

MATRIA HEALTHCARE INC

Form 424B3

January 19, 2005

Filed Pursuant to Rule 424(b)(3) and 424(c)
Registration No. 333-116200

Prospectus Supplement No. 2
To Prospectus Dated November 19, 2004

\$86,250,000

MATRIA HEALTHCARE, INC.

4.875% Convertible Senior Subordinated Notes Due
2024 and the Shares of Common Stock Issuable Upon
Conversion or Redemption of the Notes

This prospectus supplement amends the information contained in the prospectus dated November 19, 2004 of Matria Healthcare, Inc. (the Prospectus) covering the resale by certain selling securityholders of our 4.875% convertible senior subordinated notes due 2024 and shares of our common stock issuable upon conversion or redemption of the notes. This prospectus supplement is not complete without, and may not be delivered or utilized except in connection with, the Prospectus, including any amendments or supplements thereto. The terms of the notes are set forth in the Prospectus.

Investing in the notes and shares of common stock involves risk. See Risk Factors beginning on page 8 of the Prospectus.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement is truthful or complete. Any representation to the contrary is a criminal offense.

This prospectus supplement is dated January 19, 2005

This prospectus supplement amends the table appearing under the caption "Selling Securityholders" on pages 65 and 66 of the Prospectus to update the positions of previously disclosed selling securityholders based on completed investor questionnaires submitted to Matria Healthcare, Inc. on or before January 18, 2005.

| Name | Principal Amount of Notes Beneficially Owned and Offered | Percentage of Notes Outstanding | Shares of Common Stock Beneficially Owned Before Offering(1) | Conversion Shares of Common Stock Offered | Number of Shares(2) | Percentage |
|--|--|---|--|---|---------------------------|------------|
| Alexandra Global Master Fund Ltd. | 4,000,000 | 4.64% | | 135,661 | | |
| Allstate Insurance Company | 1,500,000 | 1.74% | | 50,872 | | |
| Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd. | 7,540,000 | 8.74% | | 255,721 | | |
| Argent Classic Convertible Arbitrage Fund, L.P. | 1,570,000 | 1.82% | | 53,247 | | |
| Argent Classic Convertible Arbitrage Fund II, L.P. | 210,000 | 0.24% | | 7,122 | | |
| Argent LowLev Convertible Arbitrage Fund, LLC | 450,000 | 0.52% | | 15,261 | | |
| Argent LowLev Convertible Arbitrage Fund II, LLC | 70,000 | 0.08% | | 135,661 | | |
| Argent LowLev Convertible Arbitrage Fund Ltd. | 4,080,000 | 4.64% | | 2,374 | | |
| ATSF Transamerica Convertible Securities | 3,020,000 | 3.50% | | 102,424 | | |
| Bank of America Securities LLC | 1,000,000 | 1.16% | | 33,715 | | |
| Barclays Global Investors Diversified Alpha Plus Funds | 280,000 | 0.32% | | 9,496 | | |
| Basso Multi-Strategy Holding Fund Ltd. | 500,000 | 0.58% | | 16,957 | | |
| BNP Paribas Equity Strategies, SNC | 1,358,000 | 1.57% | 158 | 46,056 | 158 | * |
| BP Amoco PLC Master Trust | 736,000 | 0.85% | | 24,961 | | |
| Class C Trading Company, Ltd. | 130,000 | 0.15% | | 4,408 | | |
| CNH CA Master Account, L.P. | 1,250,000 | 1.45% | | 42,394 | | |
| The Consulting Group Capital Markets Fund-Multi-Strategy | | | | | | |
| Market Neutral Investments | 202,000 | 0.23% | | 6,850 | | |
| CooperNeff Convertible Strategies (Cayman) Master Fund, LP | 1,461,000 | 1.69% | | 49,550 | | |
| CQS Convertible and Quantitative Strategies Master | 5,600,000 | 6.49% | | 189,925 | | |

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|----------------------------------|-----------|-------|---------|---------|---------|---|
| Fund Limited | | | | | | |
| Credit Suisse/First Boston | | | | | | |
| Europe Ltd. | 40,000 | 0.05% | | 1,356 | | |
| Custom Investments PCC, Ltd. | 50,000 | 0.06% | | 1,695 | | |
| DKR Soundshore Opportunity | | | | | | |
| Holding Fund Ltd. | 500,000 | 0.58% | | 16,957 | | |
| Deephaven Domestic Convertible | | | | | | |
| Trading Ltd. | 479,000 | 0.56% | | 16,245 | | |
| Forest Fulcrum Fund LP | 399,000 | 0.46% | | 13,532 | | |
| Forest Global Convertible Fund, | | | | | | |
| Ltd., Class A-5 | 1,444,000 | 1.67% | | 48,973 | | |
| Forest Multi-Strategy Fund, SPC | 903,000 | 1.05% | | 30,625 | | |
| FrontPoint Convertible Arbitrage | | | | | | |
| Fund, L.P. | 2,000,000 | 2.32% | | 67,830 | | |
| Geode U.S. Convertible | | | | | | |
| Arbitrage Fund | 2,500,000 | 2.90% | | 84,788 | | |
| Grace Convertible Arbitrage | | | | | | |
| Fund, LTD. | 4,000,000 | 4.64% | | 135,661 | | |
| HFR CA Global Opportunity | | | | | | |
| Master Trust | 230,000 | 0.27% | | 7,800 | | |
| HFR CA Global Select Master | | | | | | |
| Trust Account | 150,000 | 0.17% | | 5,087 | | |
| HFR RVA Select Performance | | | | | | |
| Master Trust | 152,000 | 0.18% | | 5,155 | | |
| Highbridge International LLC | | | | | | |
| Hotel Union & Hotel Industry of | 1,000,000 | 1.16% | | 33,915 | | |
| Hawaii Pension Plan | 195,000 | 0.23% | | 6,613 | | |
| IDEX Transamerica Convertible | | | | | | |
| Securities Fund | 1,805,000 | 2.09% | | 61,217 | | |
| Institutional Benchmarks Master | | | | | | |
| Fund Ltd. | 1,250,000 | 1.45% | | 42,394 | | |
| KBC Financial Products USA | | | | | | |
| Inc. | 1,000,000 | 1.16% | | 33,915 | | |
| LLT Limited | | | | | | |
| Lyxor/Convertible Arbitrage | 159,000 | 0.18% | | 5,392 | | |
| Fund Limited | | | | | | |
| Lyxor /Forest Fund Limited | 270,000 | 0.31% | | 9,157 | | |
| Lyxor Master Fund | 761,000 | 0.88% | | 25,809 | | |
| Man Convertible Bond Master | 300,000 | 0.35% | | 10,174 | | |
| Fund, Ltd. | 1,197,000 | 1.39% | | 40,596 | | |
| Mohican VCA Master Fund | | | | | | |
| National Bank of Canada | 1,200,000 | 1.39% | | 50,872 | | |
| 250,000 | | 0.29% | | 8,478 | | |
| Newport Alternative Income | | | | | | |
| Fund | 820,000 | 0.95% | | 27,810 | | |
| Partners Group Alternative | | | | | | |
| Strategies PPC LTD | 300,000 | 0.35% | | 10,174 | | |
| Ritchie Convertible Arbitrage | | | | | | |
| Trading | 1,000,000 | 1.16% | | 33,915 | | |
| S.A.C. Arbitrage Fund, LLC | 4,000,000 | 4.64% | 116,447 | 135,661 | 116,447 | * |
| SSI Blended Market Neutral L.P. | 392,000 | 0.45% | | 13,294 | | |
| | 502,000 | 0.58% | | 17,025 | | |

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|--|-------------------|----------------|-----|------------------|------------------|
| SSI Hedged Convertible Market Neutral, L.P. | | | | | |
| St. Thomas Trading, Ltd. | 803,000 | .93% | | 27,233 | |
| Silver Convertible Arbitrage Fund, LDC | | | | | |
| | 140,000 | 0.16% | | 51,551 | |
| Silvercreek II Limited | 2,240,000 | 2.60% | | 75,920 | |
| Silvercreek Limited Partnership | 2,940,000 | 3.41% | | 99,710 | |
| Singlehedge US Convertible Arbitrage Fund | | | | | |
| | 333,000 | 0.39% | | 11,293 | |
| Sphinx Convertible Arbitrage Fund SPC | | | | | |
| | 21,000 | 0.02% | | 712 | |
| Sphinx Convertible Arb Fund SPC c/o Investment Mgmt. | | | | | |
| | 620,000 | 0.72% | | 21,027 | |
| Sphinx Convertible Arbitrage SPC | | | | | |
| | 239,000 | 0.28% | | 8,105 | |
| Sturgeon Limited | 278,000 | 0.32% | | 9,428 | |
| UBS AG London Prime Broker | 5,500,000 | 6.38% | | 186,534 | |
| UBS Securities LLC | 3,175,000 | 3.68% | | 107,681 | |
| Viacom Inc. Pension Plan Master Trust | | | | | |
| | 20,000 | 0.02% | | 678 | |
| Vicis Capital Master Fund | 400,000 | 0.46% | | 13,566 | |
| Victus Capital, LP | 1,600,000 | 1.86% | | 54,264 | |
| Whitebox Diversified Convertible Arbitrage Partners LP | | | | | |
| | 1,000,000 | 1.16% | | 33,915 | |
| Xavex Convertible Arbitrage 10 Fund | | | | | |
| | 680,000 | 0.79% | | 23,062 | |
| Xavex Convertible Arbitrage 2 Fund | | | | | |
| | 90,000 | 0.10% | | 3,052 | |
| Xavex Convertible Arbitrage 4 Fund | | | | | |
| | 74,000 | 0.09% | | 2,509 | |
| Zazove Convertible Arbitrage Fund L.P. | | | | | |
| | 4,200,000 | 4.87% | | 142,449 | |
| Zurich Institutional Benchmarks Master Fund Ltd. | | | | | |
| | 359,000 | 0.42% | | 12,175 | |
| All other holders of notes and future transferees of such holders(3) | | | | | |
| | - 2,587,000 | - 3.00% | (4) | - 87,738 | |
| Total | 86,250,000 | 100.00% | | 2,925,195 | 116,605 * |

* Less than 1%

- (1) Figures in this column do not include the shares of stock issuable upon conversion of the notes listed in the column to the right.
- (2) Assumes the sale of all notes and all of the common stock offered.
- (3) Information concerning other selling securityholders will be set forth in post-effective amendments to this registration statement. Amounts in these columns may exceed the aggregate amount of notes and shares of common stock offered by this prospectus as a result of selling securityholders identified above having sold, transferred or otherwise disposed of some or all of their notes since the date on which the information in the preceding table is presented without informing us of such sale(s). In no event will the aggregate principal amount of notes offered by this prospectus exceed \$86,250,000, nor will the number of shares offered hereby exceed 2,925,195.
- (4) Assumes that all other holders of notes or future transferees do not beneficially own any shares of common stock other than the shares issuable upon conversion of the notes.