

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

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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 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	1,000,000	1.16%		33,915		
Hotel Union & Hotel Industry of 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	159,000	0.18%		5,392		
Lyxor/Convertible Arbitrage Fund Limited	270,000	0.31%		9,157		
Lyxor /Forest Fund Limited	761,000	0.88%		25,809		
Lyxor Master Fund	300,000	0.35%		10,174		
Man Convertible Bond Master Fund, Ltd.	1,197,000	1.39%		40,596		
Mohican VCA Master Fund	1,200,000	1.39%		50,872		
National Bank of Canada	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	
<b>Total</b>	<b>86,250,000</b>	<b>100.00%</b>		<b>2,925,195</b>	<b>116,605</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. 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.