

MATRIA HEALTHCARE INC

Form POS AM

May 09, 2008

As filed with the Securities and Exchange Commission on May 9, 2008.

Registration No. 333-109488

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
Matria Healthcare, Inc.
(Exact name of issuer as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

20-2091331

(I.R.S. Employer
Identification No.)

1850 Parkway Place, 12th Floor
Marietta, Georgia

(Address of principal executive offices)

30067

(Zip Code)

Roberta L. McCaw, Esq.

Matria Healthcare, Inc.

1850 Parkway Place, 12th Floor

Marietta, Georgia 30067

(770) 767-4500

(Name, address and telephone number, including area code, of agent for service)

Approximate date of commencement of proposed sale to the public: Not Applicable

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box:

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Deregistration of Unsold Securities

Matria Healthcare, Inc. (the Company) previously registered up to \$150,000,000 of securities of the Company comprised of an indeterminate number of shares of common stock, shares of preferred stock, depository shares, debt securities, warrants and units (the Securities) on a Registration Statement on Form S-3 (Registration No. 333-109488) (the Registration Statement) filed with the Securities and Exchange Commission on October 3, 2003, as amended on October 27, 2003.

On January 27, 2008, the Company, Inverness Medical Innovations, Inc. (Inverness), Milano MH Acquisition Corp., a wholly-owned subsidiary of Inverness (Merger Sub), and Milano MH Acquisition LLC, a wholly-owned subsidiary of Inverness, entered into an Agreement and Plan of Merger (the Merger Agreement). The Merger Agreement provides that Merger Sub will merge with and into the Company with the Company continuing as the surviving entity as a wholly-owned subsidiary of Inverness (the Merger). A Certificate of Merger was filed with the Delaware Secretary of State and the Merger became effective on May 9, 2008 (the Merger Date).

As a result of the Merger, the Company has terminated all offerings of its securities pursuant to its existing registration statements, including the Registration Statement. Accordingly, the Company hereby removes from registration the securities of the Company registered but unsold under the Registration Statement as of the Merger Date.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this amendment to its registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Marietta, State of Georgia, on May 9, 2008.

MATRIA HEALTHCARE, INC.
(Registrant)

By: /s/ Parker H. Petit

Name: Parker H. Petit

Title: Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement, as amended, has been signed by the following persons in the capacities and on the dates indicated.

| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|---------------------------|---|-------------|
| /s/ Parker H. Petit | Chairman of the Board and Chief Executive Officer | May 9, 2008 |
| Parker H. Petit | (principal executive officer) | |
| /s/ Jeffrey L. Hinton | Senior Vice President and Chief Financial Officer | May 9, 2008 |
| Jeffrey L. Hinton | (principal financial officer) | |
| /s/ Joseph A. Blankenship | Vice President and Controller (principal accounting officer) | May 9, 2008 |
| Joseph A. Blankenship | | |
| /s/ Joseph G. Bleser | Director | May 9, 2008 |
| Joseph G. Bleser | | |
| /s/ J. Terry Dewberry | Director | May 9, 2008 |
| J. Terry Dewberry | | |
| /s/ Donald J. Lothrop | Director | May 9, 2008 |
| Donald J. Lothrop | | |
| /s/ Myldred H. Mangum | Director | May 9, 2008 |
| Myldred H. Mangum | | |

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| <u>Signatures</u> | <u>Title</u> | <u>Date</u> |
|--|--------------|-------------|
| /s/ Guy W. Millner Guy W. Millner | Director | May 9, 2008 |
| /s/ Kaaren J. Street Kaaren J. Street | Director | May 9, 2008 |
| /s/ Thomas S. Stribling Thomas S. Stribling | Director | May 9, 2008 |
| /s/ Wayne P. Yetter Wayne P. Yetter | Director | May 9, 2008 |