary of State and the Merger became effective on May 9, 2008 (the Merger Date).

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement as of the Merger Date.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Marietta, State of Georgia, on May 9, 2008.

MATRIA HEALTHCARE, INC.
(Registrant)

By: /s/ Parker H. Petit

Name: Parker H. Petit

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement, as amended, has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|---------------------------|-----------------------------------------------------------------|----------------|
| /s/ Parker H. Petit | Chairman of the Board and Chief Executive Officer | May 9, 2008 |
| Parker H. Petit | (principal executive officer) | |
| /s/ Jeffrey L. Hinton | Senior Vice President and Chief Financial Officer | May 9, 2008 |
| Jeffrey L. Hinton | (principal financial officer) | |
| /s/ Joseph A. Blankenship | Vice President and Controller (principal accounting officer) | May 9, 2008 |
| Joseph A. Blankenship | | |
| /s/ Joseph G. Bleser | Director | May 9, 2008 |
| Joseph G. Bleser | | |
| /s/ J. Terry Dewberry | Director | May 9, 2008 |
| J. Terry Dewberry | | |
| /s/ Donald J. Lothrop | Director | May 9, 2008 |
| Donald J. Lothrop | | |
| /s/ Myldred H. Mangum | Director | May 9, 2008 |
| Myldred H. Mangum | | |

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|---------------------------------------------|----------|----------------|
| /s/ Guy W. Millner | Director | May 9, 2008 |
| Guy W. Millner /s/ Kaaren J. Street | Director | May 9, 2008 |
| Kaaren J. Street /s/ Thomas S. Stribling | Director | May 9, 2008 |
| Thomas S. Stribling /s/ Wayne P. Yetter | Director | May 9, 2008 |
| Wayne P. Yetter | | |