

PEDIATRIX MEDICAL GROUP INC
Form SC 13D/A
May 16, 2002

CUSIP No. 705324 10 1

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D
(Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13d-2(a)

(Amendment No. 4)1

Pediatrics Medical Group, Inc.

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

705324 10 1

(CUSIP Number)

Welsh, Carson, Anderson
& Stowe
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New York, New York 10022
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Othon A. Prounis, Esq.
Reboul, MacMurray, Hewitt,
Maynard & Kristol
45 Rockefeller Plaza
New York, New York 10111
Tel. (212) 841-5700

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

May 1, 2002

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [].

1The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

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1) Name of Reporting Person and I.R.S. Identification No. of Above Person, if an Entity (Voluntary) Welsh, Carson, Anderson & Stowe VII, L.P.

2) Check the Appropriate Box if a Member of a Group (a) (b)

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) Not Applicable

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person 7) Sole Voting Power 1,129,755 shares of Common Stock

8) Shared Voting Power -0-

9) Sole Dispositive Power 1,129,755 shares of Common Stock

10) Shared Dispositive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person 1,129,755 shares of Common Stock

12) Check if the Aggregate Amount in Row (11) Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11) 4.4%

14) Type of Reporting Person PN

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1) Name of Reporting Person WCAS Healthcare

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and I.R.S. Identification Partners, L.P.
 No. of Above Person, if
 an Entity (Voluntary)

 2) Check the Appropriate Box (a) [X]
 if a Member of a Group (b) []

3) SEC Use Only

4) Source of Funds Not Applicable

5) Check if Disclosure of Legal Proceedings Is Not Applicable
 Required Pursuant to Items 2(d) or 2(e)

6) Citizenship or Place of Organization Delaware

Number of Shares Beneficially Owned by Each Reporting Person	7) Sole Voting Power	57,673 shares of Common Stock
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8) Shared Voting Power	-0-
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9) Sole Disposi- tive Power	57,673 shares of Common Stock
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10) Shared Dis- positive Power	-0-
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11) Aggregate Amount Beneficially Owned by Each Reporting Person	57,673 shares of Common Stock
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12) Check if the Aggregate
 Amount in Row (11)
 Excludes Certain Shares

13) Percent of Class Represented by Amount in Row (11)	0.2%
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14) Type of Reporting Person	PN
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 Amendment No. 4 to Schedule 13D (Final Amendment)

Reference is hereby made to the statement on Schedule 13D filed with the Commission on May 22, 2001, as amended by Amendment No. 1 thereto filed on May 29, 2001, Amendment No. 2 thereto filed on August 28, 2001 and Amendment No. 3 thereto filed on November 21, 2001 (as so amended, the "Schedule 13D"). Terms

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defined in the Schedule 13D are used herein as so defined.

Item 5 is hereby amended and restated to read in its entirety as follows:

Item 5. Interest in Securities of the Issuer.

The following information is based on a total of 25,513,661 shares of Common Stock outstanding as of April 2, 2002, as reported in the Issuer's Definitive Proxy Statement on Schedule 14A filed with the Commission on April 15, 2002:

(a)

WCAS VII and VII Partners

WCAS VII owns 1,129,755 shares of Common Stock, or approximately 4.4% of the Common Stock outstanding. VII Partners, as the general partner of WCAS VII, may be deemed to beneficially own the securities owned by WCAS VII.

WCAS HP and HP Partners

WCAS HP owns 57,673 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding. HP Partners, as the general partner of WCAS HP, may be deemed to beneficially own the securities owned by WCAS HP.

General Partners of VII Partners and HP Partners

(i) Patrick J. Welsh owns 53,668 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(ii) Russell L. Carson owns 53,668 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 53,668 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(iv) Thomas E. McInerney owns 38,773 shares of Common Stock, or approximately 0.2% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 17,659 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vi) Anthony J. deNicola owns 6,864 shares of Common Stock, or less

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than 0.1% of the Common Stock outstanding.

(vii) Paul B. Queally owns 9,736 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(viii) Lawrence B. Sorrel owns 3,195 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(ix) Jonathan M. Rather owns 799 shares of Common Stock, or less

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than 0.1% of the Common Stock outstanding.

(b) The general partners of VII Partners and HP Partners may be deemed to share the power to vote or direct the voting of and to dispose or direct the disposition of the Common Stock owned by WCAS VII and WCAS HP, respectively. Each of the general partners of VII Partners and HP Partners disclaims beneficial ownership of shares of Common Stock other than those he owns directly or by virtue of his or her indirect pro rata interest, as a general partner of VII Partners and/or HP Partners, as the case may be, in the securities owned by WCAS VII and/or WCAS HP.

(c) On May 1, 2002, WCAS VII sold 314,061 shares of Common Stock on the open market at \$45.00 per share. On May 16, 2002 WCAS VII distributed 1,000,000 shares of Common Stock to its partners, including 156,236 shares to VII Partners. VII Partners immediately distributed such shares to its partners.

(d) Except as described in this statement, no person has the power to direct the receipt of dividends on or the proceeds of sales of the shares of Common Stock owned by WCAS VII or WCAS HP.

(e) The Reporting Persons ceased to be the beneficial owners of more than five percent of the Common Stock on May 16, 2002.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

WELSH, CARSON, ANDERSON & STOWE VII, L.P.
By: WCAS VII Partners, L.P.,
General Partner

By: /s/ Jonathan M. Rather

General Partner

WCAS HEALTHCARE PARTNERS, L.P.
By: WCAS HP Partners, General Partner

By: /s/ Jonathan M. Rather

Attorney-in-Fact

Dated: May 16, 2002