

MATRIA HEALTHCARE INC

Form 15-12G

May 09, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 15

**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION UNDER SECTION
12(g) OF THE SECURITIES EXCHANGE ACT OF 1934 OR SUSPENSION OF DUTY TO FILE
REPORTS UNDER SECTIONS 13 AND 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 0-20619

Matria Healthcare, Inc.

(Exact name of registrant as specified in its charter)

1850 Parkway Place, 12th Floor

Marietta, Georgia 30067

770-767-4548

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock, \$0.01 par value per share

(Titles of each class of securities covered by this Form)

None

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to
terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)(i)	<input checked="" type="checkbox"/>	Rule 12h-3(b)(1)(i)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(1)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 12g-4(a)(2)(i)	<input type="checkbox"/>	Rule 12h-3(b)(2)(i)	<input type="checkbox"/>
Rule 12g-4(a)(2)(ii)	<input type="checkbox"/>	Rule 12h-3(b)(2)(ii)	<input type="checkbox"/>
		Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 1

Effective May 9, 2008, Matria Healthcare, Inc. was merged with and into Milano MH Acquisition Corp., a Delaware corporation and a wholly-owned subsidiary of Inverness Medical Innovations, Inc.

Pursuant to the requirements of the Securities Exchange Act of 1934, Matria Healthcare, Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: May 9, 2008

By: /s/ Parker H. Petit
Parker H. Petit
Chairman and Chief Executive Officer