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or a combination thereof; provided that at least \$10 million or twenty percent of the earn out, whichever is lower, will be paid in cash. The terms of the acquisition were determined through negotiations between Matria and LifeMetrix and are set forth in a Purchase and Sale Agreement, dated April 29, 2002, by and among Matria, LifeMetrix, and Quality Oncology (the "Purchase Agreement").

On September 26, 2002, Matria stockholders approved the issuance of Matria Common Stock in connection with the acquisition. The issuance of Matria Common Stock under the Purchase Agreement was registered under the Securities Act of 1933 pursuant to Matria's registration statement on Form S-4 (Registration No. 333-90944), filed with the Securities and Exchange Commission.

Item 7. Financial Statements, Pro Forma Financial Information, and Exhibits

(a) The audited financial statements of Quality Oncology, Inc. as of December 31, 2001 and for the year then ended and the unaudited financial statements of Quality Oncology, Inc., as of June 30, 2002 and for the six months then ended are incorporated herein by reference to the Registration Statement on Form S-4 (Registration No. 333-90944), filed by Matria.

(b) The pro forma information and explanatory notes required by Article 11 of Regulation S-X and this Item 7 are incorporated herein by reference to the Registration Statement on Form S-4 (Registration No. 333-90944), filed by Matria.

(c) Exhibits.

2.1 Purchase and Sale Agreement by and among Matria Healthcare, Inc., LifeMetrix, Inc., and Quality Oncology, Inc., dated April 29, 2002, which is incorporated by reference to the Registration Statement on Form S-4 (Registration No. 333-90944), filed by Matria.

99.1 Standstill Agreement, dated September 30, 2002, by and among Matria Healthcare, Inc., LifeMetrix, Inc., and the stockholders listed on Schedule 1 attached therein.

99.2 Registration Rights Agreement, dated September 30, 2002, by and among Matria Healthcare, Inc., LifeMetrix, Inc., and the preferred stockholders of LifeMetrix listed on Schedule 1 attached therein.

SIGNATURE

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.

MATRIA HEALTHCARE, INC.

By: /s/ Parker H. Petit

Parker H. Petit

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Chairman, President and Chief Executive
Officer

Date: October 8, 2002

EXHIBIT INDEX

Exhibit

Number Description of Exhibits

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