

MEDNAX, INC.  
Form SC 13D/A  
September 20, 2018  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 1)

MEDNAX, Inc.  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

58502B106  
(CUSIP Number)

Elliott Associates, L.P.

c/o Elliott Management Corporation

40 West 57th Street

New York, NY 10019

with a copy to:

Eleazer Klein, Esq.  
Marc Weingarten, Esq.

Schulte Roth & Zabel LLP

919 Third Avenue

New York, New York 10022

(212) 756-2000  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and  
Communications)

September 18, 2018  
(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 that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), Rule 13d-1(f) or Rule 13d-1(g), check the following box. [ ]

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\* 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 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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**1** NAME OF REPORTING PERSON

Elliott Associates, L.P.

**2** CHECK THE APPROPRIATE  x

BOX IF A MEMBER OF (b) " A GROUP

**3** SEC USE ONLY

SOURCE OF FUNDS

**4** WC CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS

REQUIRED PURSUANT TO ITEMS

2(d) or 2(e) CITIZENSHIP OR PLACE OF

**6** ORGANIZATION

Delaware

**7** SOLE VOTING POWER

**8** NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:

517,121 (1) SHARED VOTING POWER

**9** 0 SOLE DISPOSITIVE POWER

**10** 517,121 (1) SHARED DISPOSITIVE POWER

0

<b>11</b>	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH PERSON
<b>12</b>	517,121 (1) CHECK IF THE AGGREGATE AMOUNT IN ROW (11) ..
<b>13</b>	EXCLUDES CERTAIN SHARES PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
<b>14</b>	0.6% TYPE OF REPORTING PERSON  PN

(1) Excludes cash-settled swaps disclosed in Item 6 representing net economic exposure comparable to 862,217 additional shares of Common Stock (as defined below), which if aggregated with such beneficially owned shares, represent an aggregate economic interest in 1,379,338 shares representing 1.5% of the outstanding shares.

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**1** NAME OF REPORTING PERSON

Elliott International, L.P.

**2** CHECK THE APPROPRIATE  X

BOX IF A

MEMBER OF (b) "

**3** A GROUP

SEC USE ONLY

**4** SOURCE OF FUNDS

WC

CHECK BOX

IF

DISCLOSURE

OF LEGAL

**5** PROCEEDING

IS

REQUIRED

PURSUANT

TO ITEMS

2(d) or 2(e)

CITIZENSHIP OR

PLACE OF

**6** ORGANIZATION

Cayman Islands, British

West Indies

NUMBER OF

SHARES

BENEFICIALLY **7**

OWNED BY

EACH

REPORTING

PERSON WITH:

**8**

SOLE

VOTING

POWER

0

SHARED

VOTING

POWER

1,098,879 (1)

SOLE

DISPOSITIVE

**9**

POWER

0

**10**

SHARED

DISPOSITIVE

POWER

1,098,879 (1)

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,098,879 (1)

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

1.2%

**14** TYPE OF REPORTING  
PERSON

PN

(1) Excludes cash-settled swaps disclosed in Item 6 representing net economic exposure comparable to 1,832,215 additional shares of Common Stock, which if aggregated with such beneficially owned shares, represent an aggregate economic interest in 2,931,094 shares representing 3.1% of the outstanding shares.

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**1** NAME OF REPORTING PERSON

Elliott International  
Capital Advisors Inc.

**2** CHECK THE APPROPRIATE BOX IF A (a) x (b) "

MEMBER OF A GROUP

**3** SEC USE ONLY SOURCE OF FUNDS

**4** OO CHECK BOX IF

DISCLOSURE OF LEGAL

**5** PROCEEDING IS 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 WITH:

**7** SOLE VOTING POWER  
**8** -0- SHARED VOTING POWER

**9** 1,098,879 (1) SOLE DISPOSITIVE POWER

**10** -0- SHARED DISPOSITIVE

POWER

1,098,879 (1)

**11** AGGREGATE  
AMOUNT  
BENEFICIALLY  
OWNED BY EACH  
PERSON

1,098,879 (1)

**12** CHECK IF THE  
AGGREGATE  
AMOUNT IN  
ROW (11) ..  
EXCLUDES  
CERTAIN  
SHARES

**13** PERCENT OF CLASS  
REPRESENTED BY  
AMOUNT IN ROW (11)

1.2%

**14** TYPE OF REPORTING  
PERSON

CO

(1) Excludes cash-settled swaps disclosed in Item 6 representing net economic exposure comparable to 1,832,215 additional shares of Common Stock, which if aggregated with such beneficially owned shares, represent an aggregate economic interest in 2,931,094 shares representing 3.1% of the outstanding shares.



**CUSIP No. 58502B106 Schedule 13D/A Page 5 of 8 Pages**

The following constitutes Amendment No. 1 to the Schedule 13D filed by the undersigned (the "Amendment No. 1"). This Amendment No. 1 amends the Schedule 13D as specifically set forth herein.

**Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION**

Item 3 is hereby amended and restated to read as follows:

Elliott Working Capital The aggregate purchase price of the shares of Common Stock directly owned by Elliott is approximately \$23,024,559.

Elliott International Working Capital The aggregate purchase price of the shares of Common Stock directly owned by Elliott International is approximately \$48,926,569.

The Reporting Persons may effect purchases of shares of Common Stock through margin accounts maintained for them with prime brokers, which extend margin credit as and when required to open or carry positions in their margin accounts, subject to applicable federal margin regulations, stock exchange rules and such firms' credit policies. Positions in shares of Common Stock may be held in margin accounts and may be pledged as collateral security for the repayment of debit balances in such accounts. Since other securities may be held in such margin accounts, it may not be possible to determine the amounts, if any, of margin used to purchase shares of Common Stock.

**Item 5. INTEREST IN SECURITIES OF THE ISSUER**

Item 5(a) is hereby amended and restated to read as follows:

**(a) As of the date hereof, Elliott, Elliott International and EICA collectively have combined economic exposure in the Issuer of approximately 4.6% of the shares of Common Stock outstanding.**

The aggregate percentage of Common Stock reported owned by each person named herein is based upon 93,466,848 shares of Common Stock outstanding, which is the total number of shares of Common Stock outstanding as of July 27, 2018 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2018, filed with the Securities and Exchange Commission (the "SEC") on August 2, 2018.

As of the date hereof, Elliott itself and through The Liverpool Limited Partnership, a Bermuda limited partnership and a wholly-owned subsidiary of Elliott ("Liverpool") beneficially owned 517,121 shares of Common Stock, constituting 0.6% of the shares of Common Stock outstanding.

As of the date hereof, Elliott International beneficially owned 1,098,879 shares of Common Stock, constituting 1.2% of the shares of Common Stock outstanding. EICA, as the investment manager of Elliott International may be deemed to beneficially own the 1,098,879 shares of Common Stock beneficially owned by Elliott International, constituting 1.2% of the shares of Common Stock outstanding.

Collectively, Elliott, Elliott International and EICA beneficially own 1,616,000 shares of Common Stock, constituting approximately 1.7% of the shares of Common Stock outstanding.

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Collectively, Elliott, Elliott International and EICA have net economic exposure comparable to approximately 2.9% of the shares of Common Stock outstanding pursuant to the Derivative Agreements, as disclosed in Item 6.

Item 5(c) is hereby amended and restated to read as follows:

(c) The transactions effected by the Reporting Persons during the past 60 days are set forth on Schedule 1 attached hereto.

Item 5(e) is hereby amended and restated to read as follows:

(e) September 18, 2018.

**Item CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT  
6. TO SECURITIES OF THE ISSUER**

The first paragraph of Item 6 is hereby amended and restated to read as follows:

Elliott, through Liverpool, and Elliott International have entered into notional principal amount derivative agreements (the "Long Derivative Agreements") in the form of long cash settled swaps with respect to 886,217 and 1,883,215 shares of Common Stock of the Issuer, respectively (representing economic exposure comparable to 0.9% and 2.0% of the shares of Common Stock of the Issuer, respectively). Collectively, the Long Derivative Agreements held by the Reporting Persons represent economic exposure comparable to an interest in approximately 3.0% of the shares of Common Stock. The Long Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to the economic results of ownership but do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Long Derivative Agreements (such shares, the "Subject Long Shares"). The Reporting Persons disclaim beneficial ownership in the Subject Long Shares. The counterparties to the Long Derivative Agreements are unaffiliated third party financial institutions. Elliott, through Liverpool, and Elliott International have entered into notional principal amount derivative agreements in the form of cash settled swaps (the "Short Derivative Agreements") representing short economic exposure to 24,000 and 51,000 shares of Common Stock of the Issuer, respectively (representing economic short exposure comparable to approximately 0.03% and 0.1% of the shares of Common Stock of the Issuer, respectively). Collectively, the Short Derivative Agreements held by the Reporting Persons represent short economic exposure to approximately 0.1% of the shares of Common Stock. The Short Derivative Agreements provide Elliott and Elliott International with economic results that are comparable to a short position and do not provide them with the power to vote or direct the voting or dispose of or direct the disposition of the shares that are referenced in the Short Derivative Agreements (such shares, the "Subject Short Shares"). The Reporting Persons disclaim beneficial ownership in the Subject Short Shares. The counterparties to the Short Derivative Agreements are unaffiliated third party financial institutions. The Long Derivative Agreements and Short Derivative Agreements (together, the "Derivative Agreements") provide Elliott and Elliott International with net economic exposure to an aggregate of 2,694,432 shares of Common Stock representing net economic exposure comparable to approximately 2.9% of the shares of Common Stock of the Issuer.

**Item 7. EXHIBITS**

**Exhibit Description**

Schedule  
1 - Transactions of the Reporting Persons Effected During the Past 60 Days

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**SIGNATURES**

After reasonable inquiry and to the best of his or its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

DATE: September 20, 2018

ELLIOTT ASSOCIATES, L.P.

By: Elliott Capital Advisors, L.P., as General Partner

By: Braxton Associates, Inc., as General Partner

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL, L.P.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

ELLIOTT INTERNATIONAL CAPITAL ADVISORS INC.

By: Elliott International Capital Advisors Inc., as Attorney-in-Fact

/s/ Elliot Greenberg

Name: Elliot Greenberg

Title: Vice President

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**SCHEDULE 1**

Transactions of the Reporting Persons Effected During the Past 60 Days

The following transactions were effected by Elliott Associates, L.P. in the Common Stock during the past 60 days:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs.</u> <u>Bought / (Sold)</u>	<u>Approx. price (\$)</u> <u>per Share</u>
08/02/2018	Common Stock	(32,000)	45.04
08/03/2018	Common Stock	(31,999)	46.77
08/07/2018	Common Stock	(16,000)	48.57
08/09/2018	Common Stock	(5,913)	48.06
08/10/2018	Common Stock	(15,417)	47.93
08/14/2018	Common Stock	(1,632)	48.21
08/14/2018	Common Stock	(14,368)	48.17
09/18/2018	Common Stock	(14,397)	47.65
09/18/2018	Common Stock	(9,600)	48.25
09/19/2018	Common Stock	(49,313)	47.27
09/20/2018	Common Stock	(52,240)	47.48

The following transactions were effected by Elliott Associates, L.P. (through Liverpool) in the Common Stock during the past 60 days:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs.</u> <u>Bought / (Sold)</u>	<u>Approx. price (\$)</u> <u>per Share</u>
08/06/2018	Common Stock	(16,000)	47.61
09/04/2018	Common Stock	(16,000)	48.16

The following transactions were effected by Elliott International, L.P. in the Common Stock during the past 60 days:

<u>Date</u>	<u>Security</u>	<u>Amount of Shs.</u> <u>Bought / (Sold)</u>	<u>Approx. price (\$)</u> <u>per Share</u>
08/02/2018	Common Stock	(68,000)	45.04
08/03/2018	Common Stock	(68,001)	46.77
08/06/2018	Common Stock	(34,000)	47.61
08/07/2018	Common Stock	(34,000)	48.57
08/09/2018	Common Stock	(12,566)	48.06
08/10/2018	Common Stock	(32,762)	47.93

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08/14/2018 Common Stock (30,532)	48.17
08/14/2018 Common Stock (3,468)	48.21
09/04/2018 Common Stock (34,000)	48.16
09/18/2018 Common Stock (20,400)	48.25
09/18/2018 Common Stock (30,593)	47.65
09/19/2018 Common Stock (104,790)	47.27
09/20/2018 Common Stock (111,009)	47.48