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PEDIATRIX MEDICAL GROUP INC
Form SC 13D
May 29, 2001

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. 1)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
320 Park Avenue, Suite 2500
New York, New York 10022
Attention: Jonathan Rather
Tel. (212) 893-9500

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 15, 2001

(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 [].

1 The 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 OO
-
- 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 | 3,073,888 shares of Common Stock |
| | 8) | Shared Voting Power | -0- |
| | 9) | Sole Dispositive Power | 3,073,888 shares of Common Stock |
| | 10) | Shared Dispositive Power | -0- |
-
- 11) Aggregate Amount Beneficially Owned by Each Reporting Person 3,073,888 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) 13.3%
-
- 14) Type of Reporting Person PN

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- 1) Name of Reporting Person and I.R.S. Identification No. of Above Person, if WCAS Healthcare Partners, L.P.

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an Entity (Voluntary)

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

3) SEC Use Only	

4) Source of Funds	OO

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 55,723 shares of Power Common Stock
	8) Shared Voting Power -0-
	9) Sole Disposi- 55,723 shares of tive Power Common Stock
	10) Shared Dis- positive Power -0-

11) Aggregate Amount Beneficially Owned by Each Reporting Person	55,723 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)	0.2%

14) Type of Reporting Person	PN

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Amendment No. 1 to Schedule 13D

Reference is hereby made to the statement on Schedule 13D filed with the Commission on May 22, 2001 (the "Schedule 13D"). Terms defined in the Schedule 13D are used herein as so defined. This Amendment No. 1 to Schedule 13D is being filed solely to correct information in the Schedule 13D that was based on an incorrect number of shares of Common Stock outstanding after the completion of the Merger.

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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 approximately 23,200,000 shares of Common Stock outstanding after the completion of the Merger:

(a)

WCAS VII and VII Partners

WCAS VII owns 3,073,888 shares of Common Stock, or approximately 13.3% 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 55,723 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 23,892 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding.

(ii) Russell L. Carson owns 23,892 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding.

(iii) Bruce K. Anderson owns 23,892 shares of Common Stock, or approximately 0.1% of the Common Stock outstanding.

(iv) Thomas E. McInerney owns 18,949 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(v) Robert A. Minicucci owns 8,238 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(vi) Anthony J. deNicola owns 2,471 shares of Common Stock, or

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less than 0.1% of the Common Stock outstanding.

(vii) Paul B. Queally owns 4,943 shares of Common Stock, or less than 0.1% of the Common Stock outstanding.

(viii) Lawrence B. Sorrel owns no shares of Common Stock.

(ix) Jonathan M. Rather owns no shares of Common Stock.

(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

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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) Except as described in this statement, none of the entities or persons named in Item 2 has effected any transaction in the securities of the Issuer in the past 60 days.

(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) Not Applicable.

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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 Rather

General Partner

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

By: /s/ Jonathan Rather

Attorney-in-Fact

Dated: May 29, 2001