

PEDIATRIX MEDICAL GROUP INC

Form 8-K

March 01, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities and Exchange Act of 1934**

**Date of Report (date of earliest event reported): February 18, 2005**

**PEDIATRIX MEDICAL GROUP, INC.**

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**(Exact Name of Registrant as Specified in Its Charter)**

**Florida  
(State or Other  
Jurisdiction of  
Incorporation)**

**001-12111  
(Commission File  
Number)**

**65-0271219  
(IRS Employer  
Identification No.)**

**1301 Concord Terrace  
Sunrise, Florida 33323**

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**(Address of principal executive office)**

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

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 1.01 Entry into a Material Definitive Agreement.**

On February 18, 2005, Pediatrix Medical Group, Inc. ( Pediatrix or the Company ) paid Roger J. Medel, the Company s Chief Executive Officer, and on February 28, 2005, Pediatrix paid Joseph M. Calabro, the Company s President and Chief Operating Officer, Karl B. Wagner, the Company s Chief Financial Officer and Treasurer and Thomas W. Hawkins, the Company s Senior Vice President, General Counsel and Secretary, cash bonuses for 2004. Dr. Medel and Messrs. Calabro, Wagner, and Hawkins each received performance bonuses under Pediatrix s 2004 Incentive Compensation Plan based upon previously determined performance criteria adopted by Pediatrix s Compensation Committee of the Board of Directors. In addition, Dr. Medel and Messrs. Calabro, Wagner, and Hawkins received discretionary bonuses in the amount of \$151,875, \$101,250, \$84,375, and \$78,750, respectively. Together, the aggregate of the performance bonus and discretionary bonus paid to each executive officer, amounted to significantly less than the targeted 100% of such executive officer s base salary.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**PEDIATRIX MEDICAL GROUP, INC.**

Date: March 1, 2005

By:   /s/ Karl B. Wagner  
Name: Karl B. Wagner  
Title: Chief Financial Officer