

MATRIA HEALTHCARE INC

Form 8-K

July 27, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D. C. 20549
FORM 8-K
CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934
July 25, 2006**

Date of Report (Date of earliest event reported)

Matria Healthcare, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-20619

20-2091331

(Commission File Number)

(IRS Employer Identification No.)

1850 Parkway Place, Marietta, GA

30067

(Address of Principal Executive Offices)

(Zip Code)

770-767-4500

(Registrant's Telephone Number, Including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

The following information is being furnished pursuant to Item 2.02 of Form 8-K. This information shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, nor shall it be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

On July 26, 2006, Matria Healthcare, Inc. (the Company) issued a press release announcing its financial results for the second quarter and six months ended June 30, 2006. In addition, Matria announced its earnings guidance for the third quarter of 2006 and for the year ending December 31, 2006. The press release is furnished herewith as Exhibit 99.1.

The attached press release includes the following non-GAAP measures, each of which is discussed in more detail below: (i) a presentation of operating profits from continuing operations, earnings from continuing operations and earnings from continuing operations per diluted share, all of which exclude the effects of share-based compensation under FAS 123R, which was adopted by the Company effective January 1, 2006; and (ii) earnings before interest, taxes, depreciation and amortization (EBITDA). These measures are not measures of financial performance under GAAP and should not be considered as an alternative to the comparable GAAP measures discussed below. The Company has provided reconciling information to the most comparable GAAP measure for each of these non-GAAP measures in the press release.

With respect to the presentation of operating results excluding the effects of FAS 123R, the Company considers operating profits from continuing operations, earnings from continuing operations and diluted earnings per share from continuing operations, to be the most comparable GAAP measures. Under FAS 123R, Share-Based Payment, all stock-based payments to employees, including grants of employee stock options, are to be expensed in the financial statements based on their fair value determined by applying a fair value measurement method. Management has excluded the effects of FAS 123R to compare the second quarter and six months ended June 30, 2006 results to the prior year's performance on a consistent basis. The Company believes these non-GAAP projections are particularly relevant for the second quarter of 2006 because FAS 123R was implemented effective January 1, 2006.

With respect to the Company's presentation of EBITDA, the Company considers earnings from continuing operations to be the most comparable GAAP measure. The Company believes that the presentation of EBITDA provides useful information to investors regarding the Company's ability to generate cash flows that can be used to service debt and invest in capital expenditures and also provides useful information to investors with regard to operating performance. EBITDA is also a component of certain financial covenants in the Company's debt agreements.

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

Effective July 25, 2006, the Board of Directors of Matria Healthcare, Inc. (the Company) approved an amendment to the Bylaws of the Company (the Bylaws) to delete the references to the Executive Committee in Article III, Section 3.14 of the Bylaws. The Board of Directors determined that given the roles of the Company's other existing committees, the continued existence of the Executive Committee was no longer necessary. A copy of the amendment to the Bylaws is attached hereto as Exhibit 3.3.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

The following exhibit is filed herewith:

3.3.1 Amendment to Bylaws, dated July 25, 2006

The following exhibit is furnished herewith:

99.1 Press Release, dated July 26, 2006

SIGNATURES

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Matria Healthcare, Inc.

By: /s/ Parker H. Petit

Parker H. Petit
Chairman and Chief Executive Officer

Dated: July 26, 2006

EXHIBIT INDEX

Exhibit Number	Description of Exhibits
3.3.1	Amendment to Bylaws, dated July 25, 2006.
99.1	Press Release, dated July 26, 2006.