

Edgar Filing: MATRIA HEALTHCARE INC - Form SC 13G

MATRIA HEALTHCARE INC  
Form SC 13G  
August 03, 2007

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. )\*

MATRIA HEALTHCARE, INC.  
(Name of Issuer)

COMMON STOCK, PAR VALUE \$0.01 PER SHARE  
(Title of Class of Securities)

576817209  
(CUSIP Number)

JULY 26, 2007  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAMES OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

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HWP Capital Partners II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5	SOLE VOTING POWER	1,380,388
6	SHARED VOTING POWER	-0-
7	SOLE DISPOSITIVE POWER	1,380,388
8	SHARED DISPOSITIVE POWER	-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,380,388

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
6.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)  
PN

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1 NAMES OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON  
HWP II, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)   
(b)

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3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF

1,380,388

SHARES BENEFICIALLY

6 SHARED VOTING POWER

OWNED BY

-0-

EACH

7 SOLE DISPOSITIVE POWER

REPORTING PERSON

1,380,388

8 SHARED DISPOSITIVE POWER

-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,380,388

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6.5%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

PN

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1 NAMES OF REPORTING PERSON  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

HWP II, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

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	5	SOLE VOTING POWER
NUMBER OF		1,380,388
SHARES BENEFICIALLY	6	SHARED VOTING POWER
OWNED BY		-0-
EACH	7	SOLE DISPOSITIVE POWER
REPORTING PERSON		1,380,388
	8	SHARED DISPOSITIVE POWER
		-0-
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	1,380,388	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
	[ ]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	6.5%	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
	OO	

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1	NAMES OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON	
	Robert B. Haas (in the capacity described herein)	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	
	(a)	[X]
	(b)	[ ]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	United States	
	5	SOLE VOTING POWER
NUMBER OF		1,380,388
SHARES BENEFICIALLY	6	SHARED VOTING POWER

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OWNED BY	-0-
EACH	7 SOLE DISPOSITIVE POWER
REPORTING PERSON	1,380,388
	8 SHARED DISPOSITIVE POWER
	-0-
-----	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	1,380,388
-----	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	<input type="checkbox"/>
-----	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	6.5%
-----	
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	IN
-----	

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- Item 1. (a) NAME OF ISSUER  
Matria Healthcare, Inc. (the "COMPANY").
- (b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES  
1850 Parkway Place  
Marietta, Georgia 30067
- Item 2. (a) NAMES OF PERSONS FILING
- (i) HWP Capital Partners II, L.P., a Delaware limited partnership ("HWPCP");
  - (ii) HWP II, L.P., a Delaware limited partnership ("HWP II" and the sole general partner of HWPCP);
  - (iii) HWP II, LLC, a Delaware limited liability company ("HWP II LLC" and the sole general partner of HWP II); and
  - (iv) Robert B. Haas ("MR. HAAS" and the managing member of HWP II LLC) ((i) through (iv) collectively, the "REPORTING PERSONS").
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE
- The address of the principal business offices of each of the Reporting Persons is c/o Haas Wheat & Partners, L.P., 300 Crescent

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Court, Suite 1700, Dallas, Texas 75201.

(c) CITIZENSHIP

The place of organization of each of the Reporting Persons (other than Mr. Haas) is Delaware. Mr. Haas is a citizen of the United States.

(d) TITLE OF CLASS OF SECURITIES

Common Stock, par value \$0.01 per share (the "COMMON STOCK")

(e) CUSIP NUMBER

576817209

Item 3. IF THIS STATEMENT IS FILED PURSUANT TO EITHER RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

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Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

HWPCP may be deemed to beneficially own 1,380,388 shares of Common Stock and each of HWP II and HWP II LLC in their capacities as general partners of HWPCP and HWP II, respectively, may be deemed to beneficially own 1,380,388 shares of Common Stock as a result of their voting and dispositive power over the 1,380,388 shares of Common Stock held by HWPCP.

Mr. Haas may be deemed to beneficially own 1,380,388 shares of Common Stock as a result of his voting and dispositive power over 1,380,388 shares of Common Stock held by HWPCP.

(b) PERCENT OF CLASS:

Based on calculations made in accordance with Rule 13d-3, and there being approximately 21,325,042 shares of Common Stock outstanding (as reported by the Company in its Quarterly Report on Form 10-Q for the period ended March 31, 2007 (filed on May 10, 2007)), (i) HWPCP and each of HWP II and HWP II LLC (in their capacities as general partners of HWPCP and HWP II, respectively) may be deemed to beneficially own approximately 6.5% of the outstanding Common Stock and (ii) Mr. Haas may be deemed to beneficially own approximately 6.5% of the outstanding Common Stock.

(c) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS POWER TO DIRECT THE VOTING AND DISPOSITION:

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HWPCP and each of HWP II and HWP II LLC (in their capacities as general partners of HWPCP and HWP II, respectively) may be deemed to have sole power to direct the voting and disposition of the 1,380,388 shares of Common Stock held by HWPCP and (ii) Mr. Haas may be deemed to have sole power to direct the voting and disposition of the 1,380,388 shares of Common Stock held by HWPCP.

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

The general partners, limited partners and members, as applicable, of HWPCP, HWP II and HWP II LLC have the right to participate in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock held for the account of such Reporting Persons in accordance with their ownership interests in such entities.

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Item 7. IDENTIFICATION AND CLASSIFICATION OF SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

See Item 2 and Exhibit 2 hereto, which states the identity of the members of the group filing this Schedule.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated as of August 3, 2007

HWP CAPITAL PARTNERS II, L.P.

By: HWP II, L.P., its general partner

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

-----  
Name: Robert B. Haas

Title: Managing Member

HWP II, L.P.

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas

-----  
Name: Robert B. Haas

Title: Managing Member

HWP II, LLC

By: /s/ Robert B. Haas

-----  
Name: Robert B. Haas

Title: Managing Member

ROBERT B. HAAS

/s/ Robert B. Haas

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EXHIBIT INDEX

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- Exhibit 1. Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.
- Exhibit 2. Identity of members of group filing this schedule.

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EXHIBIT 1  
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JOINT FILING AGREEMENT

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned agrees that the statement to which this Exhibit is attached is filed on behalf of each of them in the capacities set forth below and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him, her or it contained herein, but shall not be responsible for the completeness and accuracy of the information concerning the other entities or persons, except to the extent that he, she or it knows or has reason to believe that such information is inaccurate.

Dated as of August 3, 2007

HWP CAPITAL PARTNERS II, L.P.

By: HWP II, L.P., its general partner  
By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas  
-----

Name: Robert B. Haas  
Title: Managing Member

HWP II, L.P.

By: HWP II, LLC, its general partner

By: /s/ Robert B. Haas  
-----

Name: Robert B. Haas  
Title: Managing Member

HWP II, LLC

By: /s/ Robert B. Haas  
-----

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Name: Robert B. Haas  
Title: Managing Member

ROBERT B. HAAS

/s/ Robert B. Haas  
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EXHIBIT 2  
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IDENTITY OF MEMBERS OF THE GROUP FILING THIS SCHEDULE

HWP Capital Partners II, L.P.  
HWP II, L.P.  
HWP II, LLC  
Robert B. Haas