

MATRIA HEALTHCARE INC  
Form 8-K  
July 30, 2007

**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 24, 2007**

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    (IRS Employer  
File Number)    Identification  
No.)

1850 Parkway      30067  
Place, Marietta,  
GA  
(Address of      (Zip Code)  
Principal  
Executive  
Offices)

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):

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- \* 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On August 8, 2006, the Securities and Exchange Commission approved a new NASDAQ listing standard setting forth Direct Registration System ("DRS") eligibility requirements, which require listed companies to become DRS eligible by January 1, 2008. DRS enables investors to maintain securities electronically on the books of a transfer agent or issuer, and allows for the electronic transfer of securities. To meet DRS Requirements, on July 24, 2007, the Board of Directors of Matria Healthcare, Inc. (the "Company") amended the Company's bylaws to allow for the issuance of uncertificated shares.

The Bylaws, as amended, are attached hereto as Exhibit 3.1 and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits

The following exhibit is furnished herewith:

3.1 Amended Bylaws of Matria Healthcare, Inc.

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**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.**

Date: July 30, 2007

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

**EXHIBIT INDEX**

**Exhibit  
Number    Description of Exhibits**

3.1            Amended Bylaws of Matria Healthcare, Inc.

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