

PEDIATRIX MEDICAL GROUP INC  
Form DEFA14A  
August 22, 2008

**SECURITIES AND EXCHANGE COMMISSION**

**Washington D.C. 20549**

**SCHEDULE 14A INFORMATION**

**Proxy Statement**

**(Pursuant to Section 14(a) of the Securities Exchange Act of 1934)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

**Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under Rule 14a-12

**PEDIATRIX MEDICAL GROUP, INC.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No Fee Required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-11.

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

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(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0--11 (set forth the amount on which the filing fee is calculated and state how it was determined):

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(4) Proposed maximum aggregate value of transaction:

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(5) Total fee paid:

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Fee paid previously with preliminary materials:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

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(2) Form, Schedule or Registration Statement No.:

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(3) Filing Party:

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(4) Date Filed:

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**MEDICAL GROUP**

1301 CONCORD TERRACE

SUNRISE, FL 33355-2825

**Important Notice Regarding the Availability of Proxy Materials**

**for the Shareholder Meeting To Be Held on September 24, 2008.**

The proxy statement is available at <http://www.edocumentview.com/PDX>.

You are receiving this communication because you hold shares in the above company,

and the material you should review before you cast your vote is now available.

**Shareholder Meeting To Be Held on 09/24/08**  
**Proxy Material Available:** Notice and Proxy Statement

**Proxy Material View**

You can choose to view the material Online.

**How To View Material Via The Internet**

Street name holders visit [www.edocumentview.com/PDX](http://www.edocumentview.com/PDX)

Record holders visit [www.envisionreports.com/PDX](http://www.envisionreports.com/PDX)

Follow the steps outlined on the secured website.

**Meeting Information**

**Meeting Location and Directions**

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Meeting Type: Special Crowne Plaza Sawgrass Mills  
Meeting Date: 09/24/08 Aurola Boardroom  
Meeting Time: 10:00 A.M. 13400 W. Sunrise Boulevard  
For holders as of: 08/11/08 Sunrise, Florida 33323

For Meeting Directions Please Call: 954-384-0175

**Voting Items**

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ITEM 1.**

1. Proposal to approve the proposed Amended and Restated Pediatrix 1996 Non-Qualified Employee Stock Purchase Plan.
2. In their discretion, upon such other matters that may properly come before the meeting or any adjournment or adjournments thereof.

**How To Vote**

Street name holders: Follow the voting instructions on the Vote Instruction Form enclosed with this Notice.

Record holders: Follow the voting instructions on your proxy card.