

PEDIATRIX MEDICAL GROUP INC

Form NT 11-K

July 03, 2007

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 12b-25
NOTIFICATION OF LATE FILING**

(Check one): Form 10-K Form 20-F Form 11-K Form 10-Q Form 10-D Form N-SAR Form N-CSR

For Period Ended: December 31, 2006

Transition Report on
Form 10-K

Transition Report on
Form 20-F

Transition Report on
Form 11-K

Transition Report on
Form 10-Q

Transition Report on
Form N-SAR

For the Transition Period
Ended:

Read Instruction (on back page) Before Preparing Form. Please Print or Type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I REGISTRANT INFORMATION

Pediatrics Medical Group Thrift and Profit Sharing Plan

Full Name of Registrant

Former Name if Applicable

1301 Concord Terrace

Address of Principal Executive Office (*Street and Number*)

Sunrise, Florida 33323

City, State and Zip Code

PART II RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III NARRATIVE

State below in reasonable detail why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

SEC 1344 (03-05) **Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

(Attach extra Sheets if Needed)

PART IV OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

| | | |
|--|--------------------|--------------------------------|
| Karl B. Wagner, Chief Financial Officer (Name) | 954 (Area Code) | 384-0175 (Telephone Number) |
|--|--------------------|--------------------------------|

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Pediatrix Medical Group Thrift and Profit Sharing Plan
(Title of Registrant)
Pediatrix Medical Group Thrift and Profit Sharing Plan
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date July 2, 2007

By /s/ Karl B. Wagner

Karl B. Wagner
Chief Financial Officer, Sponsor

ATTACHMENT A TO FORM 12b-25

Form 11-K for the Year Ended December 31, 2006

PART III NARRATIVE

Although the management of Pediatrix Medical Group, Inc. (the Company), the sponsor of the Registrant (as defined below), has been working diligently to complete all required information for the Form 11-K (the Form 11-K) of the Pediatrix Medical Group Thrift and Profit Sharing Plan (the Registrant) for the year ended December 31, 2006, the Registrant is unable to file its Form 11-K within the prescribed time period without unreasonable effort or expense. The reason causing the Registrant's inability to file timely could not be eliminated by the Registrant without unreasonable effort or expense.

As disclosed in the Company's Form 8-K filed with the Securities and Exchange Commission on May 10, 2007, the Audit Committee of the Company's Board of Directors is continuing its review of the Company's practices relating to its historical stock option grants. Consequently, the Registrant will not be able to file the Form 11-K until the Audit Committee has completed its review. Based on the status of the review to date, the Registrant currently anticipates that it will not be able to file the Form 11-K on or before the 15th calendar day following the prescribed due date according to Rule 12b-25 under the Securities Exchange Act of 1934.

ATTACHMENT B TO FORM 12b-25

The Registrant expects to report that its net assets available for benefits increased from \$157,596,816 at December 31, 2005 to \$194,641,131 at December 31, 2006. The Registrant also expects to report that its net investment income increased from \$13,098,662 for the year ended December 31, 2005 to \$17,678,344 for the year ended December 31, 2006.