

MATRIA HEALTHCARE INC

Form 15-12G

August 04, 2005

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 333-67476

MATRIA HEALTHCARE, INC. AND THE SUBSIDIARY GUARANTORS LISTED IN NOTE (1)

(Exact name of registrant as specified in its charter)

1850 Parkway Place, Marietta, Georgia 30067 (770) 767-4500

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)
11% Senior Notes Due 2008 and the Related Guarantees

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

Common Stock, \$0.01 Par Value

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

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

Note (1): The following domestic subsidiaries of Matria Healthcare, Inc. are Guarantors of the 11% Senior Notes due 2008: Matria Health Enhancement, Inc.; Matria Women's and Children's Health, Inc.; Diabetes Acquisition, Inc.; Gainor Medical Acquisition Company; Diabetes Management Solutions, Inc.; Diabetes Self Care, Inc.; Facet Technologies, LLC; Matria of New York, Inc.; National Reproductive Medical Centers, Inc.; Infertility Management Services, Inc.; PFCC Liquidation Corp.; PFPC Liquidation Corp.; PFMG Liquidation Corp.; Q Liquidation Corp.; and Shared Care, Inc.

Pursuant to the requirements of the Securities Exchange Act of 1934 the Registrants have caused this certification/notice to be signed on their behalf by the undersigned duly authorized persons.

Date: August 4, 2005

MATRIA HEALTHCARE, INC.

By: /s/ Parker H. Petit

Name: Parker H. Petit

Title: Chief Executive Officer

**MATRIA WOMEN S AND CHILDREN S
HEALTH, INC.**

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: Chairman

MATRIA HEALTH ENHANCEMENT, INC.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: Chairman

DIABETES ACQUISITION, INC.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

**GAINOR MEDICAL ACQUISITION
COMPANY**

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

**DIABETES MANAGEMENT SOLUTIONS,
INC.**

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

DIABETES SELF CARE, INC.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

FACET TECHNOLOGIES, LLC

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: Chairman

MATRIA OF NEW YORK, INC.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

**NATIONAL REPRODUCTIVE MEDICAL
CENTERS, INC.**

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

**INFERTILITY MANAGEMENT SERVICES,
INC.**

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

PFCC LIQUIDATION CORP.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

PFPC LIQUIDATION CORP.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

PFMG LIQUIDATION CORP.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

Q LIQUIDATION CORP.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

SHARED CARE, INC.

By: /s/ Parker H. Petit
Name: Parker H. Petit
Title: President

