

MATRIA HEALTHCARE INC

Form 424B3

October 06, 2004

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

Prospectus Supplement No. 2  
To Prospectus Dated September 9, 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 September 9, 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 October 6, 2004

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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 October 5, 2004.

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%		135,661.20		
Allstate Insurance Company	1,500,000	1.74%		50,872.95		
Argent Classic Convertible Arbitrage Fund (Bermuda) Ltd.	7,540,000	8.74%		255,721.36		
Argent Classic Convertible Arbitrage Fund, L.P.	1,570,000	1.82%		53,247.02		
Argent Classic Convertible Arbitrage Fund II, L.P.	210,000	0.24%		7,122.21		
Argent LowLev Convertible Arbitrage Fund, LLC	450,000	0.52%		15,261.89		
Argent LowLev Convertible Arbitrage Fund II, LLC	70,000	0.08%		135,661.20		
Argent LowLev Convertible Arbitrage Fund Ltd.	4,080,000	4.64%		2,374.07		
Bank of America Securities LLC	1,000,000	1.16%		33,715.30		
Barclays Global Investors Diversified Alpha Plus Funds	280,000	0.32%		9,496.28		
Basso Multi-Strategy Holding Fund Ltd.	500,000	0.58%		16,957.65		
BNP Paribas Equity Strategies, SNC	1,358,000	1.57%	158	46,056.98	158	*
BP Amoco PLC Master Trust	736,000	0.85%		24,961.66		
Class C Trading Company, Ltd.	130,000	0.15%		4,408.99		
CNH CA Master Account, L.P.	1,250,000	1.45%		42,394.13		
The Consulting Group Capital Markets Fund-Multi-Strategy Market Neutral Investments	202,000	0.23%		6,850.89		
CooperNeff Convertible Strategies (Cayman) Master Fund, LP	1,461,000	1.69%		49,550.25		
CQS Convertible and Quantitative Strategies Master Fund Limited	5,600,000	6.49%		189,925.68		
Credit Suisse/First Boston Europe Ltd.	40,000	0.05%		1,356.61		
Custom Investments PCC, Ltd.	50,000	0.06%		1,695.77		

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DKR Soundshore Opportunity Holding Fund Ltd.	500,000	0.58%	16,957.65
Deephaven Domestic Convertible Trading Ltd.	479,000	0.56%	16,245.43
Forest Fulcrum Fund LP	399,000	0.46%	13,532.20
Forest Global Convertible Fund, Ltd., Class A-5	1,444,000	1.67%	48,973.69
Forest Multi-Strategy Fund, SPC	903,000	1.05%	30,625.52
FrontPoint Convertible Arbitrage Fund, L.P.	2,000,000	2.32%	67,830.60
Geode U.S. Convertible Arbitrage Fund	2,500,000	2.90%	84,788.25
Grace Convertible Arbitrage Fund, LTD.	4,000,000	4.64%	135,661.20
HFR CA Global Opportunity Master Trust	230,000	0.27%	7,800.52
HFR CA Global Select Master Trust Account	150,000	0.17%	5,087.30
HFR RVA Select Performance Master Trust	152,000	0.18%	5,155.13
Highbridge International LLC	1,000,000	1.16%	33,915.30
Hotel Union & Hotel Industry of Hawaii Pension Plan	195,000	0.23%	6,613.48
Institutional Benchmarks Master Fund Ltd.	833,000	0.97%	28,251.44
KBC Financial Products USA Inc. LLT Limited	1,000,000	1.16%	33,915.30
LLT Limited	159,000	0.18%	5,392.53
Lyxor/Convertible Arbitrage Fund Limited	270,000	0.31%	9,157.13
Lyxor /Forest Fund Limited	761,000	0.88%	25,809.54
Lyxor Master Fund	300,000	0.35%	10,174.59
Mohican VCA Master Fund	1,200,000	1.39%	50,872.95
National Bank of Canada	250,000	0.29%	8,478.83
Newport Alternative Income Fund	65,000	0.08%	2,204.49
Partners Group Alternative Strategies PPC LTD	300,000	0.35%	10,174.59
Ritchie Convertible Arbitrage Trading	1,000,000	1.16%	33,915.30
S.A.C. Capital Associates, LLC	4,000,000	4.64%	135,661.20
SSI Blended Market Neutral L.P.	392,000	0.45%	13,294.80
SSI Hedged Convertible Market Neutral, L.P.	502,000	0.58%	17,025.48
St. Thomas Trading, Ltd.	457,000	0.53%	15,499.29
Silver Convertible Arbitrage Fund, LDC	140,000	0.16%	4,748.14
Silvercreek IT Limited	155,000	0.18%	5,256.87
Silvercreek Limited Partnership	280,000	0.32%	9,496.28
Singlehedge US Convertible Arbitrage Fund	333,000	0.39%	11,293.79
Sphinx Convertible Arbitrage Fund SPC	21,000	0.02%	712.22

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Sphinx Convertible Arb Fund SPC c/o Investment Mgmt.	620,000	0.72%		21,027.49	
Sphinx Convertible Arbitrage SPC	239,000	0.28%		8,105.76	
Sturgeon Limited	278,000	0.32%		9,428.45	
UBS AG London Prime Broker	5,500,000	6.38%		186,534.15	
UBS Securities LLC	2,745,000	3.18%		93,097.50	
Viacom Inc. Pension Plan Master Trust	20,000	0.02%		678.31	
Vicis Capital Master Fund	400,000	0.46%		13,566.12	
Victus Capital, LP	1,600,000	1.86%		54,264.48	
Whitebox Diversified Convertible Arbitrage Partners LP	1,000,000	1.16%		33,915.30	
Xavex Convertible Arbitrage 10 Fund	680,000	0.79%		23,062.40	
Xavex Convertible Arbitrage 2 Fund	90,000	0.10%		3,052.38	
Xavex Convertible Arbitrage 4 Fund	74,000	0.09%		2,509.73	
Zazare Convertible Arbitrage Fund L.P.	1,750,000	2.03%		59,351.78	
Zurich Institutional Benchmarks Master Fund Ltd.	359,000	0.42%		12,175.59	
All other holders of notes and future transferees of such holders(3)	12,035,000	13.95%	(4)	408,170.64	
<b>Total</b>	<b>86,250,000</b>	<b>100.00%</b>		<b>2,925,194.63</b>	<b>158</b> *

\* 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.
- (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.