Clean Energy Fuels Corp.
Form 424B3
February 09, 2012
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Registration No. 333-179223

PROSPECTUS

Clean Energy Fuels Corp.

15,000,000 Shares of Common Stock

We previously issued 15,000,000 shares of our common stock, par value $0.0001 per share, in a private placement completed on December 28, 2011. Such shares were issued pursuant to the exercise of warrants to purchase shares of common stock by the selling stockholders named herein. This prospectus may be used by the selling stockholders named herein or their respective transferees, pledgees, donees or their successors, to resell, from time to time, such shares of our common stock. If required, we will set forth the names of any other selling stockholders in a prospectus supplement or post-effective amendment to the registration statement of which this prospectus is a part. We will not receive any proceeds from the sale of any shares of our common stock offered by this prospectus.

The selling stockholders may sell the shares of common stock from time to time in the open market, on the Nasdaq Global Select Market, in privately negotiated transactions or a combination of these methods, at market prices prevailing at the time of sale, at prices related to the prevailing market prices, at negotiated prices, or otherwise as described under the section of this prospectus titled Plan of Distribution.

Our common stock is listed on the Nasdaq Global Select Market and trades under the symbol CLNE. On February 6, 2012, the closing sale price of our common stock was $16.08 per share.

Investing in our securities involves a high degree of risk. You should carefully consider the risks described under Risk Factors in Item 1A of our most recent Quarterly Report on Form 10-Q filed on November 8, 2011 (which document is incorporated by reference herein), as well as the other information contained or incorporated by reference in this prospectus or in any supplement hereto before making a decision to invest in our securities. See Where You Can Find More Information below.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.

The date of this prospectus is February 8, 2012.

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ABOUT THIS PROSPECTUS

This prospectus is part of a registration statement that we have filed with the Securities and Exchange Commission, or the SEC, using a shelf registration process. Under this shelf registration process, the selling stockholders may, from time to time, offer and sell up to 15,000,000 shares or our common stock. This prospectus provides you with a general description of the securities the selling stockholders may offer. Each time the selling stockholders offer the securities described in this prospectus, we may provide a prospectus supplement, or information that is incorporated by reference into this prospectus, containing more specific information about the terms of the offering. We may also authorize one or more free writing prospectuses to be provided to you that may contain material information relating to these offerings. We may also add, update or change in the prospectus supplement any of the information contained in this prospectus or in the documents that we have incorporated by reference into this prospectus, including without limitation, a discussion of any risk factors or other special considerations that apply to these offerings or securities or the specific plan of distribution. If there is any inconsistency between the information in this prospectus and a prospectus supplement or information incorporated by reference having a later date, you should rely on the information in that prospectus supplement or incorporated information having a later date. We urge you to read carefully this prospectus, any applicable prospectus supplement and any related free writing prospectus, together with the information incorporated herein by reference as described under the heading Incorporation of Certain Information by Reference, before buying any of the securities being offered.

You should rely only on the information we have provided or incorporated by reference in this prospectus, any applicable prospectus supplement and any related free writing prospectus. We have not authorized anyone to provide you with different information. No dealer, salesperson or other person is authorized to give any information or to represent anything not contained in this prospectus, any applicable prospectus supplement or any related free writing prospectus.

The registration statement containing this prospectus, including exhibits to the registration statement, provides additional information about us and the securities offered under this prospectus and any prospectus supplement. We have filed and plan to continue to file other documents with the SEC that contain information about us and our business. Also, we will file legal documents that control the terms of the securities offered by this prospectus as exhibits to the reports that we file with the SEC. The registration statement and other reports can be read at the SEC web site or at the SEC offices mentioned under the heading Available Information.

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SUMMARY

Our Company

We provide natural gas solutions for vehicle fleets primarily in the United States. Our primary business activity is selling compressed natural gas, or CNG, and liquefied natural gas, or LNG, vehicle fuel to our customers. We also build, operate and maintain fueling stations, manufacture and service advanced natural gas fueling compressors and related equipment, process and sell renewable biomethane and provide natural gas vehicle conversions. Our customers include fleet operators in a variety of markets, such as public transit, refuse hauling, airports, taxis and regional trucking. In April 2008, we opened our first CNG station in Lima, Peru, through our joint venture, Clean Energy del Peru. In August 2008, we acquired 70% of the outstanding membership interests of Dallas Clean Energy LLC, or DCE. DCE owns a facility that collects, processes and sells renewable biomethane at the McCommas Bluff landfill in Dallas, Texas. On October 1, 2009, we acquired 100% of BAF Technologies, Inc., a company that provides natural gas conversions, alternative fuel systems, application engineering, service and warranty support and research and development for natural gas vehicles. On September 7, 2010, we completed the purchase of IMW Industries, Ltd., a company that manufactures and services advanced, non-lubricated natural gas fueling compressors and related equipment. On December 15, 2010, we acquired Northstar, which provides design, engineering, construction and maintenance services for LNG and liquefied to compressed natural gas fueling stations.

Our principal executive offices are located at 3020 Old Ranch Parkway, Suite 400, Seal Beach, California 90740, and our telephone number at that location is (562) 493-2804. Our web site is located at www.cleanenergyfuels.com. The reference to our website is intended to be an inactive textual reference and the contents of our website are not intended to be incorporated into this prospectus.

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The Offering

Securities offered by the Selling Stockholders	15,000,000 shares of our common stock.
Use of Proceeds	We will not receive any proceeds from the sale of common stock by the selling stockholders.
Trading	Our common stock is quoted on the Nasdaq Global Select Market and trades under the symbol CLNE.
Dividend Policy	We do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business.
Risk Factors	See Risk Factors in Item 1A of our most recent Quarterly Report on Form 10-Q filed on November 8, 2011 and in other documents that we subsequently file with the SEC, all of which are incorporated by reference to this prospectus for a discussion of the factors you should carefully consider before deciding to invest in the shares of our common stock being offered by the selling stockholders.

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This prospectus, including the documents we incorporate by reference herein, contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, or the Securities Act, and Section 21E of the Securities Exchange Act of 1934, as amended, or the Exchange Act. Such statements include, without limitation, statements regarding our expectations, hopes or intentions regarding the future. These forward looking statements can often be identified by their use of words such as expect, believe, anticipate, outlook, could, target, project, intend, plan, seek, estimate, should, may and assume, as well as variations of such words and similar expressions future. They also include statements concerning anticipated revenues, income or loss, capital expenditures, dividends, capital structure or other financial terms. For a non-exhaustive list of certain forward-looking statements that are incorporated by reference into or deemed to be a part of this prospectus, please refer to the Cautionary Note Regarding Forward-Looking Statements in our Annual Report on Form 10-K for the year ended December 31, 2010.

Forward-looking statements involve certain risks and uncertainties, many of which are beyond our control. If any of those risks or uncertainties materialize, actual results could differ materially from those discussed in any such forward-looking statement. Among the factors that could cause actual results to differ materially from those discussed in forward-looking statements are those discussed under the heading Risk Factors and in other sections of (i) our Annual Report on Form 10-K for the year ended December 31, 2010, (ii) our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2011, June 30, 2011 and September 30, 2011, (iii) our other reports filed from time to time with the SEC that are incorporated by reference into this prospectus, or (iv) this prospectus. See Incorporation of Certain Information by Reference and Available Information for information about how to obtain copies of those documents.

All forward-looking statements in this prospectus and the documents incorporated by reference herein are made only as of the date of the document in which they are contained, based on information available to us as of the date of that document, and we caution you not to place undue reliance on forward-looking statements in light of the risks and uncertainties associated with them. Except as required by law, we undertake no obligation to update any forward-looking statements, whether as a result of new information, future events or otherwise.

RISK FACTORS

You should carefully consider, among other things, the matters discussed under Risk Factors in Item 1A of our most recent Quarterly Report on Form 10-Q for the quarter ended September 30, 2011, filed on November 8, 2011, and in other documents that we subsequently file with the Securities Exchange Commission, all of which are incorporated by reference to this prospectus. Each of the referenced risks and uncertainties could adversely affect our business, operating results and financial condition, as well as adversely affect the value of an investment in our securities. Additional risks not known to us or that we believe are immaterial may also adversely affect our business, operating results and financial condition and the value of an investment in our securities.

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USE OF PROCEEDS

Because the selling stockholders will sell the shares of our common stock offered under this prospectus, we will receive no cash proceeds. All proceeds from the sale of our common stock offered under this prospectus will be for the account of the selling stockholders, as described below. See Selling Stockholders and Plan of Distribution described below.

DIVIDEND POLICY

We have never paid cash dividends on our common stock, and we do not intend to declare dividends for the foreseeable future, as we anticipate that we will reinvest any future earnings in the development and growth of our business.

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DESCRIPTION OF COMMON STOCK

General

The following summary of the material features of our common stock does not purport to be complete and is subject to, and qualified in its entirety by, the provisions of our restated certificate of incorporation, our amended and restated bylaws and other applicable law. See Available Information.

Pursuant to our restated certificate of incorporation, we are currently authorized to issue 149,000,000 shares of common stock, par value $0.0001 per share, and 1,000,000 shares of preferred stock, par value $0.0001 per share. The authorized shares of our common stock and preferred stock will be available for issuance without further action by our stockholders, unless such action is required by applicable law or the rules of any stock exchange or automated quotation system on which our securities may be listed or traded. If the approval of our stockholders is not required, our board of directors may determine not to seek stockholder approval.

Dividends

Subject to provisions of the Delaware General Corporation Law, or the DGCL, and to any future rights which may be granted to the holders of any series of our preferred stock, dividends are paid on our common stock when and as declared by our board of directors out of funds legally available for dividend payments.

Voting rights

Each holder of shares of our common stock is entitled to one vote per share on all matters submitted to a vote of our common stockholders. Holders of our common stock are not entitled to cumulative voting rights.

Liquidation

If we are liquidated, holders of our common stock are entitled to receive all remaining assets available for distribution to stockholders after satisfaction of our liabilities and the preferential rights of any of our preferred stock that may be outstanding at that time.

Preemptive rights

The holders of our common stock do not have any preemptive, conversion or redemption rights by virtue of their ownership of the common stock.

Certain Anti-Takeover Matters

Our restated certificate of incorporation and amended and restated bylaws include a number of provisions that may have the effect of encouraging persons considering unsolicited tender offers or other unilateral takeover proposals to negotiate with our board of directors rather than pursue non-negotiated takeover attempts. These provisions include:

Advance Notice Requirements

Our amended and restated bylaws establish advance notice procedures with regard to stockholder proposals relating to the nomination of candidates for election as directors or new business to be brought before meetings of our stockholders. These procedures provide that notice of such stockholder proposals must be timely and given in writing to our Secretary prior to the meeting at which the action is to be taken. Generally, to be timely, notice must be received at our principal executive offices not less than 60 days or more than 90 days prior to the anniversary date of the annual meeting for the preceding year. The notice must contain certain information specified in the amended and restated bylaws.

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Preferred Stock

Our restated certificate of incorporation provides for 1,000,000 authorized shares of preferred stock. The existence of authorized but unissued shares of preferred stock may enable the board of directors to render more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise. For example, if in the due exercise of its fiduciary obligations, the board of directors were to determine that a takeover proposal is not in our best interests, the board of directors could cause shares of preferred stock to be issued without stockholder approval in one or more private offerings or other transactions that might dilute the voting or other rights of the proposed acquiror or insurgent stockholder or stockholder group. In this regard, our restated certificate of incorporation grants our board of directors broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance may also adversely affect the rights and powers, including voting rights, of such holders and may have the effect of delaying, deterring or preventing a change of control of us.

Delaware Takeover Statutes

We are subject to the provisions of Section 203 of the DGCL regulating corporate takeovers. In general, Section 203 prohibits a Delaware corporation from engaging in any business combination with any interested stockholder for a period of three years following the date that the stockholder became an interested stockholder, unless:

- the transaction is approved by the board before the date the interested stockholder attained that status;

- upon consummation of the transaction that resulted in the stockholder becoming an interested stockholder, the interested stockholder owned at least 85% of the voting stock of the corporation outstanding at the time the transaction commenced; or

- on or after the date the business combination is approved by the board, the business combination is authorized at a meeting of stockholders by at least two-thirds of the outstanding voting stock that is not owned by the interested stockholder.

Section 203 defines business combination to include the following:

- any sale, lease, exchange, mortgage, transfer, pledge or other disposition of 10% or more of the assets of the corporation involving the interested stockholder; any merger or consolidation involving the corporation or any majority-owned subsidiary and the interested stockholder;

- subject to certain exceptions, any transaction that results in the issuance or transfer by the corporation or by any majority-owned subsidiary of any stock of the corporation or of such subsidiary to the interested stockholder;

- any transaction involving the corporation or any majority-owned subsidiary that has the effect of increasing the proportionate share of the stock of any class or series of the corporation beneficially owned by the interested stockholder; or

- the receipt by the interested stockholder of the benefit of any loans, advances, guarantees, pledges or other financial benefits provided by or through the corporation or any majority-owned subsidiary.

In general, Section 203 defines interested stockholder to be any entity or person beneficially owning 15% or more of the outstanding voting stock of the corporation and any entity or person affiliated with or controlling or controlled by any of these entities or persons. A Delaware corporation may opt out of this provision either with an express provision in its original certificate of incorporation or in an amendment to its certificate of incorporation or bylaws approved by its stockholders. We have not opted out of this provision. Section 203 could prohibit or delay mergers or other takeover or change in control attempts and, accordingly, may discourage attempts to acquire us.

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Limitation of Liability and Indemnification Matters

Our restated certificate of incorporation provides that a director of ours will not be liable to us or our stockholders for monetary damages for breach of fiduciary duty as a director, except in certain cases where liability is mandated by the DGCL. Our amended and restated bylaws also provide for indemnification, to the fullest extent permitted by law, by us of any person made or threatened to be made a party to, or who is involved in, any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was our director or officer, or at our request, serves or served as a director or officer of any other enterprise, against all expenses, liabilities, losses and claims actually incurred or suffered by such person in connection with the action, suit or proceeding. Our amended and restated bylaws also provide that, to the extent authorized from time to time by our board of directors, we may provide indemnification to any one or more employees and other agents of ours to the extent and effect determined by the board of directors to be appropriate and authorized by the DGCL. Our amended and restated bylaws also permit us to purchase and maintain insurance for the foregoing and we expect to maintain such insurance.

Listing

Our common stock is listed on the Nasdaq Global Select Market and trades under the symbol CLNE.

Transfer Agent And Registrar

The Transfer Agent and Registrar for our common stock is Computershare Trust Company, N.A.

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SELLING STOCKHOLDERS

Each of the selling stockholders, or their respective transferees, pledgees, donees or their successors, may resell, from time to time, all, some or none of the shares of our common stock covered by this prospectus, as provided in this prospectus under the section entitled Plan of Distribution and in any applicable prospectus supplement. However, we do not know when or in what amount the selling stockholders may offer their shares for sale under this prospectus, if any.

The following table, which was prepared based on information publicly filed or supplied to us by the selling stockholders, sets forth, with respect to each selling stockholder, the name of the selling stockholder, the number of shares beneficially owned by the selling stockholder and the number of shares to be offered by the selling stockholder pursuant to this prospectus. The table also provides information regarding the beneficial ownership of our common stock by the selling stockholders as adjusted to reflect the assumed sale of all of the shares of common stock offered under this prospectus. The ownership percentage indicated in the following table is based on 85,475,798 outstanding shares of common stock of the Company as of January 19, 2012. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed as outstanding shares of common stock (i) subject to options held by that person that are currently exercisable or exercisable within 60 days of January 19, 2012, and (ii) underlying convertible notes held by that person. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Beneficial ownership is determined in accordance with the rules of the SEC. The address of each selling stockholder is: c/o Clean Energy Fuels Corp., 3020 Old Ranch Parkway, Suite 400, Seal Beach, California 90740.

	Beneficial Ownership Prior to Offering		**Number of Shares Offered**	**Beneficial Ownership After Offering**	
Name of Selling Stockholder	**Number**	**Percentage**	**Hereby**	**Number**	**Percentage**
Boone Pickens (1)	25,236,106	29.37%	1,500,000	23,736,106	27.63%
Properon International Limited *(2)	5,950,000	6.96%	5,950,000		%
Lionfish Investments Pte. Ltd. *(3)	2,366,666	2.74%	1,700,000	666,666	0.77%
Chief Capital LP (4)	2,500,000	2.92%	2,500,000		%
Upvalue Assets Limited (5)	1,500,000	1.75%	1,500,000		%
Chesapeake NG Ventures Corporation (6)	4,164,556	4.70%	1,000,000	3,164,556	3.57%
Baytree Investments (Mauritius) Pte Ltd *(7)	850,000	0.99%	850,000		%

* The selling stockholder is an affiliate of a broker-dealer. The selling stockholder has represented to us that (i) it purchased the shares in the ordinary course of business, and (ii) at the time of the purchase of the shares, the selling stockholder had no agreements or understandings, directly or indirectly, with any person to distribute the shares.

(1) Mr. Boone Pickens is a founder of our company and a member of our Board of Directors. His beneficial ownership includes: (a) 446,386 shares of common stock issuable upon the exercise of options we granted to Mr. Pickens; (b) 1,700,000 shares of common stock held by Madeleine Pickens, his wife; and (c) 6,750,000 shares of common stock Mr. Pickens may purchase upon the exercise of options third parties granted to Mr. Pickens. Mr. Pickens disclaims beneficial ownership over the 1,700,000 shares held by Madeleine Pickens.

(2) Properon International Limited (Properon) directly owns 5,950,000 shares of common stock. Properon is wholly owned by Richard Ong. Properon disclaims beneficial ownership of the convertible notes that are directly owned by Greenwich Asset Holding Ltd. (Greenwich) and beneficially owned by RRJ Capital Master Fund I, L.P. (RRJ CM Fund I); RRJ Capital Ltd., the general partner of RRJ CM Fund I; and Richard Ong, as the sole shareholder of RRJ Capital Ltd. Richard Ong specifically disclaims beneficial ownership of the convertible notes owned by Greenwich, except to the extent of his pecuniary interest therein, because the board of directors of RRJ Capital Ltd., which consists of seven directors, exercises investment discretion for RRJ CM Fund I.

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(3) Lionfish Investments Pte. Ltd. directly owns $10,000,000 of principal amount of our 7.50% convertible notes, which may be converted into 666,666 shares of common stock. Lionfish Investments Pte. Ltd. is wholly owned by Marina Capital Pte. Ltd., which in turn is wholly owned by Seatown Holdings Pte. Ltd., which in turn is wholly owned by Tembusu Capital Pte. Ltd., which in turn is wholly owned by Temasek Holdings (Private) Limited, which is wholly owned by the Government of Singapore. Each of Lionfish Investments Pte. Ltd., Marina Capital Pte. Ltd. and Seatown Holdings Pte. Ltd. disclaims beneficial ownership of (i) the convertible notes that are directly owned by Springleaf Investments Pte. Ltd. and beneficially owned by Anderson Investments Pte. Ltd., Thomson Capital Pte. Ltd., Tembusu Capital Pte. Ltd. and Temasek Holdings (Private) Limited, and (ii) the shares of common stock that are directly owned by Baytree Investments (Mauritius) Pte Ltd and beneficially owned by Dunearn Investments (Mauritius) Pte. Ltd., Seletar Investments Pte. Ltd., Temasek Capital (Private) Limited and Temasek Holdings (Private) Limited.

(4) Chief Capital LP is managed by R-J (GP) Capital LLC, its general partner, and is an investment vehicle wholly owned by Trevor Rees-Jones. Mr. Rees-Jones may be deemed to be the beneficial owner of the shares of common stock owned by Chief Capital LP.

(5) Upvalue Assets Limited directly owns 1,500,000 shares of common stock. Upvalue Assets Limited is wholly owned by Quek Chee Hoon.

(6) Chesapeake NG Ventures Corporation directly owns $50,000,000 of principal amount of our 7.50% convertible notes, which may be converted into 3,164,556 shares of common stock. Chesapeake NG Ventures Corporation is wholly owned by Chesapeake Energy Corporation, a publicly traded company listed on the New York Stock Exchange. Chesapeake Energy Corporation may be deemed to be the beneficial owner of the shares of common stock owned by Chesapeake NG Ventures Corporation.

(7) Baytree Investments (Mauritius) Pte Ltd is wholly owned by Dunearn Investments (Mauritius) Pte. Ltd., which in turn is wholly owned by Seletar Investments Pte. Ltd., which in turn is wholly owned by Temasek Capital (Private) Limited, which in turn is wholly owned by Temasek Holdings (Private) Limited, which is owned by the Government of Singapore. Each of the foregoing entities may be deemed to be the beneficial owner of the shares of common stock beneficially owned by Baytree Investments (Mauritius) Pte Ltd. Each of Baytree Investments (Mauritius) Pte Ltd, Dunearn Investments (Mauritius) Pte. Ltd., Seletar Investments Pte. Ltd. and Temasek Capital (Private) Limited disclaims beneficial ownership of the shares of common stock that are directly owned by Lionfish Investments Pte. Ltd. and beneficially owned by Marina Capital Pte. Ltd., Seatown Holdings Pte. Ltd. and Tembusu Capital Pte. Ltd.

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PLAN OF DISTRIBUTION

Each selling stockholder, and its pledges, assignees, donees, or other successors-in-interest may, from time to time, sell any or all of its shares of common stock on any stock exchange, market or trading facility on which the shares are traded or in private transactions. If the shares of common stock are sold through underwriters, broker-dealers or agents, the selling stockholders will be responsible for underwriting discounts or commissions or agent s commissions. These sales may be at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or negotiated prices. The selling stockholders may use any one or more of the following methods when selling shares:

- block transactions (which may involve crosses) and transactions on the Nasdaq Global Select Market or any other organized market where the securities may be traded;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its own account;
- ordinary brokerage transactions and transactions in which a broker-dealer solicits purchasers;
- sales at the market to or through a market maker or into an existing trading market, on an exchange or otherwise;
- sales in other ways not involving market makers or established trading markets, including direct sales to purchasers in privately negotiated transactions;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

The selling stockholders may also engage in puts and calls and other transactions in our securities or derivatives of our securities and may sell or deliver shares in connection with these trades.

Broker-dealers engaged by the selling stockholders may arrange for other broker-dealers to participate in sales. Broker-dealers may receive commissions or discounts from the selling stockholders (or, if any broker-dealer acts as agent for the purchaser of shares, from the purchaser) in

amounts to be negotiated. The selling stockholders do not expect these commissions and discounts to exceed what is customary in the types of transactions involved. Any profits on the resale of shares of common stock by a broker-dealer acting as principal might be deemed to be underwriting discounts or commissions under the Securities Act. Discounts, concessions, commissions and similar selling expenses, if any, attributable to the sale of shares will be borne by the selling stockholders. The selling stockholders may agree to indemnify any agent, dealer or broker-dealer that participates in transactions involving sales of the shares if liabilities are imposed on that person under the Securities Act.

In connection with the sale of the shares of common stock or otherwise, the selling stockholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of the shares of common stock in the course of hedging in positions they assume. The selling stockholders may also sell shares of common stock short and deliver shares of common stock covered by this prospectus to close out short positions and to return borrowed shares in connection with such short sales. The selling stockholders may also loan or pledge shares of common stock to broker-dealers that in turn may sell such shares.

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The selling stockholders may from time to time pledge or grant a security interest in some or all of the shares of common stock owned by them and, if they default in the performance of their secured obligations, the pledgees or secured parties may offer and sell the shares of common stock from time to time under this prospectus after we have filed an update to this prospectus under Rule 424(b) under the Securities Act or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus.

The selling stockholders also may transfer the shares of common stock in other circumstances, in which case the transferees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus and may sell the shares of common stock from time to time under this prospectus after we have filed an update to this prospectus under Rule 424(b) or other applicable provision of the Securities Act amending the list of selling stockholders to include the pledgee, transferee or other successors in interest as selling stockholders under this prospectus. The selling stockholders also may transfer and donate the shares of common stock in other circumstances in which case the transferees, donees, pledgees or other successors in interest will be the selling beneficial owners for purposes of this prospectus.

The selling stockholders and any broker-dealers or agents that are involved in selling the shares may be deemed to be underwriters within the meaning of the Securities Act in connection with such sales. In such event, any commissions paid, or any discounts or concessions allowed to, such broker-dealers or agents and any profit realized on the resale of the shares purchased by them may be deemed to be underwriting commissions or discounts under the Securities Act. At the time a particular offering of the shares of common stock is made, a prospectus supplement, if required, will be filed that will set forth the aggregate amount of shares of common stock being offered and the terms of the offering, including the name or names of any broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling stockholder and any discounts, commissions or concessions allowed or reallowed or paid to broker-dealers. Under the securities laws of some states, the shares of common stock may be sold in such states only through registered or licensed brokers or dealers. There can be no assurance that the selling stockholders will sell any or all of the shares of common stock registered pursuant to the registration statement, of which this prospectus is deemed a part.

The anti-mbsp;Medel was not aware of the accounting implications of such grants. Further, based on its review, the Audit Committee believes that Dr. Medel reasonably relied upon senior Company executives as to the administration of the Company s equity compensation plans and the accounting for awards. The Audit Committee found, however, that Dr. Medel bore overall responsibility for assuring that management s implementation of its compensation programs was appropriate but that he did not adequately assure such appropriate implementation. In light of the evidence reviewed, the Audit Committee found that 640 grants in total required revised measurement dates, variable accounting or the recognition of compensation expense.

Audit Committee Conclusions

In connection with its investigation, the Audit Committee reviewed evidence to determine whether correct measurement dates had been used under generally accepted accounting principles (GAAP) for the Company s stock option grants during the Relevant Period. The measurement date means the date, under APB 25, on which all of the following are first known: (i) the individual employee who is entitled to receive the option grant, (ii) the number of options that an individual employee is entitled to receive, and (iii) the option s exercise price.

PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

Based on the evidence reviewed, the Audit Committee concluded that: (i) in certain instances, available documentation was insufficient to support or inconsistent with the measurement date or exercise price which was originally assigned to the relevant stock option grant, (ii) certain stock option grants which required variable accounting were inappropriately accounted for as fixed awards, and (iii) modifications to certain stock option grants were not accounted for properly. In many cases, more than one of the foregoing conclusions was reached with respect to a single stock option grant.

Consistent with APB 25 and the January 2007 illustrative letter from the Chief Accountant of the SEC (the SEC Letter), grants made with incorrect measurement dates during the Relevant Period were organized into categories based on types of errors. The Audit Committee and its advisors reviewed evidence related to each grant in these categories, including electronic and physical documents, such as meeting minutes of the Compensation Committee or Board of Directors, unanimous written consents of the Compensation Committee, contemporaneous e-mails, personnel files, payroll records and various other records maintained by the Company, and the results of interviews. Based on the relevant facts and circumstances and the evidence reviewed, the Audit Committee applied relevant GAAP and its judgment to determine, for each grant within each category, the measurement date which was most appropriate. If the Audit Committee concluded that (i) the available documentation was insufficient to support or inconsistent with the measurement date or exercise price which was originally assigned to the relevant stock option grant, (ii) the stock option grant was inappropriately accounted for as a fixed award, and/or (iii) a modification to the stock option grant was not accounted for properly, then accounting adjustments were made as required, resulting in non-cash stock-based compensation expense and related tax effects. The Audit Committee and its advisors were unable to locate the supporting documentation for option grants in many instances. In these situations, the measurement date was determined using judgment as to the most likely granting action taken by the Company and the related date based upon the available information, consistent with the SEC Letter.

In addition, in some instances, grants were made through May 2001 by officers in exercise of authority apparently delegated to the Chief Executive Officer, but no documentation of such delegated authority has been located.

The Audit Committee concluded, based on the evidence reviewed, that options to purchase approximately 2.3 million shares of common stock 56 grants on seven dates were backdated as that term was used by the Audit Committee as described more fully below. The Audit Committee further concluded that options to purchase an additional 12.1 million shares of common stock 584 grants on 78 dates prior to 2006 had erroneous measurement dates or required variable accounting or recognition of additional expense.

Categories of Revised Measurement Dates

The Audit Committee has categorized option grants with revised measurement dates based on types of errors. These categories are not mutually exclusive and therefore the aggregate number of grants detailed below will exceed the total number of grants with incorrect measurement dates as set forth above. The categories are as follows:

Backdated Options. These options were found to be backdated, as such term was used by the Audit Committee. In the absence of an authoritative definition of backdating, the Audit Committee used the term to connote deliberately selecting grant measurement dates to obtain an option exercise price that is lower than would otherwise be the case. The Audit Committee used this term to describe grants which apparently involved deliberate, opportunistic use of market prices. On seven dates during the Relevant Period, 56 individual grants of Backdated Options to

purchase a total of 2,299,200 shares of common stock were made with respect to which the Company concluded that the originally assigned grant dates should not be the measurement dates. These grants included instances in which it appears that the issuance of options was delayed while the stock price was monitored for downward trends and instances in which it appears that the exercise price for grants was selected by reviewing past stock performance to identify relatively low closing prices. No instances of backdating were identified after 2000.

Unfinalized List Options. These options were found to relate to grants for which the documentation reviewed indicated that recipients were added to or removed from lists or grant amounts on such lists were modified after the purported grant date. On four dates during the Relevant Period prior to 2006, 113 individual grants of Unfinalized List Options to purchase a total of 1,408,000 shares of common stock were made. Where the documentation reviewed indicated use of a list of option recipients which was modified after the purported grant date and the changes to the list were deemed significant, all grants on that list were treated as Unfinalized List Options.

PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

Subsequent Granting Action Options. These options were found to relate to grants for which the documentation reviewed indicated that the granting actions most likely occurred after the purported award date or insufficient documentation was located to support the purported award date. On 77 dates during the Relevant Period prior to 2006, 564 individual grants of Subsequent Granting Action Options to purchase a total of 12,964,836 shares of common stock were made.

New Hire Options. These option grants were found to have been made to employees on purported award dates which preceded such employees apparent employment commencement dates. On 18 dates during the Relevant Period prior to 2006, 24 individual grants of New Hire Options to purchase a total of 855,800 shares of common stock were made. In each of these instances, the individual hired subsequently became an employee.

Shareholder Approval Options. These option grants were found to have been made subject to shareholder approval of an amendment to the Company s stock option plan, which amendment was approved in 1996 following the purported award dates. On four dates during 1995 and 1996, six individual grants of Shareholder Approval Options to purchase a total of 614,000 shares of common stock were made.

Administrative Error and Other Options. These option grants were found to have been issued with administrative delays or errors not otherwise described in the foregoing categories. On eight dates during the Relevant Period prior to 2006, 118 individual grants of Administrative Error and Other Options to purchase a total of 1,355,108 shares of common stock were made. This category includes grants which were made as of a grant date which, due to apparent administrative error, was different from the purported grant date, while the documentation for other grants contained typographical errors. This category also includes a few instances of options that were granted to recipients within six months of the cancellation of other options and required variable accounting.

Tax Adjustments and Related Matters

The restatement reflects the recognition of certain income tax benefits for 2005, 2004 and prior years as a result of the revision of measurement dates. In certain periods, a portion of the pre-tax stock-based compensation expense adjustment was excluded from the calculation of tax benefits due to limitations on the deductibility of compensation for certain executive officers under Section 162(m) of the Internal Revenue Code of 1986, as amended, (162(m)). Over the periods presented, the Company recognized approximately $12 million in additional compensation expense for which it did not record a tax benefit. In addition, the Company has recorded, as a component of the tax provision, approximately $723,000 for interest expense related to tax deductions previously taken for the exercise of stock options granted to executive officers which, as a result of the revision to measurement dates, no longer qualify as deductible performance-based compensation under Section 162(m).

After considering the application of Section 409A of the Internal Revenue Code, in February 2007, the Company s Board of Directors approved the Company s election to participate in a compliance resolution program offered by the Internal Revenue Service for certain employees who exercised certain stock options in 2006. Under this program, the Company paid approximately $2.6 million to the Internal Revenue Service in June 2007 for taxes and related interest imposed on employees, other than executive officers, as a result of the revision of measurement dates. In connection with this program, the Company will reimburse these employees for any additional taxes resulting from the payment of the Section 409A taxes on their behalf.

In February 2007, the Board of Directors adopted a program providing for increases in the exercise price of certain options that were subject to changes in measurement dates and authorizing the Company to make compensating payments for the difference to affected employees, other than executive officers, in 2008. In July 2007, the Board of Directors finalized the increase in the exercise price of these options and authorization of these compensating payments.

The Company expects that the amount of payments relating to employees who exercised options in 2006 and 2007 and employees who hold options with increased exercise prices will not exceed $6.4 million in the aggregate.

Restatement Adjustments

In order to present the financial impact of each category described above, the Company s management reviewed each grant for which more than one category of errors applied and, except with respect to backdated options, placed it in a single category based on the error that was the primary reason for its revised measurement date. For each backdated option, management recorded the impact of the revised measurement date in the backdated category.

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

The following table presents the financial impact of recognizing additional non-cash stock based compensation expense by category of error. The expense has been recorded over the respective awards service periods and, in instances requiring variable accounting, until the awards were exercised, forfeited or expired unexercised (in thousands):

	Decrease to Income Before Income Taxes								
			Subsequent			Administrative Error and			Decrease
	Backdated	Unfinalized List	Granting Action	New Hire	Shareholder Action	Other		Income Tax	to Net
Period	Options	Options	Options	Options	Options	Options	Total	Benefit	Income
1995	$	$	$	$ 11	$	$ 7	$ 18	$ 3	$ 15
1996			1,250	63	5,201	32	6,546	445	6,101
1997	1,102		2,362	57	2,552	28	6,101	684	5,417
1998	2,330		2,196	102	947	2	5,577	1,859	3,718
1999	1,139		2,222	260	1		3,622	1,103	2,519
2000	389		669	104		387	1,549	508	1,041
2001	15		624	30		754	1,423	366	1,057
2002	15	142	951	13		565	1,686	410	1,276
2003	3	645	928	4		214	1,794	690	1,104
2004		394	2,495	2		85	2,976	892	2,084
Total impact through December 31, 2004	4,993	1,181	13,697	646	8,701	2,074	31,292	6,960	24,332
First quarter 2005		54	522			7	583	129	454
Second quarter 2005		21	317			3	341	1	340
Third quarter 2005		31	340			3	374	10	364
Fourth quarter 2005		28	324			3	355	(15)	370
2005 full year		134	1,503			16	1,653	125	1,528
Total impact through 2005	$ 4,993	$ 1,315	$ 15,200	$ 646	$ 8,701	$ 2,090	$ 32,945	$ 7,085	$ 25,860

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

The following table presents the effect of the restatement adjustments by financial statement line item for the Consolidated Balance Sheet as of December 31, 2005 (in thousands):

	December 31, 2005		
	As Reported	Adjustments	As Restated
ASSETS			
Current assets:			
Cash and cash equivalents	$ 11,192	$	$ 11,192
Short-term investments	10,920		10,920
Accounts receivable, net	111,725		111,725
Prepaid expenses	4,459		4,459
Deferred income taxes	24,400		24,400
Other assets	1,928		1,928
Total current assets	164,624		164,624
Investments	4,071		4,071
Property and equipment, net	27,855		27,855
Goodwill	680,097		680,097
Other assets, net	23,756		23,756
Total assets	$ 900,403	$	$ 900,403
LIABILITIES & SHAREHOLDERS EQUITY			
Current liabilities:			
Accounts payable and accrued expenses	$ 164,749	$ 10,870	$ 175,619
Current portion of long-term debt and capital lease obligations	882		882
Income taxes payable	1,157		1,157
Total current liabilities	166,788	10,870	177,658
Long-term debt and capital lease obligations	622		622
Deferred income taxes	30,830	(1,213)	29,617
Deferred compensation	10,372		10,372

Total liabilities	208,612	9,657	218,269
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; 47,458 shares issued and outstanding	475		475
Additional paid-in capital	456,614	16,203	472,817
Unearned compensation	(15,621)		(15,621)
Retained earnings	250,323	(25,860)	224,463
Total shareholders equity	691,791	(9,657)	682,134
Total liabilities and shareholders equity	$ 900,403	$	$ 900,403

PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

The following table presents the effect of the restatement adjustments by financial statement line item for the Condensed Consolidated Statements of Income for the periods ended September 30, 2005 (in thousands, except for per share data):

	Three Months Ended September 30, 2005			Nine Months Ended September 30, 2005		
	As Reported	Adjustments	As Restated	As Reported	Adjustments	As Restated
Net patient service revenue	$ 178,099	$	$ 178,099	$ 516,005	$	$ 516,005
Operating expenses:						
Practice salaries and benefits	99,062	139	99,201	295,022	450	295,472
Practice supplies and other operating expenses	7,015		7,015	20,109		20,109
General and administrative expenses	24,870	235	25,105	75,348	848	76,196
Depreciation and amortization	2,339		2,339	7,515		7,515
Total operating expenses	133,286	374	133,660	397,994	1,298	399,292
Income from operations	44,813	(374)	44,439	118,011	(1,298)	116,713
Investment income	267		267	643		643
Interest expense	(367)		(367)	(2,053)		(2,053)
Income before income taxes	44,713	(374)	44,339	116,601	(1,298)	115,303
Income tax provision	16,656	(10)	16,646	43,434	(140)	43,294
Net income	$ 28,057	$ (364)	$ 27,693	$ 73,167	$ (1,158)	$ 72,009

Per share data:

Net income per common and common equivalent share:												
Basic	$	0.60	$	(0.01)	$	0.59	$	1.58	$	(0.02)	$	1.56
Diluted	$	0.58	$	(0.01)	$	0.57	$	1.54	$	(0.03)	$	1.51
Weighted average shares used in computing net income per common and common equivalent share:												
Basic		46,876				46,876		46,170				46,170
Diluted		48,178		127		48,305		47,601		148		47,749

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

3. Restatement of Consolidated Financial Statements, Continued:

The following table presents the effect of the restatement adjustments by financial statement line item for the Condensed Consolidated Statement of Cash Flows for the nine months ended September 30, 2005 (in thousands):

	Nine Months Ended September 30, 2005		
	As Reported	Adjustments	As Restated
Cash flows from operating activities:			
Net income	$ 73,167	$ (1,158)	$ 72,009
Adjustments to reconcile net income to net cash provided from operating activities:			
Depreciation and amortization	7,515		7,515
Stock-based compensation expense	4,730	1,298	6,028
Deferred income taxes	718	239	957
Gain on sale of assets			
Changes in assets and liabilities:			
Accounts receivable	(2,014)		(2,014)
Prepaid expenses and other current assets	773		773
Other assets	(822)		(822)
Accounts payable and accrued expenses	6,222	3,211	9,433
Income taxes payable	24,304	(3,590)	20,714
Net cash provided from operating activities	114,593		114,593
Cash flows from investing activities:			
Acquisition payments, net of cash acquired	(85,720)		(85,720)
Purchase of investments	(15,465)		(15,465)
Maturities of investments	10,500		10,500
Purchase of property and equipment	(5,572)		(5,572)
Proceeds from sale of assets			
Net cash used in investing activities	(96,257)		(96,257)
Cash flows from financing activities:			
Borrowings on line of credit	195,000		195,000
Payments on line of credit	(249,000)		(249,000)
Payments on long-term debt and capital lease obligations	(562)		(562)
Payments to refinance line of credit	(172)		(172)
Excess tax benefit of stock option exercises and restricted stock vesting			
Proceeds from issuance of common stock	34,165		34,165

Net cash used in financing activities		(20,569)			(20,569)
Net decrease in cash and cash equivalents		(2,233)			(2,233)
Cash and cash equivalents at beginning of period		7,011			7,011
Cash and cash equivalents at the end of period	$	4,778	$	$	4,778

4. Business Acquisitions

The Company acquired seven physician group practices during the nine months ended September 30, 2006. In connection with these acquisitions, the Company recorded goodwill of approximately $79.6 million, other identifiable intangible assets consisting of physician and hospital agreements, of approximately $1 million, and liabilities of approximately $240,000. The Company also recorded goodwill of $1.5 million during the nine months ended September 30, 2006 for the payment of contingent consideration related to prior-year acquisitions and based on volume and other performance measures. The Company may be required to pay similar contingent consideration under certain contract provisions relating to acquisitions completed during the nine months ended September 30, 2006, as well as other acquisitions completed in prior years; however, the amount to be paid, if any, is not determinable at this time.

The results of operations of the seven practices acquired during the nine months ended September 30, 2006 have been included in the Company s condensed consolidated financial statements from their respective dates of acquisition. The

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

4. Business Acquisitions, Continued:

following unaudited pro forma information combines the consolidated results of operations of the Company and the physician group practice operations acquired during 2006 and 2005 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,	
	2006	2005 As restated (1)	2006	2005 As restated (1)
Net patient service revenue	$ 216,449	$ 190,516	$ 615,977	$ 560,294
Net income	$ 35,344	$ 30,650	$ 94,002	$ 82,683
Net income per share:				
Basic	$ 0.73	$ 0.65	$ 1.97	$ 1.79
Diluted	$ 0.71	$ 0.63	$ 1.91	$ 1.73

(1) Includes adjustments resulting from the stock option review as described in Note 3, Restatement of Consolidated Financial Statements.

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.

5. Investments:

Investments consist of held-to-maturity securities issued primarily by the U.S. Treasury, other U.S. Government corporations and agencies and states of the United States. The Company intends and has the ability to hold its investments to maturity, and therefore carries such investments at amortized cost in accordance with the provisions of Financial Accounting Standards No. 115 (FAS 115), Accounting for Certain Investments in Debt and Equity Securities. At September 30, 2006 and December 31, 2005, the Company s investments consisted of the following short-term investments with remaining maturities of less than one year and long-term investments with maturities of one to three years, (in thousands):

	September 30, 2006		December 31, 2005	
	Short-Term	Long-Term	Short-Term	Long-Term
U.S. Treasury Securities	$ 5,869	$ 997	$ 5,969	$
Federal Home Loan Securities	3,994	1,988	3,471	1,505

Municipal Debt Securities	3,419	4,095		2,566
Commercial Paper			497	
Federal Farm Credit Bank Discount Note	499	500	983	
	$ 13,781	$ 7,580	$ 10,920	$ 4,071

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

6. Accounts Payable and Accrued Expenses:

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

	September 30, 2006	December 31, 2005 As restated (1)
Accounts payable	$ 3,084	$ 5,632
Accrued salaries and bonuses	76,119	69,089
Accrued payroll taxes and benefits	15,054	12,297
Accrued professional liability risks	51,226	39,390
Medicaid settlement reserve (Note 8)		25,100
Accrual for uncertain tax positions	17,772	16,701
Other accrued expenses	10,688	7,410
	$ 173,943	$ 175,619

(1) Includes adjustments resulting from the stock option review as described in Note 3, Restatement of Consolidated Financial Statements.

On September 21, 2006, the Company finalized its agreement in principle (the Settlement Agreement) with the U.S. Department of Justice to settle the government s national Medicaid and TRICARE investigation. Under the terms of the Settlement Agreement, the Company paid the federal government $25.1 million related to neonatal services provided from January 1996 through December 1999.

7. Stock Incentive Plans and Employee Stock Purchase Plans:

The Company has a stock option plan (the Option Plan) under which stock options are presently outstanding but no new additional grants may be made. The Company also has a 2004 Incentive Compensation Plan (the 2004 Incentive Plan) under which stock options, restricted stock, stock appreciation rights, deferred stock, other stock related and performance related awards may be made to key employees. To date, the Company has only awarded restricted stock and granted stock options under the 2004 Incentive Plan. Collectively, the Option Plan and the 2004 Incentive Plan are the Company s Stock Incentive Plans. The Company also has Stock Purchase Plans under which employees may purchase the Company s common stock at 85% of market value on designated dates.

Under the 2004 Incentive Plan, options to purchase shares of common stock may be granted at a price not less than the 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. The Company recognizes compensation expense related to its restricted stock awards ratably over the corresponding vesting periods. During the nine months ended September 30, 2006, the Company granted 664,011 stock options and awarded 191,268 shares of restricted stock to key employees under the 2004 Incentive Plan. At September 30, 2006, the Company had approximately 1.9 million shares available for future grants and awards under the 2004 Incentive Plan.

Effective January 1, 2006, the Company s Stock Purchase Plans were amended such that employee purchases after December 31, 2005 are made at 85% of the closing price of the stock as of the purchase date. Effective October 1, 2006, the purchase dates for employees who participate in the Stock Purchase Plans are March 31st, June 30th, September 30th and December 31st of each year. Prior to October 1, 2006, the purchase dates under the Stock Purchase Plans were April 1st and October 1st. In accordance with the provisions of FAS 123(R), the Company recognizes stock-based compensation expense for the 15% discount received by participating employees. During the nine months ended September 30, 2006, approximately 46,000 shares were issued under the Company s Stock Purchase Plans. At September 30, 2006, the Company had approximately 246,000 shares reserved under the Stock Purchase Plans.

The Company recognized approximately $5.1 million and $15.3 million of stock-based compensation expense related to its Stock Incentive Plans and Stock Purchase Plans during the three and nine months ended September 30, 2006, respectively. During the three and nine months ended September 30, 2005, the Company recognized, inclusive of the restatement, approximately $5.1 million and $6.0 million of stock-based compensation expense, respectively, related to its Stock Incentive Plans.

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

7. Stock Incentive Plans and Employee Stock Purchase Plans, Continued:

The activity related to the Company s restricted stock awards and the corresponding weighted average grant-date fair values are as follows:

	Number of Shares	Weighted Average Fair Value
Non-vested shares at December 31, 2005	675,128	$ 38.26
Awarded	191,268	$ 44.70
Forfeited	(5,504)	$ 39.11
Vested	(293,975)	$ 38.26
Non-vested shares at September 30, 2006	566,917	$ 40.42

The aggregate fair value of the 293,975 restricted shares that vested during the nine months ended September 30, 2006 was approximately $11.2 million.

At September 30, 2006, the total stock-based compensation cost related to non-vested restricted stock remaining to be recognized as compensation expense over a weighted-average period of approximately 2.2 years is $12.4 million.

Pertinent information covering stock option transactions related to the Company s Stock Incentive Plans is summarized in the table below.

	Number of Shares	Option Price Per Share (1)	Weighted Average Exercise Price (1)	Expiration Date
Outstanding at December 31, 2005	3,751,738	$ 3.53-$37.30	$ 22.51	2006-2015
Granted	664,011	$ 43.15-$50.34	$ 45.19	
Canceled	(54,950)	$ 12.78-$44.70	$ 29.63	
Exercised	(1,099,086)	$ 3.53-$34.05	$ 22.77	
Outstanding at September 30, 2006	3,261,713	$ 3.53-$50.34	$ 27.00	2006-2016
Exercisable at September 30, 2006	1,961,269	$ 3.53-$37.30	$ 19.69	

(1) The option price and weighted average exercise price per share is as of September 30, 2006 and does not reflect any

increase in the exercise price of certain options under a program adopted by the Company s Board of Directors in 2007, see Note 3, Restatement of Consolidated Financial Statements.

The Company issues new shares of its common stock upon exercise of its stock options. The fair value of each stock option or share to be issued is estimated on the date of grant using the Black-Scholes option-pricing model with weighted average assumptions for expected volatility, expected life, risk-free interest rate and dividend yield. Expected volatility is estimated using sequential periods of historical price data related to the Company s common stock. For stock options granted during the nine months ended September 30, 2006, the expected volatility related to the Company s share price ranged from 26% to 37%. The Company assigns expected lives and corresponding risk-free interest rates to two separate homogenous employee groups consisting of officers and all other employees. The Company evaluates the estimate expected lives assigned to its two employee groups using historical exercise data, taking into consideration the impact of partial life cycle data, contractual term and post-vesting cancellations. The weighted average expected lives for officers and all other employees were primarily four years and three and one-half years, respectively, for stock options granted during the nine months ended September 30, 2006. Risk-free interest rates for both employee groups ranged from 4.4% to 5.0% for stock options granted during the nine months ended September 30, 2006. The Company used a dividend yield assumption of 0% for all periods.

The weighted average grant date fair value for stock options granted during the nine months ended September 30, 2006 was $14.20. The weighted average remaining contractual life on outstanding and exercisable stock options of 3,261,713 and 1,961,269 at September 30, 2006 is approximately 7.0 years and 5.9 years, respectively. The total intrinsic value of the 1,099,086 stock options exercised during the nine months ended September 30, 2006 was approximately $25.6 million. At September 30, 2006, the total stock-based compensation cost related to non-vested

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

7. Stock Incentive Plans and Employee Stock Purchase Plans, Continued:

stock options remaining to be recognized as compensation expense over a weighted-average period of approximately 2.4 years is $7.4 million.

The aggregate intrinsic value of the 3,261,713 outstanding stock options and the 1,961,269 exercisable stock options presented above is approximately $60.9 million and $50.8 million, respectively. The excess tax benefit related to the exercise of stock options and the vesting of restricted stock for the nine months ended September 30, 2006 was approximately $8.1 million.

8. Net Income Per Share:

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 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 sum of 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.

The calculations of basic and diluted net income per share for the three and nine months ended September 30, 2006 and 2005 are as follows, (in thousands, except for per share data):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005 As Restated (1)	2006	2005 As Restated (1)
Basic:				
Net income applicable to common stock	$ 35,165	$ 27,693	$ 92,050	$ 72,009
Weighted average number of common shares outstanding	48,184	46,876	47,807	46,170
Basic net income per share	$ 0.73	$ 0.59	$ 1.93	$ 1.56
Diluted:				
Net income applicable to common stock	$ 35,165	$ 27,693	$ 92,050	$ 72,009
Weighted average number of common shares outstanding	48,184	46,876	47,807	46,170

Weighted average number of dilutive common stock equivalents	1,331	1,429	1,476	1,579
Weighted average number of common and common equivalent shares outstanding	49,515	48,305	49,283	47,749
Diluted net income per share	$ 0.71	$ 0.57	$ 1.87	$ 1.51

(1) Includes adjustments resulting from the stock option review as described in Note 3, Restatement of Consolidated Financial Statements.

PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

8. Net Income Per Share, Continued:

For the three months ended September 30, 2006 and 2005, the Company had 73,000 anti-dilutive outstanding employee stock options and 573,000 anti-dilutive outstanding shares of unvested restricted stock, respectively. For the nine months ended September 30, 2006 and 2005, the Company had 73,000 and 76,000 anti-dilutive outstanding employee stock options and 191,000 and 678,000 anti-dilutive outstanding shares of unvested restricted stock, respectively. All anti-dilutive stock options and shares of restricted stock are excluded from the computation of diluted earnings per share.

9. Contingencies:

As described in Note 3, the Audit Committee of the Company s Board of Directors conducted 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. 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 practices. The Company has also had discussions with the U.S. Attorney s office for the Southern District of Florida regarding the Audit Committee s review. Based on these discussions, the Company believes that the U.S. Attorney s office may make a request for various documents and information related to the review and the Company s 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 November 2006, the Company was notified that the FTC closed its investigation of the Company s acquisition of Magella and its business practices generally with a finding that no further action is warranted.

Beginning in April 1999, the Company received requests from various federal and state investigators for information relating to its billing practices for services reimbursed by Medicaid, and the United States Department of Defense s TRICARE program for military dependents and retirees. From 1999 through 2002, a number of the individual state investigations were resolved through agreements to refund certain overpayments and reimburse certain costs to the states. In June 2003, the Company was advised by a United States Attorney s Office that it was conducting a civil investigation with respect to its Medicaid billing practices nationwide. The federal Medicaid investigation was initiated as a result of a complaint filed under seal by a third party, known as qui tam or whistleblower complaint, under the FCA which permits private individuals to bring confidential actions on behalf of the government. Beginning in late 2003, the federal Medicaid investigation, the TRICARE investigation, and related state inquiries were coordinated together.

In February 2006, the Company announced that it had reached an agreement in principle on the amount of a financial settlement with federal and state authorities that would resolve the Medicaid, TRICARE and state billing investigations, subject to, among other things, completion and approval of final settlement agreements, including a corporate integrity agreement with the OIG. In September 2006, the Company announced that it had completed a final settlement agreement with the DOJ and the relator who initiated the qui tam complaint (Federal Settlement Agreement). In February 2007, the Company announced that it had 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 the federal government $25.1 million related to neonatal services provided from January 1996 through December 1999, of which $9.5 million was transferred to an escrow agent for distribution to each Medicaid-participating state that entered

into a State Settlement Agreement with the Company.

As part of the Federal Settlement Agreement, the Company entered into a five-year Corporate Integrity Agreement with the OIG. The Corporate Integrity Agreement acknowledges the existence of the Company s comprehensive Compliance Plan, which provides for policies and procedures aimed at ensuring the Company s adherence with federal healthcare program (FHC Program) requirements and requires the Company to maintain the Compliance Plan in full operation for the term of the Corporate Integrity Agreement. 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:

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

9. Contingencies, Continued:

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

maintaining the Code of Conduct the Company previously developed, implemented, and distributed to its 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 the Company 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 the Company 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 health care 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 Company s duties under the Corporate Integrity Agreement could result in substantial monetary penalties and in the case of a material breach, could even exclude the Company from participating in FHC Programs. Management believes the Company was in compliance with the Corporate Integrity Agreement as of September 30, 2006.

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.

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

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PEDIATRIX MEDICAL GROUP, INC.
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS, CONTINUED
(Unaudited)

9. Contingencies, Continued:

have a material adverse effect on its business, financial condition, results of operations and the trading price of its common stock.

The Company has received three letters from shareholders demanding that the Company s Board of Directors initiate legal proceedings against certain current and former officers and directors for, among other things, breaches of fiduciary duty in connection with Company s historical stock option granting practices. These demands have been reviewed by a special committee (Special Committee) of the Company s Board of Directors in connection with the review of the Company s stock option practices. The Special Committee has considered the matter and has determined that it is not in the best interest of the Company to take further action with respect to the Company s current management or directors. The Special Committee is still considering whether any future action should be taken regarding any former management or directors. The Company cannot predict whether any derivative actions will result from the shareholder demands and, if so, their outcomes.

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, results of operations, and cash flows.

10. Subsequent Events:

Since September 30, 2006, the Company has completed the acquisition of four physician group practices. Total consideration paid for these acquired practices, inclusive of transaction costs, was approximately $23.3 million in cash.

In August 2007, the Board of Directors of the Company authorized a share repurchase program that allows the Company to repurchase up to $100 million of its common stock. The program allows the Company to make open market purchases of its shares from time to time subject to price, market and economic conditions and trading restrictions.

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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 Form 10-Q. 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 Annual Report on Form 10-K for the year ended December 31, 2006 to be filed with the Securities and Exchange Commission (SEC). As used in this Form 10-Q, the terms Pediatrix , the Company , we , us and our refer to Pe 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 Annual Report on Form 10-K for the year ended December 31, 2006 to be filed with the SEC, 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.

Restatement of Consolidated Financial Statements

In June 2006, management of the Company began an informal limited review of its past stock option grant practices in response to a shareholder inquiry following various media reports regarding option granting practices at other companies. Management apprised the Audit Committee of the Company s Board of Directors of this informal limited review and the Audit Committee provided guidance with respect to the scope of the review. In August 2006, findings from this limited review were presented to the Audit Committee and the Company s independent certified registered public accounting firm. Based on these findings, the Audit Committee decided to initiate a comprehensive review to be undertaken by the Committee with the assistance of independent legal counsel and forensic accounting experts. The review covered all stock options granted by the Company from the date of its initial public offering in September 1995 through the Company s option issuances in June 2006.

In July 2007, the Audit Committee completed its review. Based on the evidence reviewed, the Audit Committee concluded that (i) in certain instances, available documentation was insufficient to support or was inconsistent with the measurement date or exercise price which was originally assigned to the relevant stock option grant, (ii) certain stock option grants which required variable accounting were inappropriately accounted for as fixed awards and (iii) modifications to certain stock option grants were not accounted for properly. Accordingly, the Company has determined, and the Audit Committee has agreed, to restate its consolidated financial statements and therefore has recorded additional non-cash stock-based compensation expense and related tax effects with regard to these option grants.

The financial information presented in this Item 2 and related to the three and nine months ended September 30, 2005 has been adjusted to reflect the restatement of the Company s financial results, which is more fully described in the Explanatory Note immediately preceding Part I, Item 1 and in Note 3, Restatement of Consolidated Financial Statements of the Notes to Condensed Consolidated Financial Statements in this Form 10-Q.

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The following table reflects the impact of additional stock-based compensation expense adjustments and the related tax effects on our previously reported net income for the periods presented below (in thousands):

Year	Net Income As Previously Reported	Pre-Tax Stock-Based Compensation Expense Adjustments	Related Income Tax Adjustments (2)	Net Income As Restated (1)
1995	$ 6,713	$ (18)	$ 3	$ 6,698
1996	13,120	(6,546)	445	7,019
1997	20,913	(6,101)	684	15,496
1998	29,099	(5,577)	1,859	25,381
1999	25,038	(3,622)	1,103	22,519
2000	10,986	(1,549)	508	9,945
2001	30,428	(1,423)	366	29,371
2002	68,776	(1,686)	410	67,500
2003	84,328	(1,794)	690	83,224
2004	98,279	(2,976)	892	96,195
Cumulative effect at December 31, 2004	387,680	(31,292)	6,960	363,348
Three months Ended:				
March 31, 2005	17,983	(583)	129	17,529
June 30, 2005	27,127	(341)	1	26,787
September 30, 2005	28,057	(374)	10	27,693
December 31, 2005	15,870	(355)	(15)	15,500
2005	89,037	(1,653)	125	87,509
Total	$ 476,717	$ (32,945)	$ 7,085	$ 450,857

(1) Includes adjustments resulting from the stock option review as described in Note 3, Restatement of Consolidated Financial Statements.

(2)

The income tax adjustments include the impact of limitations on the deductibility of certain stock option grants and the recording of interest expense, in certain periods, relating to tax deductions previously taken which no longer qualify as deductible expenses.

Overview

In September 2006, we finalized the Federal Settlement Agreement to settle the federal government s national Medicaid and TRICARE investigation and claims made by a *qui tam* relator. Under the terms of the Federal Settlement Agreement, we paid the federal government $25.1 million related to neonatal services provided from January 1996 through December 1999 of which $9.5 million was transferred to an escrow agent for distribution to participating Medicaid states. We also received certain releases from the federal government and the *qui tam* relator. In addition, we entered into separate State Settlement Agreements with each state Medicaid program involved in the settlement and received releases from these programs.

On April 4, 2006, we announced that our Board of Directors authorized a two-for-one stock split of the Company s common stock. Shareholders of record at the close of business on April 13, 2006 received one additional share of Pediatrix common stock for each share held of record on that date. The shares were issued on April 27, 2006. All share and per share amounts presented in this Form 10-Q have been adjusted to reflect the effect of the two-for-one stock split.

Effective January 1, 2006, we adopted Statement of Financial Accounting Standards No. 123(R) (FAS 123(R)) Share-Based Payment. This statement requires us to expense stock-based awards to our employees using a fair-value-based measurement method. Our results of operations for the three and nine months ended September 30, 2006 include stock-based compensation expense related to stock options and restricted stock awarded under our stock incentive plans (the Stock Incentive Plans) and employee stock purchases under our stock purchase plans (the Stock Purchase Plans) in accordance with FAS 123(R). For the three and nine months ended September 30, 2005, we recorded stock-based compensation expense using the intrinsic value method prescribed by Accounting Principles Board Opinion No. 25, Accounting for Stock Issued to Employees and its related interpretations (APB 25) for stock options determined to have been issued at grant prices below market value on the measurement date and for restricted stock first awarded on July 14, 2005.

During the nine months ended September 30, 2006 and 2005, we completed the acquisition of seven and 12 physician group practices, respectively. Our results of operations for the three and nine months ended September 30, 2006 and 2005 include the

results of operations for these physician group practices from their respective dates of acquisition and therefore are not comparable in some material respects.

Results of Operations

Three Months Ended September 30, 2006 as Compared to Three Months Ended September 30, 2005

Our net patient service revenue increased $37.7 million, or 21.1%, to $215.8 million for the three months ended September 30, 2006, as compared to $178.1 million for the same period in 2005. Of this $37.7 million increase, $10.6 million, or 28.1%, was attributable to revenue generated from acquisitions completed after June 30, 2005. Same-unit net patient service revenue increased $27.1 million, or 15.6%, for the three months ended September 30, 2006. The increase in same-unit net patient service revenue was the result of a net increase in revenue of approximately $18.9 million related to pricing and reimbursement factors and increased revenue of $8.2 million from higher patient service volumes across our subspecialties. The net increase in revenue of $18.9 million related to pricing and reimbursement factors is due to the impact of a new billing code introduced by the American Medical Association in early 2006, improved managed care contracting and the flow through of revenue from modest price increases offset, in part, by a decline in revenue caused by a slight 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. Increased revenue of $8.2 million from higher patient service volumes includes $4.2 million from volume growth in maternal-fetal, pediatric cardiology, metabolic screening and other services, including hearing screens and newborn nursery services, and $4.0 million from a 3.2% increase 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 period.

Practice salaries and benefits increased $21.6 million, or 21.8%, to $120.8 million for the three months ended September 30, 2006, as compared to $99.2 million for the same period in 2005. This $21.6 million increase was attributable to an increase in incentive compensation of $12.0 million as a result of same-unit growth and operational improvements at the physician practice level and increased costs associated with new physicians and other staff of $9.7 million to support acquisition-related growth and volume growth at existing units.

Practice supplies and other operating expenses increased $1.1 million, or 15.4%, to $8.1 million for the three months ended September 30, 2006 as compared with $7.0 million for the same period in 2005. The increase was primarily attributable to supply and maintenance costs, rent, professional fees, and other costs to support new and existing physician practices.

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 $2.9 million, or 11.4%, to $28.0 million for the three months ended September 30, 2006, as compared to $25.1 million for the same period in 2005. This $2.9 million increase was due to increased professional fees of $1.6 million primarily related to the Company s voluntary stock option review and an increase in salaries and benefits and other general and administrative expenses of $1.3 million related to the continued growth of the Company.

Depreciation and amortization expense decreased by $31,000, or 1.3%, to $2.3 million for the three months ended September 30, 2006. This decrease was primarily attributable to the completion of amortization of certain intangibles during the three months ended September 30, 2006.

Income from operations increased $12.1 million, or 27.2%, to $56.5 million for the three months ended September 30, 2006, as compared with $44.4 million for the same period in 2005. Our operating margin increased to 26.2% for the three months ended September 30, 2006, as compared to 25.0% for the same period in 2005. The net increase in our operating margin of 120 basis points is primarily related to improved management of general and administrative expenses.

We recorded net investment income of $1.1 million for the three months ended September 30, 2006, as compared with net interest expense of $100,000 for the same period in 2005. The increase in net investment income is primarily due to an increase in funds available to invest and a higher return on outstanding investment balances for the three months ended September 30, 2006 as compared to the prior year period. Interest expense for the three months ended September 30, 2006 and 2005 consisted of interest charges, commitment fees and amortized debt costs associated with

our Line of Credit.

Our effective income tax rate was 38.9% and 37.5% for the three months ended September 30, 2006 and 2005, respectively. During the three months ended September 30, 2006, we recorded an increase in our tax provision to adjust our provisional tax rate for the nine months ended September 30, 2006 as a result of an increase in permanent differences and changes in apportionment of income.

Net income increased to $35.2 million or 27.0% for the three months ended September 30, 2006, as compared to $27.7 million for the same period in 2005.

Diluted net income per common and common equivalent share was $0.71 on weighted average shares outstanding of 49.5 million for the three months ended September 30, 2006, as compared to $0.57 on weighted average shares outstanding of 48.3 million for the same period in 2005. The net increase in weighted average shares outstanding is primarily due to the exercise of employee stock options, the vesting of restricted stock and the issuance of shares under our employee stock purchase plans (Stock Purchase Plans).

Nine Months Ended September 30, 2006 as Compared to Nine Months Ended September 30, 2005

Our net patient service revenue increased $91.2 million, or 17.7%, to $607.2 million for the nine months ended September 30, 2006, as compared to $516.0 million for the same period in 2005. Of this $91.2 million increase, $35.3 million, or 38.7%, was attributable to revenue generated from acquisitions completed after December 31, 2004. Same-unit net patient service revenue increased $55.9 million, or 11.2%, for the nine months ended September 30, 2006. The increase in same-unit net patient service revenue was the result of a net increase in revenue of approximately $30.5 million related to pricing and reimbursement factors and increased revenue of $25.4 million from higher patient service volumes across our subspecialties. The net increase in revenue of $30.5 million related to pricing and reimbursement factors is due to the impact of a new billing code introduced by the American Medical Association in early 2006, improved managed care contracting and the flow through of revenue from modest price increases offset, in part, by a decline in revenue caused by a greater 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. Increased revenue of $25.4 million from higher patient service volumes includes $13.3 million from a 3.7% increase in neonatal intensive care unit patient days and $12.1 million from volume growth in maternal-fetal, pediatric cardiology, metabolic screening 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 period.

Practice salaries and benefits increased $52.3 million, or 17.7%, to $347.8 million for the nine months ended September 30, 2006, as compared to $295.5 million for the same period in 2005. The increase was primarily attributable to: (i) costs associated with new physicians and other staff of $32.0 million to support acquisition-related growth and volume growth at existing units; (ii) an increase in incentive compensation of $18.2 million as a result of same-unit growth and operational improvements at the physician practice level; and (iii) an increase in stock-based compensation of $2.1 million related to our equity compensation plan (Stock Incentive Plans) and Stock Purchase Plans.

Practice supplies and other operating expenses increased $4.4 million, or 21.8%, to $24.5 million for the nine months ended September 30, 2006 as compared with $20.1 million for the same period in 2005. The increase was primarily attributable to supply and maintenance costs, rent, professional fees, and other costs to support new and existing physician practices.

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 $4.0 million, or 5.2%, to $80.2 million for the nine months ended September 30, 2006, as compared to $76.2 million for the same period in 2005. This $4.0 million net increase was due to (i) an increase in stock-based compensation of $7.2 million related to our Stock Incentive Plans and Stock Purchase Plans; (ii) a $4.4 million increase in salaries and benefits and other general and administrative expenses due to the continued growth of the Company; (iii) an offsetting $6.0 million liability reserve recorded during the comparable 2005 period relating to our national Medicaid and TRICARE investigation; and (iv) an offsetting $1.6 million gain on sale of the Company s aircraft in June 2006.

Depreciation and amortization expense decreased by $455,000, or 6.1%, to $7.1 million for the nine months ended September 30, 2006, as compared to $7.5 million for the same period in 2005. This decrease was primarily attributable to the completion of amortization of certain intangibles during the nine months ended September 30, 2006.

Income from operations increased $31.0 million, or 26.5%, to $147.7 million for the nine months ended September 30, 2006, as compared with $116.7 million for the same period in 2005. Our operating margin increased to 24.3% for the nine months ended September 30, 2006, as compared to 22.6% for the same period in 2005. The net

increase in our operating margin is the result of: (i) improved management of general and administrative expenses; (ii) the recording of a $6.0 million estimated liability reserve in 2005; (iii) a $1.6 million gain on sale of the Company s aircraft in June 2006; partially offset by (iv) an increase in stock-based compensation of $9.3 million related to our Stock Incentive Plans and Stock Purchase Plans.

We recorded net investment income of $1.2 million for the nine months ended September 30, 2006, as compared with net interest expense of $1.4 million for the same period in 2005. The increase in net investment income is primarily due to a lower average outstanding balance on our Line of Credit and higher investment income on outstanding investment balances for the nine months ended September 30, 2006 as compared to the prior year period. Interest expense for the nine months ended September 30, 2006 and 2005 consisted of interest charges, commitment fees and amortized debt costs associated with our Line of Credit and interest charges associated with an aircraft operating lease.

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Our effective income tax rate was 38.2% and 37.5% for the nine months ended September 30, 2006 and 2005, respectively. The increase in our effective tax rate for the nine months ended September 30, 2006 is due to an increase in permanent differences and changes in the apportionment of income.

Net income increased to $92.1 million or 27.8% for the nine months ended September 30, 2006, as compared to $72.0 million for the same period in 2005. Net income for the nine months ended September 30, 2006 reflects the after-tax impact of an increase in stock-based compensation expense and the after-tax impact of the gain on sale of the Company s aircraft. Net income for the nine months ended September 30, 2005 reflects the after-tax impact of the estimated liability reserve we recorded relating to our national Medicaid and TRICARE investigation.

Diluted net income per common and common equivalent share was $1.87 on weighted average shares outstanding of 49.3 million for the nine months ended September 30, 2006, as compared to $1.51 on weighted average shares outstanding of 47.7 million for the same period in 2005. The net increase in weighted average shares outstanding was primarily due to the exercise of employee stock options, the vesting of restricted stock, and the issuance of shares under our Stock Purchase Plans, partially offset by shares repurchased during the fourth quarter of 2005.

Liquidity and Capital Resources

As of September 30, 2006, we had $62.5 million of cash and cash equivalents on hand as compared to $11.2 million at December 31, 2005. In addition, we had working capital of $49.0 million at September 30, 2006, an increase of $62.0 million from a working capital deficit of $13.0 million at December 31, 2005. This net increase in working capital was primarily the result of funds generated from operations and proceeds from the exercise of employee stock options partially offset by funds used for the acquisition of physician group practices during the nine months ended September 30, 2006.

Our net cash provided from operating activities was $108.3 million for the nine months ended September 30, 2006, as compared to net cash provided from operating activities of $114.6 million for the same period in 2005. The net decrease in our cash flow from operations for the nine months ended September 30, 2006 is primarily due to the payment of $25.1 million to the federal government for the final settlement of our previously announced national Medicaid and TRICARE investigation, the timing of our third quarter tax payments, and the change in presentation of excess tax benefits in our condensed consolidated statement of cash flows as required by FAS 123(R) and discussed below, partially offset by improved operating results.

During the nine months ended September 30, 2006, accounts receivable increased by $8.2 million, as compared to a decrease of $2.0 million for the same period in 2005. Our days sales outstanding, or DSO, for accounts receivable at September 30, 2006 were 51.1 days, a decrease from 57.8 days at December 31, 2005. The net increase in accounts receivable during the nine months ended September 30, 2006 is due to same unit net patient service revenue growth and an increase in revenue related to acquisitions completed during the fourth quarter of 2005 and the nine months ended September 30, 2006, partially offset by the decline in our DSO.

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.

During the nine months ended September 30, 2006, accounts payable and accrued expenses decreased by $1.7 million from $175.6 million at December 31, 2005 to $173.9 million at September 30, 2006. This net decrease is primarily due to the payment of $25.1 million to the federal government for the final settlement of our previously announced national Medicaid and TRICARE investigation partially offset by increases in our liabilities for professional liability risks, performance-based compensation and 401(k) plan matching contributions. Our annual payments due to affiliated physicians under our performance-based incentive compensation program and our annual 401(k) plan matching contributions are made during the first quarter of each year.

During the nine months ended September 30, 2006, cash flow provided from operations related to income taxes payable and deferred taxes was $7.7 million, compared to $21.7 million for the same period in 2005. This change is related to the presentation of excess tax benefits as required by FAS 123(R) and the timing of our tax payments. Effective January 1, 2006, the excess tax benefits related to the exercise of stock options and the vesting of restricted stock are treated as a cash inflow from financing activities rather than a component of cash provided from operating activities. This change in cash flow presentation had the effect of decreasing cash flows from operating activities and increasing cash flows from financing activities by $8.1 million for the nine months ended September 30, 2006. The tax benefit included in cash provided from operating activities for the nine months ended September 30, 2005 was $3.6 million. The remaining change is primarily due to the delayed payment of estimated taxes normally

due in third quarter of 2005. As a result of hurricane relief offered by the federal government, our estimated tax payments scheduled for the third quarter of 2005 were not made until the fourth quarter of 2005.

During the nine months ended September 30, 2006, cash generated from our operating activities along with cash on hand were used to fund the acquisition of seven physician group practices for $81.9 million and fund capital expenditures in the amount of $9.2 million. Our capital expenditures include $4.9 million for medical equipment, computer and office equipment, software, furniture and other improvements at our office-based practices and our corporate and regional offices, and $4.3 million related to the purchase of our aircraft. In May 2006, we purchased our previously leased aircraft and immediately sold the aircraft for approximately $6.1 million.

During the nine months ended September 30, 2006, our net cash flows provided from financing activities consisted primarily of proceeds from the exercise of employee stock options and the excess tax benefit of stock option exercises and the vesting of restricted stock.

Our $225 million Line of Credit matures in July 2009 and includes a $25 million subfacility for the issuance of letters of credit. At our option, the Line of Credit bears interest at (i) the base rate (defined as the higher of the Federal Funds Rate plus .5% or the Bank of America prime rate) or (ii) the Eurodollar rate plus an applicable margin rate ranging from .75% to 1.75% based on our consolidated leverage ratio. Our Line of Credit is collateralized by substantially all of our assets. We are subject to certain covenants and restrictions specified in the Line of Credit, including covenants that require us to maintain a minimum level of net worth and that restrict us from paying dividends and making certain other distributions as specified therein. Failure to comply with these covenants and restrictions would constitute an event of default under the Line of Credit, notwithstanding our ability to meet our debt service obligations. Our Line of Credit includes various customary remedies for our lenders following an event of default.

As a result of the stock option review described in Note 3 to our Condensed Consolidated Financial Statements, we executed certain Consent to Extension Agreements with the latest Consent to Extension Agreement permitting us to extend the delivery of financial statements and related debt covenant calculations and certifications for the quarters ended June 30, 2006, September 30, 2006 and March 31, 2007 and the year ended December 31, 2006 until August 14, 2007. The Consent to Extension Agreement also waives any default or event of default relating to our failure to deliver an annual budget within the required time period provided the budget is delivered by August 14, 2007. We plan to deliver the budget and all required financial statements and related debt covenant calculations and certifications on or before this date.

At September 30, 2006, we believe we were in compliance with the financial covenants and other restrictions applicable to us under the Line of Credit. At September 30, 2006, we had no outstanding principal balance on our Line of Credit; however, we had outstanding letters of credit of $25.0 million, which reduce the amount available on our 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 liabilities for self-insured amounts and an estimate of liabilities for claims incurred but not reported based on an actuarial valuation using historical loss patterns. Our most recent renewal includes higher self-insured retention amounts that have contributed to the increase in our liability for accrued professional liability risks from $39.4 million at December 31, 2005 to $51.2 million at September 30, 2006.

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, and meet our contractual obligations for at least the next 12 months.

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 project, positioned, strategy and similar 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 and bears interest at our option at (i) the base rate (defined as the higher of the Federal Funds Rate plus .5% or the Bank of America prime rate) or (ii) the Eurodollar rate plus an applicable margin rate ranging from .75% to 1.75% based on our consolidated leverage ratio. There was no outstanding principal balance under our Line of Credit at September 30, 2006. However, for every $10 million outstanding on our Line of Credit, a 1% change in interest rates would result in an impact to income before taxes of $100,000 per year.

Item 4. Controls and Procedures.

Management s Consideration of Stock Option Practices and the Restatement

As described in the Explanatory Note preceding Item 1 and Note 3, Restatement of Consolidated Financial Statements, to our Condensed Consolidated Financial Statements of this Form 10-Q, the Audit Committee of our Board of Directors conducted 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. Based on the evidence reviewed, the Audit Committee has concluded that (i) in certain instances, available documentation was insufficient to support or was inconsistent with the measurement date or exercise price which was originally assigned to the relevant stock option grant, (ii) certain stock option grants which required variable accounting were inappropriately accounted for as fixed awards, and (iii) modifications to certain stock option grants were not accounted for properly. Accordingly, we have recorded additional non-cash stock-based compensation expense and related tax effects with regard to certain past stock option grants, and have restated certain previously filed financial statements.

In assessing whether our disclosure controls and procedures were effective as of September 30, 2006, management considered a number of important changes in its internal controls related to the granting, pricing and accounting for stock options. These changes include the following:

In 2001, the Board of Directors approved an amendment to the Company s Amended and Restated Stock Option Plan that formalized in writing the authority of the Chief Executive Officer or President of the Company to grant stock options to certain employees within defined limits.

From 2001 to 2005, processes continued to improve over time with respect to Company-wide annual grants, particularly in relation to advanced planning, documentation, communication and approval by the Compensation Committee.

During 2004, processes were implemented to improve documentation relating to stock options granted under the authority delegated to the Chief Executive Officer and President.

In 2004, key controls relating to the accounting for stock-based awards were identified, test plans were developed and controls were tested.

In 2005, the Compensation Committee adopted a policy to make regular Company-wide annual grants of stock-based awards at mid-year.

In 2005, standardized documentation to evidence grants of stock-based awards was enhanced and reviewed by the Compensation Committee.

In August 2006, management suspended the use of delegated authority by the Chief Executive Officer and President to grant stock options and required that all stock-based awards be approved by the Compensation Committee at duly called meetings (with the grant date being the date of the Compensation Committee s approval and the pricing being based on the closing market price on the grant date).

In assessing whether our disclosure controls and procedures were effective as of September 30, 2006, management also considered the restatement of the Company s consolidated financial statements. In particular, management assessed the impact of the restatement to the Company s financial statements for the years ended December 31, 2005

and 2004, considered the control environment in the years prior to 2001 when backdated option grants occurred, the control environment in the years thereafter and the important changes to internal controls that occurred since 2000 discussed above.

In addition, other measures have been adopted to enhance the oversight of the granting and administration of stock-based awards. Management will continue to review developments and opportunities to implement and maintain best practices with respect to future grants of stock-based awards, including stock options, and the administration of its stock-based incentive plans.

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 as of September 30, 2006. Based upon that evaluation, the Company s Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2006.

Changes in Internal Controls Over Financial Reporting

No changes in our internal control over financial reporting occurred during the quarter ended September 30 2006 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.

As described in the Explanatory Note immediately preceding Part I, Item 1, and in Note 3, Restatement of Consolidated Financial Statements in Notes to Condensed Consolidated Financial Statements in this Form 10-Q, the Audit Committee of our Board of Directors conducted 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. We voluntarily contacted the staff of the SEC regarding the Audit Committee s review and subsequently the SEC notified us that it had commenced a formal investigation into our stock option practices. We have also had discussions with the U.S. Attorney s office for the Southern District of Florida regarding the Audit Committee s review. Based on these discussions, we believe that the U.S. Attorney s office may make a request for various documents and information related to the review and 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 November 2006, we were notified that the FTC closed its investigation of our acquisition of Magella and our business practices generally with a finding that no further action is warranted.

Beginning in April 1999, we received requests from various federal and state investigators for information relating to our billing practices for services reimbursed by Medicaid, and the United States Department of Defense s TRICARE program for military dependents and retirees. From 1999 through 2002, a number of the individual state investigations were resolved through agreements to refund certain overpayments and reimburse certain costs to the states. In June 2003, we were advised by a United States Attorney s Office that it was conducting a civil investigation with respect to our Medicaid billing practices nationwide. The federal Medicaid investigation was initiated as a result of a complaint filed under seal by a third party, known as qui tam or whistleblower complaint, under the FCA which permits private individuals to bring confidential actions on behalf of the government. Beginning in late 2003, the federal Medicaid investigation, the TRICARE investigation, and related state inquiries were coordinated together.

In February 2006, we announced that we had reached an agreement in principle on the amount of a financial settlement with federal and state authorities that would resolve the Medicaid, TRICARE and state billing investigations, subject to, among other things, completion and approval of final settlement agreements, including a corporate integrity agreement with the OIG. In September 2006, we announced that we had completed a final settlement agreement with the DOJ and the relator who initiated the qui tam complaint (Federal Settlement Agreement). In February 2007, we announced that we had 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 the federal government $25.1 million related to neonatal services provided from January 1996 through December 1999, of which $9.5 million was transferred to an escrow agent for distribution to each Medicaid-participating state that entered into a State Settlement Agreement with us.

As part of the Federal Settlement Agreement, we entered into a five-year Corporate Integrity Agreement with 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 federal healthcare program (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 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, our Compliance Plan and the Corporate Integrity Agreement;

maintaining the Code of Conduct we 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 we 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 we 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 health care 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 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 our duties under the Corporate Integrity Agreement could result in substantial monetary penalties and in the case of a material breach, could even exclude us from participating in FHC Programs. Management believes we were in compliance with the Corporate Integrity Agreement as of September 30, 2006.

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 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

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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.

We have received three letters from shareholders demanding that our Board of Directors initiate legal proceedings against certain current and former officers and directors for, among other things, breaches of fiduciary duty in connection with our historical stock option granting practices. These demands have been reviewed by a special committee (Special Committee) of our Board of Directors in connection with the review of our stock option practices. The Special Committee has considered the matter and has determined that it is not in the best interest of the Company to take further action with respect to the Company s current management or directors. The Special Committee is still considering whether any future action should be taken regarding any former management or directors. We cannot predict whether any derivative actions will result from the shareholder demands and, if so, their outcomes.

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 and results of operations.

Item 1A. Risk Factors.

The following Risk Factors are in addition to or modifications of those previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005.

Any of the following risks could have a material adverse effect on our business, financial condition or results of operations and the trading price of our common stock.

The matters relating to the investigation by the Audit Committee of the Board of Directors and the restatement of the Company s consolidated financial statements have required us to incur substantial expenses and may result in litigation and governmental enforcement actions.

As described in the Explanatory Note immediately preceding Part I, Item 1, and in Note 3, Restatement of Consolidated Financial Statements in Notes to Condensed Consolidated Financial Statements in this Form 10-Q, the Audit Committee of our Board of Directors conducted 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. Based on the evidence reviewed, the Audit Committee concluded that (i) in certain instances, available documentation was insufficient to support or inconsistent with the measurement date or exercise price which was originally assigned to the relevant stock option grant, (ii) certain stock option grants which required variable accounting were inappropriately accounted for as fixed awards, and (iii) modifications to certain stock option grants were not accounted for properly. Accordingly, we have recorded additional non-cash stock-based compensation expense and related tax effects with regard to certain past stock option grants, and have restated certain previously filed financial statements included in this Form 10-Q.

The review and related activities have required us to incur substantial expenses for legal, accounting, tax and other professional services, have diverted management s attention from our business, and could in the future harm our business, financial condition, results of operations and cash flows.

While we believe that we have made appropriate judgments in determining the correct measurement dates for our stock option grants in light of the Audit Committee s findings, the SEC may disagree with the manner in which we have accounted for and reported, or not reported, the financial impact of past stock option grants. Accordingly, there is a risk that we may have to further restate our prior financial statements, amend prior filings with the SEC, or take other actions not currently contemplated.

Our past stock option granting practices and the restatement of prior financial statements have exposed us to greater risks associated with litigation, regulatory proceedings and government enforcement actions. We voluntarily contacted the SEC regarding the Audit Committee s review and subsequently the SEC notified us that it had commenced a formal investigation into our stock option practices. We have also had discussions with the U.S. Attorney s office for the Southern District of Florida regarding the Audit Committee s review. Based on these

discussions, we believe that the U. S. Attorney s office may make a request for various documents and information related to the review and our stock option granting practices. We intend to continue full cooperation with the U. S. Attorney s office and the SEC. In addition, we have received three letters from shareholders demanding that our Board of Directors initiate legal proceedings against certain current and former officers and directors for, among other things, breaches of fiduciary duty in connection with our historical stock option granting practices. Accordingly, there is risk that derivative actions could be filed against certain current or former officers and directors based on allegations relating to our historical stock option granting practices.

Subject to certain limitations, we are obligated to indemnify our current and former directors, officers and employees in connection with any regulatory or litigation matter relating to our historical stock option granting practices. These obligations arise under the terms of the Company s articles of incorporation, as amended, its amended and restated bylaws, applicable agreements and Florida law. The obligation to indemnify generally means that we are required to pay or reimburse the individual s reasonable legal expenses and possibly damages and other liabilities that may be incurred.

No assurance can be given regarding the outcomes from any litigation, regulatory proceedings or government enforcement actions relating to our historical stock option granting practices. The resolution of these matters may be time consuming, expensive, and may distract management from the conduct of our business. Furthermore, if we are subject to adverse findings in litigation, regulatory proceedings or government enforcement actions, we could be required to pay damages or penalties or have other remedies imposed, which could harm our business, financial condition, results of operations and cash flows.

As a result of our delayed filing of our Quarterly Report on Form 10-Q for the quarters ended June 30, 2006, September 30, 2006 and March 31, 2007 and our Annual Report on Form 10-K, we will be ineligible to register our securities on Form S-3 for sale by us or resale by others until we have timely filed all periodic reports under the Securities Exchange Act of 1934, as amended, for a period of twelve months and any portion of a month from the due date of the last untimely report. We may use Form S-1 to raise capital or complete acquisitions using our securities, but doing so could increase transaction costs and adversely affect our ability to raise capital or complete such acquisitions in a timely manner.

In March 2007, we received a New York Stock Exchange (NYSE) letter stating that, as a result of the delayed filing of the Company s Form 10-K for the year ended December 31, 2006, we were not in compliance with the filing requirements for continued listing as set forth in the New York Stock Exchange listed company manual and was therefore subject to delisting from the NYSE. With the filing of our Form 10-K, we believe that will remedy our non-compliance with the NYSE continued listing requirements. If, however, the SEC disagrees with the manner in which we have accounted for and reported, or not reported, the financial impact of past stock option grants, there could be further delays in filing subsequent SEC reports that might result in delisting of our common stock from the NYSE.

The Federal Trade Commission or other parties may assert that our business practices violate antitrust laws.

The health care industry is highly regulated for antitrust purposes and we believe that it will continue to be subject to close regulatory scrutiny. In recent years, the FTC, the DOJ and state Attorney Generals have taken increasing steps to review and, in some cases, take enforcement action against business conduct and acquisitions in the health care industry. Violations of antitrust laws are punishable by substantial penalties, including significant monetary fines, civil penalties, criminal sanctions, and consent decrees and injunctions prohibiting certain activities or requiring divestiture or discontinuance of business operations. Any of these penalties could have a material adverse effect on our business, financial condition and results of operations. We were the subject of an investigation by the FTC relating to issues of competition in connection with our 2001 acquisition of Magella and our business practices generally. We were notified in November 2006, however, that the FTC has closed its investigation with a finding that no further action was warranted.

We may become subject to billing investigations by federal and state government authorities.

State and federal statutes impose substantial penalties, including civil and criminal fines, exclusion from participation in government health care programs and imprisonment, on entities or individuals (including any individual corporate officers or physicians deemed responsible) that fraudulently or wrongfully bill governmental or other third-party payors for health care services. In addition, federal laws allow a private person to bring a civil action in the name of the United States government for false billing violations. In September, 2006, we entered into a settlement agreement with the DOJ that sets forth the terms of a financial settlement related to an investigation by federal and state authorities into our coding and billing practices for the period of time from 1996 through 1999 for neonatal critical care and intensive care services reimbursed by the Medicaid program nationwide, the Federal Employees Health Benefit program and the TRICARE program. As part of the financial settlement with the Department of Justice, we entered into a Corporate Integrity Agreement with the Office of Inspector General of the

Department of Health and Human Services for a term of five years. The Corporate Integrity Agreement imposes yearly compliance and audit obligations upon us. We believe that additional audits, inquiries and investigations from government agencies will continue to occur from time to time in the ordinary course of our business, which could result in substantial defense costs to us and a diversion of management s time and attention. We cannot predict whether any future audits, inquiries or investigations, or the public disclosure of such matters, would have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

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: August 6, 2007	By: /s/ Roger J. Medel, M.D. Roger J. Medel, M.D., Chief Executive Officer (principal executive officer)
Date: August 6, 2007	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 Quarterly Report on Form 10-Q for the period ended June 30, 2000).
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	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	Consent to Extension Agreement dated as of August 11, 2006 by and among Pediatrix, certain of its subsidiaries and affiliates, Bank of America, N.A., as administrative agent, and each of the Lenders signatory thereto (incorporated by reference to Exhibit 10.1 to Pediatrix s Current Report on Form 8-K dated August 11, 2006).
10.2	Settlement Agreement dated September 21, 2006, between Pediatrix and the U.S. Department of Justice (incorporated by reference to Exhibit 10.1 to Pediatrix s Current Report on Form 8-K dated September 22, 2006).
10.3	Model State Settlement Agreement (incorporated by reference to Exhibit 10.2 to Pediatrix s Current Report on Form 8-K dated September 22, 2006).
10.4	Corporate Integrity Agreement dated September 20, 2006, between Pediatrix and the Office of the Inspector General of the Department of Health and Human Services (incorporated by reference to Exhibit 10.3 to Pediatrix s Current Report on Form 8-K dated September 22, 2006).
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.