

MEDNAX, INC.  
Form 10-Q  
April 30, 2015  
Table of Contents

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q**

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended March 31, 2015**

**OR**

.. **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-12111**

**MEDNAX, INC.**

**(Exact name of registrant as specified in its charter)**

**Florida**  
**(State or other jurisdiction of**  
**Incorporation or organization)**

**26-3667538**  
**(I.R.S. Employer**  
**Identification No.)**

**1301 Concord Terrace**

**Sunrise, Florida**  
**(Address of principal executive offices)**

**33323**  
**(Zip Code)**

**(954) 384-0175**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(Former name, former address and former fiscal year, if changed since last report)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

On April 24, 2015, the registrant had outstanding 93,529,121 shares of Common Stock, par value \$.01 per share.



**Table of Contents**

**MEDNAX, INC.**

**INDEX**

|   | <b>Page</b> |
|---|-------------|
| <b><u>PART I - FINANCIAL INFORMATION</u></b>  |             |
| Item 1. <u>Financial Statements</u>   | 3           |
| <u>Condensed Consolidated Balance Sheets as of March 31, 2015 and December 31, 2014 (Unaudited)</u>                   | 3           |
| <u>Condensed Consolidated Statements of Income for the Three Months Ended March 31, 2015 and 2014 (Unaudited)</u>     | 4           |
| <u>Condensed Consolidated Statements of Cash Flows for the Three Months Ended March 31, 2015 and 2014 (Unaudited)</u> | 5           |
| <u>Notes to Condensed Consolidated Financial Statements (Unaudited)</u>   | 6           |
| Item 2. <u>Management's Discussion and Analysis of Financial Condition and Results of Operations</u>                  | 12          |
| Item 3. <u>Quantitative and Qualitative Disclosures About Market Risk</u>   | 18          |
| Item 4. <u>Controls and Procedures</u>  | 18          |
| <b><u>PART II - OTHER INFORMATION</u></b>   |             |
| Item 1. <u>Legal Proceedings</u>  | 19          |
| Item 1A. <u>Risk Factors</u>  | 19          |
| Item 2. <u>Unregistered Sales of Equity Securities and Use of Proceeds</u>  | 19          |
| Item 6. <u>Exhibits</u>   | 20          |
| <b><u>SIGNATURES</u></b>  | 21          |
| <b><u>EXHIBIT INDEX</u></b>   | 22          |

**Table of Contents****PART I - FINANCIAL INFORMATION****Item 1. Financial Statements****MEDNAX, INC.****CONDENSED CONSOLIDATED BALANCE SHEETS****(Unaudited)**

|   | <b>March 31, 2015</b> | <b>December 31, 2014</b> |
|---|-----------------------|--------------------------|
|   | <b>(in thousands)</b> |                          |
| <b>ASSETS</b>   |                       |                          |
| Current assets:   |                       |                          |
| Cash and cash equivalents                                       | \$ 50,219             | \$ 47,928                |
| Short-term investments  | 6,769                 | 6,035                    |
| Accounts receivable, net  | 360,874               | 352,191                  |
| Prepaid expenses  | 4,474                 | 7,036                    |
| Deferred income taxes   | 47,157                | 45,961                   |
| Other assets  | 8,464                 | 7,901                    |
| <b>Total current assets</b>                                     | <b>477,957</b>        | <b>467,052</b>           |
| Investments   | 63,802                | 64,082                   |
| Property and equipment, net                                     | 67,274                | 66,048                   |
| Goodwill  | 2,813,673             | 2,776,188                |
| Other assets, net   | 223,608               | 235,425                  |
| <b>Total assets</b>   | <b>\$ 3,646,314</b>   | <b>\$ 3,608,795</b>      |
| <b>LIABILITIES AND EQUITY</b>                                   |                       |                          |
| Current liabilities:  |                       |                          |
| Accounts payable and accrued expenses                           | \$ 212,290            | \$ 380,658               |
| Current portion of long-term debt and capital lease obligations | 10,435                | 10,465                   |
| Income taxes payable  | 44,702                | 25,150                   |
| <b>Total current liabilities</b>                                | <b>267,427</b>        | <b>416,273</b>           |
| Line of credit  | 698,500               | 368,000                  |
| Long-term debt and capital lease obligations                    | 188,226               | 190,855                  |
| Long-term professional liabilities                              | 153,596               | 148,651                  |
| Deferred income taxes   | 163,036               | 160,487                  |
| Other liabilities   | 61,467                | 58,963                   |
| <b>Total liabilities</b>  | <b>1,532,252</b>      | <b>1,343,229</b>         |

## Commitments and contingencies

## Shareholders' equity:

Preferred stock; \$.01 par value; 1,000 shares authorized; none issued

Common stock; \$.01 par value; 200,000 shares authorized; 93,448 and

96,030 shares issued and outstanding, respectively

Additional paid-in capital 875,411 886,877

Retained earnings 1,236,888 1,376,782

Total MEDNAX, Inc. shareholders' equity 2,113,233 2,264,619

Noncontrolling interests 829 947

Total equity 2,114,062 2,265,566

Total liabilities and equity \$ 3,646,314 \$ 3,608,795

*The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.*

Table of Contents**MEDNAX, INC.****CONDENSED CONSOLIDATED STATEMENTS OF INCOME****(in thousands, except per share data)****(Unaudited)**

|   | <b>Three Months Ended<br/>March 31,</b> |             |
|---|---|-------------|
|   | <b>2015</b>                             | <b>2014</b> |
| Net revenue                                       | \$ 639,395                              | \$ 566,338  |
| Operating expenses:                               |   |             |
| Practice salaries and benefits                    | 419,595                                 | 372,040     |
| Practice supplies and other operating expenses    | 23,431                                  | 21,417      |
| General and administrative expenses               | 67,936                                  | 58,414      |
| Depreciation and amortization                     | 13,612                                  | 10,370      |
| Total operating expenses                          | 524,574                                 | 462,241     |
| Income from operations                            | 114,821                                 | 104,097     |
| Investment income                                 | 142                                     | 1,635       |
| Interest expense                                  | (3,267)                                 | (1,371)     |
| Equity in earnings of unconsolidated affiliate    | 821                                     |             |
| Total non-operating (expenses) income             | (2,304)                                 | 264         |
| Income before income taxes                        | 112,517                                 | 104,361     |
| Income tax provision                              | 43,928                                  | 40,701      |
| Net income  | 68,589                                  | 63,660      |
| Net loss attributable to noncontrolling interests | 118                                     |             |
| Net income attributable to MEDNAX, Inc.           | \$ 68,707                               | \$ 63,660   |
| Per common and common equivalent share data:      |   |             |
| Net income attributable to MEDNAX, Inc.:          |   |             |
| Basic   | \$ 0.73                                 | \$ 0.64     |
| Diluted   | \$ 0.72                                 | \$ 0.63     |
| Weighted average common shares:                   |   |             |
| Basic   | 94,231                                  | 99,076      |

Diluted

95,325

100,696

*The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.*



**Table of Contents****MEDNAX, INC.****CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS****(in thousands)****(Unaudited)**

|  | <b>Three Months Ended March 31,</b> |                 |
|--|-------------------------------------|-----------------|
|  | <b>2015</b>                         | <b>2014</b>     |
| <b>Cash flows from operating activities:</b>   |                                     |                 |
| Net income   | \$ 68,589                           | \$ 63,660       |
| <b>Adjustments to reconcile net income to net cash used in operating activities:</b> |                                     |                 |
| Depreciation and amortization  | 13,612                              | 10,370          |
| Net change in fair value of contingent consideration liabilities                     | 289                                 | 346             |
| Stock-based compensation expense   | 7,836                               | 8,071           |
| Equity in earnings of unconsolidated affiliate                                       | (821)                               |                 |
| Distribution of earnings from unconsolidated affiliate                               | 2,062                               |                 |
| Deferred income taxes  | 2,023                               | (387)           |
| <b>Changes in assets and liabilities:</b>  |                                     |                 |
| Accounts receivable  | (8,683)                             | (30,292)        |
| Prepaid expenses and other assets  | 1,999                               | (1,480)         |
| Other assets   | 705                                 | 341             |
| Accounts payable and accrued expenses  | (169,622)                           | (131,370)       |
| Income taxes payable   | 19,552                              | 26,076          |
| Payments of contingent consideration liabilities                                     | (34)                                | (2,779)         |
| Long-term professional liabilities   | 4,945                               | 6,419           |
| Other liabilities  | 3,864                               | 1,203           |
| <b>Net cash used in operating activities</b>   | <b>(53,684)</b>                     | <b>(49,822)</b> |
| <b>Cash flows from investing activities:</b>   |                                     |                 |
| Acquisition payments, net of cash acquired   | (37,724)                            | (69,375)        |
| Purchases of investments   | (3,719)                             | (3,904)         |
| Proceeds from sales or maturities of investments                                     | 3,265                               | 3,635           |
| Purchases of property and equipment  | (5,388)                             | (4,570)         |
| <b>Net cash used in investing activities</b>   | <b>(43,566)</b>                     | <b>(74,214)</b> |
| <b>Cash flows from financing activities:</b>   |                                     |                 |
| Borrowings on credit facility  | 634,500                             | 371,500         |
| Payments on credit facility  | (306,500)                           | (150,500)       |
| Payments of contingent consideration liabilities                                     | (371)                               | (645)           |
| Payments on capital lease obligations  | (159)                               | (25)            |
| Excess tax benefit from exercises of stock options and vesting of restricted stock   | 1,076                               | 1,935           |
| Proceeds from issuance of common stock   | 4,596                               | 7,398           |

|  |           |           |
|--|-----------|-----------|
| Repurchases of common stock                          | (233,601) | (116,989) |
| Net cash provided from financing activities          | 99,541    | 112,674   |
| Net increase (decrease) in cash and cash equivalents | 2,291     | (11,362)  |
| Cash and cash equivalents at beginning of period     | 47,928    | 31,137    |
| Cash and cash equivalents at end of period           | \$ 50,219 | \$ 19,775 |

*The accompanying notes are an integral part of these Condensed Consolidated Financial Statements.*

**Table of Contents**

**MEDNAX, INC.**

**NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

**March 31, 2015**

**(Unaudited)**

**1. Basis of Presentation and New Accounting Pronouncements:**

The accompanying unaudited Condensed Consolidated Financial Statements of the Company and the notes thereto presented in this Form 10-Q have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission ( SEC ) applicable to interim financial statements, and do not include all disclosures required by accounting principles generally accepted in the United States of America ( GAAP ) for complete financial statements. In the opinion of management, these financial statements include all adjustments, consisting only of normal recurring adjustments, necessary for a fair statement of the results of interim periods. The financial statements include all the accounts of MEDNAX, Inc. and its consolidated subsidiaries (collectively, MDX ) together with the accounts of MDX s affiliated business corporations or professional associations, professional corporations, limited liability companies and partnerships (the affiliated professional contractors ). Certain subsidiaries of MDX have contractual management arrangements with its affiliated professional contractors, which are separate legal entities that provide physician services in certain states and Puerto Rico. The terms MEDNAX and the Company refer collectively to MEDNAX, Inc., its subsidiaries and the affiliated professional contractors.

The Company has a joint venture in which it owns a 75% economic interest. The Company has a management agreement with the joint venture and, based on the terms of the agreement, the Company has determined that the joint venture is a variable interest entity for which the Company is the primary beneficiary as defined in the accounting guidance for consolidation. Accordingly, the financial results of the joint venture are fully consolidated into the Company s operating results. The equity interests of the outside investor in the equity and results of operations of this consolidated entity are accounted for and presented as noncontrolling interests. The Company has a second joint venture in which it owns a 37.5% economic interest. The Company accounts for this joint venture under the equity method of accounting because the Company exercises significant influence over, but does not control, this entity.

The consolidated results of operations for the interim periods presented are not necessarily indicative of the results to be experienced for the entire fiscal year. In addition, the accompanying unaudited Condensed Consolidated Financial Statements and the notes thereto should be read in conjunction with the Consolidated Financial Statements and the notes thereto included in the Company s most recent Annual Report on Form 10-K (the Form 10-K ).

**New Accounting Pronouncements**

In March 2015, the accounting guidance related to the presentation of debt issuance costs was amended to require that such costs be presented in the balance sheet as a direct deduction from the carrying amount of the related debt liability. The new guidance is required to be adopted on a retrospective basis as a change in accounting principle and will become effective for the Company on January 1, 2016 with early adoption permitted. The adoption of this guidance will affect financial statement presentation only, and therefore will not have a material impact on the Company s Condensed Consolidated Financial Statements.

In February 2015, the accounting guidance related to consolidation was amended to include changes to both the variable and voting interest models used by companies to evaluate whether an entity should be consolidated. The new guidance will become effective for the Company on January 1, 2016, and early adoption is permitted. The adoption of this guidance is not expected to have an impact on the Company's Condensed Consolidated Financial Statements.

In May 2014, the accounting guidance related to revenue recognition was amended to outline a single, comprehensive model for accounting for revenue from contracts with customers. While the new guidance supersedes existing revenue recognition guidance, it closely aligns with current GAAP. The new guidance will become effective for the Company on January 1, 2017, and early adoption is not permitted. The Company is currently evaluating the impact, if any, the adoption of this guidance will have on the Company's Condensed Consolidated Financial Statements.

**2. Cash Equivalents and Investments:**

As of March 31, 2015 and December 31, 2014, the Company's cash equivalents consisted entirely of money market funds with a fair value of \$5.3 million and \$5.1 million, respectively.

**Table of Contents**

Investments consist of municipal debt securities, federal home loan securities and certificates of deposit. Investments with remaining maturities of less than one year are classified as short-term investments. Investments classified as long-term have maturities of one year to seven years.

The Company intends and has the ability to hold its held-to-maturity securities to maturity, and therefore carries such investments at amortized cost in accordance with the provisions of the accounting guidance for investments in debt and equity securities.

Investments held at March 31, 2015 and December 31, 2014 are summarized as follows (in thousands):

|                              | March 31, 2015 |           | December 31, 2014 |           |
|------------------------------|----------------|-----------|-------------------|-----------|
|                              | Short-Term     | Long-Term | Short-Term        | Long-Term |
| Municipal debt securities    | \$ 6,273       | \$ 35,316 | \$ 5,539          | \$ 35,827 |
| Federal home loan securities |                | 27,261    |                   | 27,030    |
| Certificates of deposit      | 496            | 1,225     | 496               | 1,225     |
|                              | \$ 6,769       | \$ 63,802 | \$ 6,035          | \$ 64,082 |

Contractual maturities of long-term investments are summarized as follows (in thousands):

|  | March 31, 2015 | December 31, 2014 |
|--|----------------|-------------------|
| Due after one year through five years    | \$ 59,552      | \$ 54,959         |
| Due after five years through seven years | 4,250          | 9,123             |
|  | \$ 63,802      | \$ 64,082         |

**3. Fair Value Measurements:**

In accordance with the accounting guidance for fair value measurements and disclosures, the Company carries its money market funds included in cash and cash equivalents at fair value. In accordance with the three-tier fair value hierarchy under this guidance, the Company determined the fair value using quoted market prices, a Level 1 input as defined under the accounting guidance for fair value measurements. At March 31, 2015 and December 31, 2014, the Company's money market funds had a carrying amount of \$5.3 million and \$5.1 million, respectively.

The Company also carries the cash surrender value of life insurance related to its deferred compensation arrangements at fair value. The investments underlying the life insurance contracts consist primarily of exchange-traded equity securities and mutual funds with quoted prices in active markets. In accordance with the three-tier fair value hierarchy, the Company determined the fair value using the cash surrender value of the life insurance, a Level 2 input as defined under the accounting guidance for fair value measurements. At March 31, 2015 and December 31, 2014, the Company's cash surrender value of life insurance had a carrying amount of \$16.0 million.

In addition, the Company carries its contingent consideration liabilities related to acquisitions at fair value. In accordance with the three-tier fair value hierarchy, the Company determined the fair value of its contingent consideration liabilities using the income approach with assumed discount rates and payment probabilities. The income approach uses Level 3, or unobservable inputs as defined under the accounting guidance for fair value measurements. At March 31, 2015 and December 31, 2014, the Company's contingent consideration liabilities had a fair value of \$35.2 million and \$35.3 million, respectively. See Note 5 for more information regarding the Company's contingent consideration liabilities.

The carrying amounts of cash equivalents, short-term investments, accounts receivable and accounts payable and accrued expenses approximate fair value due to the short maturities of the respective instruments. The carrying values of long-term investments, line of credit, long-term debt and capital lease obligations approximate fair value. If the Company's line of credit and long-term debt were measured at fair value, they would be categorized as Level 2 in the fair value hierarchy.

**Table of Contents****4. Accounts Receivable:**

Accounts receivable, net consists of the following (in thousands):

|  | <b>March 31, 2015</b> | <b>December 31, 2014</b> |
|--|-----------------------|--------------------------|
| Gross accounts receivable                                | \$ 1,251,666          | \$ 1,200,958             |
| Allowance for contractual adjustments and uncollectibles | (890,792)             | (848,767)                |
|  | <b>\$ 360,874</b>     | <b>\$ 352,191</b>        |

**5. Business Acquisitions:**

During the three months ended March 31, 2015, the Company completed the acquisition of three physician group practices for total cash consideration of \$37.1 million. In connection with these acquisitions, the Company recorded goodwill of \$33.6 million, other intangible assets consisting primarily of physician and hospital agreements of \$4.8 million and other liabilities of \$1.3 million. These acquisitions expanded the Company's national network of physician practices.

In addition, during the three months ended March 31, 2015, the Company paid \$0.4 million for contingent consideration related to certain prior-period acquisitions, of which all but the accretion recorded during 2015 was accrued as of December 31, 2014. In connection with prior-period acquisitions, the Company also recorded a net increase of \$3.9 million to goodwill composed of a decrease in intangible assets of \$5.3 million, a decrease of \$2.0 million in other long-term liabilities and \$0.6 million in additional cash consideration related to a working capital true-up adjustment. These measurement period adjustments did not have a material impact on the Company's Condensed Consolidated Financial Statements in any period; therefore, the Company has not retrospectively adjusted such statements. The Company expects that \$10.8 million of the goodwill recorded during the three months ended March 31, 2015 will be deductible for tax purposes.

During the three months ended March 31, 2014, the Company paid \$3.4 million for contingent consideration related to certain prior-period acquisitions, of which all but the accretion recorded during 2014 was accrued as of December 31, 2013.

The results of operations of the practices acquired during the three months ended March 31, 2015 and 2014 have been included in the Company's Condensed Consolidated Financial Statements from the dates of acquisition. The following unaudited pro forma information combines the consolidated results of operations of the Company on a GAAP basis and the acquisitions completed during 2015 and 2014, including adjustments for pro forma amortization and interest expense, as if the transactions had occurred on January 1, 2014 and January 1, 2013, respectively (in thousands, except per share data):

**Three Months Ended  
March 31,  
2015                  2014**

Edgar Filing: MEDNAX, INC. - Form 10-Q

|   |            |            |
|---|------------|------------|
| Net revenue                                     | \$ 643,718 | \$ 632,774 |
| Net income                                      | \$ 69,371  | \$ 68,446  |
| Net income per common share <sup>(1)</sup> :    |            |            |
| Basic   | \$ 0.74    | \$ 0.69    |
| Diluted   | \$ 0.73    | \$ 0.68    |
| Weighted average common shares <sup>(1)</sup> : |            |            |
| Basic   | 94,231     | 99,076     |
| Diluted   | 95,325     | 100,696    |

- <sup>(1)</sup> The comparison of net income per common share is affected by the changes in the number of weighted average shares outstanding in each period.



**Table of Contents**

The pro forma results do not necessarily represent results which would have occurred if the acquisitions had taken place at the beginning of the periods indicated, nor are they indicative of the results of future combined operations.

**6. Accounts Payable and Accrued Expenses:**

Accounts payable and accrued expenses consist of the following (in thousands):

|                                    | <b>March 31, 2015</b> | <b>December 31, 2014</b> |
|------------------------------------|-----------------------|--------------------------|
| Accounts payable                   | \$ 22,826             | \$ 32,783                |
| Accrued salaries and bonuses       | 80,541                | 231,390                  |
| Accrued payroll taxes and benefits | 40,379                | 49,858                   |
| Accrued professional liabilities   | 20,432                | 19,718                   |
| Accrued contingent consideration   | 18,264                | 17,010                   |
| Other accrued expenses             | 29,848                | 29,899                   |
|                                    | <b>\$ 212,290</b>     | <b>\$ 380,658</b>        |

The net decrease in accrued salaries and bonuses of \$150.8 million, from December 31, 2014 to March 31, 2015, is primarily due to the payment of performance-based incentive compensation, principally to the Company's physicians, partially offset by performance-based incentive compensation accrued during the three months ended March 31, 2015. A majority of the Company's payments for performance-based incentive compensation is paid annually in the first quarter.

**7. Common and Common Equivalent Shares:**

Basic net income per common share is calculated by dividing net income by the weighted average number of common shares outstanding during the period. Diluted net income per common share is calculated by dividing net income by the weighted average number of common and potential common shares outstanding during the period. Potential common shares consist of outstanding restricted and deferred stock and stock options calculated using the treasury stock method. Under the treasury stock method, the Company includes the assumed excess tax benefits related to the potential exercise or vesting of its stock-based awards using the difference between the average market price for the applicable period less the option price, if any, and the fair value of the stock-based award on the date of grant multiplied by the applicable tax rate.

The calculation of shares used in the basic and diluted net income per common share calculation for the three months ended March 31, 2015 and 2014 is as follows (in thousands):

| <b>Three Months<br/>Ended<br/>March 31,<br/>2015      2014</b> |  |
|--|--|
|--|--|

|  |        |        |
|--|--------|--------|
| Weighted average number of common shares outstanding         | 94,231 | 99,076 |
| Weighted average number of dilutive common share equivalents | 1,094  | 1,620  |

|  |        |         |
|--|--------|---------|
| Weighted average number of common and common equivalent shares outstanding | 95,325 | 100,696 |
|--|--------|---------|

|   |  |   |
|---|--|---|
| Antidilutive securities not included in the diluted net income per common share calculation |  | 1 |
|---|--|---|

#### **8. Stock Incentive Plans and Stock Purchase Plan:**

The Company's Amended and Restated 2008 Incentive Compensation Plan, as amended (the "Amended and Restated 2008 Incentive Plan") provides for grants of stock options, stock appreciation rights, restricted stock, deferred stock, and other stock-related awards and performance awards that may be settled in cash, stock or other property.

Under the Amended and Restated 2008 Incentive Plan, options to purchase shares of common stock may be granted at a price not less than the fair market value of the shares on the date of grant. The options must be exercised within 10 years from the date of grant and generally become exercisable on a pro rata basis over a three-year period from the date of grant. The Company issues new shares of its common stock upon exercise of its stock options.

---

**Table of Contents**

Restricted stock awards generally vest over periods of three years upon the fulfillment of specified service-based conditions and in certain instances performance-based conditions. Deferred stock awards generally vest upon the satisfaction of specified performance-based conditions or service based conditions. The Company recognizes compensation expense related to its restricted stock and deferred stock awards ratably over the corresponding vesting periods. At March 31, 2015, the Company had approximately 6.3 million shares available for future grants and awards under its Amended and Restated 2008 Incentive Plan.

Under the Company's 1996 Non-Qualified Employee Stock Purchase Plan, as amended (the "Stock Purchase Plan"), employees are permitted to purchase the Company's common stock at 85% of market value on January 1st, April 1st, July 1st and October 1st of each year. In accordance with the provisions of the accounting guidance for stock-based compensation, the Company recognizes stock-based compensation expense for the 15% discount received by participating employees. During the three months ended March 31, 2015, 51,138 shares were issued under the Stock Purchase Plan. At March 31, 2015, the Company had approximately 283,400 shares reserved for issuance under the Stock Purchase Plan.

During the three months ended March 31, 2015 and 2014, the Company recognized approximately \$7.8 million and \$8.1 million, respectively, of stock-based compensation expense. The net excess tax benefit recognized in additional paid-in capital related primarily to stock options and restricted stock for the three months ended March 31, 2015 was approximately \$1.1 million.

**9. Common Stock Repurchase Programs:**

In July 2013, the Company's Board of Directors authorized the repurchase of shares of the Company's common stock up to an amount sufficient to offset the dilutive impact from the issuance of shares under the Company's equity compensation programs. The share repurchase program allows the Company to make open market purchases from time-to-time based on general economic and market conditions and trading restrictions. The repurchase program also allows for the repurchase of shares of the Company's common stock to offset the dilutive impact from the issuance of shares, if any, related to the Company's acquisition program. No share repurchases were made under this program during the three months ended March 31, 2015. The Company intends to utilize various methods to effect any future share repurchases, including, among others, open market purchases and accelerated share repurchase programs. The amount and timing of repurchases will depend upon several factors, including general economic and market conditions and trading restrictions.

In October 2014, the Company announced that its Board of Directors had authorized the repurchase of up to \$600.0 million of shares of the Company's common stock in addition to its existing share repurchase program. This program was completed during the three months ended March 31, 2015, pending final settlement of the accelerated share repurchase program discussed below and an accelerated share repurchase program entered into in December 2014. During the three months ended March 31, 2015, the Company repurchased approximately 2.7 million shares of its common stock for approximately \$233.6 million, inclusive of the aggregate value of common stock held back pending final settlement of the March 2015 accelerated share repurchase program.

On March 12, 2015, the Company entered into a second uncollared accelerated share repurchase ("ASR") agreement with an investment bank. Under the ASR agreement, the Company agreed to purchase \$200.0 million of its common stock in total. On March 16, 2015, the Company paid a total of \$200.0 million to an investment bank, which in turn delivered to the Company approximately 2.2 million shares of the Company's common stock in total based on the market price of a share of Company common stock on March 12, 2015. The payment was recorded as a reduction to the respective components of shareholders' equity. The final number of shares of common stock that the Company

may receive, or may be required to remit, upon settlement under the ASR agreement will be based upon the average daily volume weighted-average price of the Company's common stock during the term of the ASR agreement, less a negotiated discount. Final settlement of the ASR agreement is expected to occur within nine months of commencement of the program, and may occur earlier at the option of the investment bank. The terms of the ASR agreement are subject to adjustment if the Company were to enter into or announce certain types of transactions that may affect the Company's common stock. If the Company is obligated to make an adjustment payment to the investment bank under the ASR agreement, the Company may elect to satisfy such obligation in cash or in shares of the Company's common stock. The ASR agreement was funded by borrowings under the Company's line of credit.

**10. Commitments and Contingencies:**

The Company expects that audits, inquiries and investigations from government authorities and agencies will occur in the ordinary course of business. Such audits, inquiries and investigations and their ultimate resolutions, individually or in the aggregate, could have a material adverse effect on the Company's business, financial condition,

**Table of Contents**

results of operations, cash flows and the trading price of its common stock. The Company has not included an accrual for these matters as of March 31, 2015 in its Condensed Consolidated Financial Statements, as the variables affecting any potential eventual liability depend on the currently unknown facts and circumstances that arise out of, and are specific to, any particular future audit, inquiry and investigation and cannot be reasonably estimated at this time.

In the ordinary course of business, the Company becomes involved in pending and threatened legal actions and proceedings, most of which involve claims of medical malpractice related to medical services provided by the Company's affiliated physicians. The Company's contracts with hospitals generally require the Company to indemnify them and their affiliates for losses resulting from the negligence of the Company's affiliated physicians. The Company may also become subject to other lawsuits which could involve large claims and significant costs. The Company believes, based upon a review of pending actions and proceedings, that the outcome of such legal actions and proceedings will not have a material adverse effect on its business, financial condition or results of operations. The outcome of such actions and proceedings, however, cannot be predicted with certainty and an unfavorable resolution of one or more of them could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows and the trading price of its common stock.

Although the Company currently maintains liability insurance coverage intended to cover professional liability and certain other claims, the Company cannot assure that its insurance coverage will be adequate to cover liabilities arising out of claims asserted against it in the future where the outcomes of such claims are unfavorable. With respect to professional liability risk, the Company generally self-insures a portion of this risk through its wholly owned captive insurance subsidiary. Liabilities in excess of the Company's insurance coverage, including coverage for professional liability and certain other claims, could have a material adverse effect on the Company's business, financial condition, results of operations and cash flows.

---

**Table of Contents****Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations**

The following discussion highlights the principal factors that have affected our financial condition and results of operations, as well as our liquidity and capital resources, for the periods described. This discussion should be read in conjunction with the unaudited Condensed Consolidated Financial Statements and the notes thereto included in this Quarterly Report. In addition, reference is made to our audited consolidated financial statements and notes thereto and related Management's Discussion and Analysis of Financial Condition and Results of Operations included in our most recent Annual Report on Form 10-K. As used in this Quarterly Report, the terms "MEDNAX", the "Company", "we", "us" or "our" refer to the parent company, MEDNAX, Inc., a Florida corporation, and the consolidated subsidiaries through which its businesses are actually conducted (collectively, "MDX"), together with MDX's affiliated business corporations or professional associations, professional corporations, limited liability companies and partnerships ( "affiliated professional contractors"). Certain subsidiaries of MDX have contracts with our affiliated professional contractors, which are separate legal entities that provide physician services in certain states and Puerto Rico. The following discussion contains forward-looking statements. Please see the Company's most recent Annual Report on Form 10-K, including Item 1A, Risk Factors, for a discussion of the uncertainties, risks and assumptions associated with these forward-looking statements. In addition, please see "Caution Concerning Forward-Looking Statements" below.

**Overview**

MEDNAX is a leading provider of physician services including newborn, anesthesia, maternal-fetal and other pediatric subspecialties. Our national network is composed of affiliated physicians, including those who provide neonatal clinical care in 34 states and Puerto Rico, primarily within hospital-based neonatal intensive care units, to babies born prematurely or with medical complications. We also have physicians who provide anesthesia care to patients in connection with surgical and other procedures as well as pain management. In addition, we have affiliated physicians who provide maternal-fetal and obstetrical medical care to expectant mothers experiencing complicated pregnancies primarily in areas where our affiliated neonatal physicians practice. Our network also includes other affiliated pediatric subspecialists, including those who provide pediatric intensive care, pediatric cardiology care, hospital-based pediatric care and pediatric surgical care. In addition to our national physician network, we provide services in over 40 states to medical providers, including ours, through two complementary businesses, consisting of a revenue cycle management company and a consulting services company.

***2015 Acquisition Activity***

During the three months ended March 31, 2015, we completed the acquisition of three physician group practices including two anesthesiology practices and one other pediatric subspecialty practice. Based on our experience, we expect that we can improve the results of all of our acquired practices through improved managed care contracting, improved collections, identification of growth initiatives, as well as, operating and cost savings based upon the significant infrastructure that we have developed. Our results of operations for the three months ended March 31, 2015 include the results of operations for these physician group practices from their respective dates of acquisition and therefore are not comparable in some respects.

***Common Stock Repurchase Programs***

In July 2013, our board of directors authorized the repurchase of shares of our common stock up to an amount sufficient to offset the dilutive impact from the issuance of shares under our equity compensation programs. The share repurchase program permits us to make open market purchases from time-to-time based upon general economic and market conditions and trading restrictions. This repurchase program was expanded to allow for the repurchase of shares of our common stock to offset the dilutive impact from the issuance of shares, if any, related to our acquisition program. No share repurchases were made under this program during the three months ended March 31, 2015.

In October 2014, we announced that our board of directors had authorized the repurchase of up to \$600.0 million of shares of our common stock in addition to the existing share repurchase program approved in July 2013. Under the October 2014 share repurchase program, we repurchased approximately 2.7 million shares of our common stock for approximately \$233.6 million during the three months ended March 31, 2015, inclusive of the aggregate value of common stock held back pending final settlement under an accelerated share repurchase program. These share repurchases effectively completed the \$600.0 million share repurchase program.

We may utilize various methods to effect any future share repurchases made under the remaining open program, including, among others, open market purchases and accelerated share repurchase programs. The amount and timing of repurchases will depend upon several factors, including general economic and market conditions and trading restrictions.

---

**Table of Contents**

***General Economic Conditions***

Although economic conditions in the United States have gradually improved, the number of unemployed and under-employed workers remains significant. During the three months ended March 31, 2015, the percentage of our patient service revenue being reimbursed under government-sponsored or funded healthcare programs (GHC Programs) was unchanged as compared to the three months ended March 31, 2014. If, however, economic conditions do not continue to improve or if they deteriorate, we could experience additional shifts toward GHC Programs and patient volumes could decline. Payments received from GHC Programs are substantially less for equivalent services than payments received from commercial insurance payors. In addition, due to the rising costs of managed care premiums and patient responsibility amounts, we may experience increased bad debt due to patients' inability to pay for certain services.

***Healthcare Reform***

The Patient Protection and Affordable Care Act (the ACA) contains a number of provisions that could affect us over the next several years. These provisions include the recent establishment of health insurance exchanges to facilitate the purchase of qualified health plans, expanding Medicaid eligibility, subsidizing insurance premiums and creating requirements and incentives for businesses to provide healthcare benefits, the effects of which are unpredictable and complex. Other provisions contain changes to healthcare fraud and abuse laws and expand the scope of the Federal False Claims Act.

The ACA contains numerous other measures that could also affect us. For example, payment modifiers are to be developed that will differentiate payments to physicians under federal healthcare programs based on quality and cost of care. In addition, other provisions authorize voluntary demonstration projects relating to the bundling of payments for episodes of hospital care and the sharing of cost savings achieved under the Medicare program.

Many of the ACA's most significant reforms, such as the establishment of state-based and federally facilitated insurance exchanges that provide a marketplace for eligible individuals and small employers to purchase health care insurance, became effective in the beginning of 2014. Following two enrollment periods, the most recent of which ran through February 15, 2015, it has been projected that approximately 9 million people, including new applicants and returning customers, are enrolled. In November 2014, however, the Supreme Court granted certiorari to hear an appeal challenging the legality of an Internal Revenue Service regulation providing subsidies for insurance purchased on the federal exchanges and arguing that the text of the ACA only allows for subsidies for insurance purchased on state-based exchanges. Only 13 states created their own exchanges; individuals in the remainder of states receive insurance coverage on the federal exchanges. A ruling in that case, *King v. Burwell*, is expected by June 2015. If the challenge is successful, approximately 5 million people who obtained healthcare coverage through the federal facilitated insurance exchanges could lose their subsidies and their health insurance coverage. In addition, in some cases, the patient responsibility costs related to healthcare plans obtained through the insurance exchanges may be high and could increase in the future, and we may experience increased bad debt due to patients' inability to pay for certain services.

Federal and state agencies are expected to continue to implement provisions of the ACA. However, given the complexity and the number of changes expected as a result of the ACA, as well as the implementation timetable for many of them, we cannot predict the ultimate impacts of the ACA as they may not be known for several years. The ACA also remains subject to continuing legislative scrutiny, including efforts by Congress to amend or repeal a number of its provisions. In addition, there have been lawsuits filed by various stakeholders pertaining to the ACA that may have the effect of modifying or altering various parts of the law. As a result, we cannot predict with any assurance the ultimate effect of the ACA on our Company, nor can we provide any assurance that its provisions will



not have a material adverse effect on our business, financial condition, results of operations or cash flows.

***Medicaid to Medicare Payment Parity***

In November 2012, the Centers for Medicare & Medicaid Services ( CMS ) adopted a rule under the ACA that generally allowed physicians who provided eligible primary care services to be paid at the Medicare reimbursement rates in effect in calendar years 2013 and 2014 instead of state-established Medicaid reimbursement rates that would have been applicable in those years ( parity revenue ). Federal funding for the enhanced Medicaid payments expired for dates of service beyond December 31, 2014. Advocacy efforts by various parties continue at both the federal and state legislative levels to continue this program, but to date, only a limited number of states have committed to either extend this program, at least in part, for a limited period of time or increase their pre-parity base Medicaid rates.

During the three months ended March 31, 2015 and 2014, we recognized approximately \$6.0 million and \$14.0 million, respectively, in parity revenue that contributed approximately \$0.02 and \$0.04, respectively, to our net income per diluted share, reflecting the impacts from incentive compensation and income taxes.

---

**Table of Contents*****Medicaid Expansion***

The ACA also allows states to expand their Medicaid programs through federal payments that fund most of the cost of increasing the Medicaid eligibility income limit from a state's historic eligibility levels to 133% of the federal poverty level. As of March 6, 2015, 29 states are implementing the expansion of Medicaid eligibility with nearly all of these states implementing the expansion as set forth by law. In addition, a limited number of states are seeking waivers from CMS to expand Medicaid eligibility in a manner that is different than set forth under the ACA while still allowing them to access federal matching funds, and 16 states have expressed their intent not to expand Medicaid eligibility. All of the states in which we operate, however, already cover children in the first year of life and pregnant women if their household incomes are at or below 133% of the federal poverty level.

***Medicare Sequestration***

The Budget Control Act of 2011 required across-the-board cuts ( sequestrations ) to Medicare reimbursement rates. These annual reductions of 2% began in April 2013 and apply to mandatory and discretionary spending in the years 2013 to 2024. This reduction in Medicare reimbursement rates is not expected to have a material adverse effect on our business, financial condition, results of operations or cash flows.

***2015 Medicare Fee Schedule***

Presently, Medicare pays for all physician services based upon a national fee schedule that contains a list of uniform rates. The fee schedule is adjusted annually based on a complex formula that is linked in part to the use of services by Medicare beneficiaries and the growth in gross domestic product (the Sustainable Growth Rate formula or SGR formula ). Since 2002, this SGR formula has resulted in negative payment updates for physicians under the fee schedule that have grown larger, and Congress has had to take repeated legislative action to reverse scheduled payment reductions. In March 2015, the House of Representatives (the House ) passed legislation, known as the Medicare Access and CHIP Reauthorization Act of 2015, to eliminate the SGR formula and instead provide physicians with a 0.5% increase in Medicare reimbursement starting in July 2015 through December 2015, and then 0.5% annual increases through 2019 as Medicare transitions to a payment system designed to reward physicians for the quality of care provided, rather than the quantity of procedures performed. In April 2015, the Senate voted in favor of the legislation, and the bill was signed into law by President Obama.

**Results of Operations*****Three Months Ended March 31, 2015 as Compared to Three Months Ended March 31, 2014***

Our net revenue increased \$73.1 million, or 12.9%, to \$639.4 million for the three months ended March 31, 2015, as compared to \$566.3 million for the same period in 2014. Of this \$73.1 million increase, \$62.9 million, or 86.1%, was attributable to revenue generated from acquisitions completed after December 31, 2013. Same-unit net revenue increased \$10.2 million, or 1.8%, for the three months ended March 31, 2015. Same units are those units at which we provided services for the entire current period and the entire comparable period. The change in same-unit net revenue was the result of an increase in revenue of \$12.3 million, or 2.2%, from patient service volumes, partially offset by a net decrease of approximately \$2.1 million, or 0.4%, related to net reimbursement-related factors. The increase in revenue of \$12.3 million from patient service volumes is primarily related to growth in our hospital-based neonatology and other pediatric services and anesthesiology services as well as in our office-based maternal-fetal medicine services, partially offset by a decrease in our office-based pediatric cardiology services. The net decrease in revenue of \$2.1 million related to net reimbursement-related factors was primarily due to the unfavorable impact from the parity revenue recorded during the three months ended March 31, 2015 as compared to the three months ended

March 31, 2014, partially offset by continued modest improvements in managed care contracting. Excluding the unfavorable impact of the \$8.0 million decrease in parity revenue, from \$14.0 million for the three months ended March 31, 2014 as compared to \$6.0 million for the three months ended March 31, 2015, our same-unit revenue increased \$18.2 million, or 3.3%, of which revenue related to net-reimbursement related factors increased by \$5.9 million, or 1.1%. We believe that excluding the unfavorable impact from the decrease in parity revenue year over year provides a more comparable view of our changes in same-unit revenue.

Practice salaries and benefits increased \$47.6 million, or 12.8%, to \$419.6 million for the three months ended March 31, 2015, as compared to \$372.0 million for the same period in 2014. This \$47.6 million increase was primarily attributable to increased costs associated with new physicians and other staff to support acquisition-related growth and growth at existing units, of which \$39.4 million was related to salaries and \$8.2 million was related to benefits and incentive compensation.

## **Table of Contents**

Practice supplies and other operating expenses increased \$2.0 million, or 9.4%, to \$23.4 million for the three months ended March 31, 2015, as compared to \$21.4 million for the same period in 2014. The increase was attributable to practice supply, rent and other costs primarily related to our acquisitions.

General and administrative expenses include all billing and collection functions and all other salaries, benefits, supplies and operating expenses not specifically related to the day-to-day operations of our physician group practices and those attributable to our non-practice service offerings. General and administrative expenses increased \$9.5 million, or 16.3%, to \$67.9 million for the three months ended March 31, 2015, as compared to \$58.4 million for the same period in 2014. The increase of \$9.5 million is attributable to the overall growth of the Company including acquisition-related growth. General and administrative expenses as a percentage of net revenue was 10.6% for the three months ended March 31, 2015, as compared to 10.3% for the same period in 2014. The increase of 32 basis points is driven by the mix of acquisitions, primarily the non-practice service businesses.

Depreciation and amortization expense increased \$3.2 million, or 31.3%, to \$13.6 million for the three months ended March 31, 2015, as compared to \$10.4 million for the same period in 2014. The increase was primarily attributable to the amortization of intangible assets related to acquisitions.

Income from operations increased \$10.7 million, or 10.3%, to \$114.8 million for the three months ended March 31, 2015, as compared to \$104.1 million for the same period in 2014. Our operating margin was 18.0% for the three months ended March 31, 2015, as compared to 18.4% for the same period in 2014. The decrease of 42 basis points was primarily due to an increase in certain operating expenses related to acquisitions during the three months ended March 31, 2015 as compared to the three months ended March 31, 2014, as well as the variability in margins related to the mix of acquisitions completed after December 31, 2013.

Net non-operating expenses were \$2.3 million for the three months ended March 31, 2015, as compared to net non-operating income of \$0.3 million for the same period in 2014. The net increase in non-operating expenses was primarily related to an increase in interest expense due to higher outstanding borrowings under our credit facility, partially offset by equity in earnings of an unconsolidated affiliate. In addition, the three months ended March 31, 2014 was favorably impacted by the settlement of a litigation matter. Interest expense consists of interest charges, commitment fees and amortized debt costs related to our credit facility (the Credit Facility ) and accretion expense related to our contingent consideration liabilities.

Our effective income tax rate was 39.0% for the three months ended March 31, 2015 and 2014.

Net income attributable to MEDNAX, Inc. increased by 7.9% to \$68.7 million for the three months ended March 31, 2015, as compared to \$63.7 million for the same period in 2014.

Diluted net income attributable to MEDNAX, Inc. per common and common equivalent share was \$0.72 on weighted average shares outstanding of 95.3 million for the three months ended March 31, 2015, as compared to \$0.63 on weighted average shares outstanding of 100.7 million for the same period in 2014. The decrease of 5.4 million in our weighted average shares outstanding is primarily due to the impact of shares repurchased under our repurchase programs, partially offset by the exercise of employee stock options, the issuance of shares under our 1996 Non-Qualified Employee Stock Purchase Plan, as amended and restated (the Stock Purchase Plan ) and the vesting of restricted stock.

## **Liquidity and Capital Resources**

As of March 31, 2015, we had \$50.2 million of cash and cash equivalents on hand as compared to \$47.9 million at December 31, 2014. Additionally, we had working capital of \$210.5 million at March 31, 2015, an increase of \$159.7 million from working capital of \$50.8 million at December 31, 2014. This net increase in working capital is primarily due to net borrowings on our Credit Facility, year-to-date earnings and proceeds from the issuance of common stock under our stock incentive and Stock Purchase Plan, partially offset by the use of funds for repurchases of our common stock and acquisitions.

Our net cash used in operating activities was \$53.7 million for the three months ended March 31, 2015, as compared to \$49.8 million for the same period in 2014. This net decrease of \$3.9 million for the three months ended March 31, 2015 is primarily due to a net decrease in cash flow related to changes in the components of our accounts payable and accrued expenses, consisting primarily of higher incentive compensation payments, partially offset by a net increase in cash flow related to accounts receivable and improved operating results.

During the three months ended March 31, 2015, accounts receivable increased by \$8.7 million, as compared to an increase of \$30.3 million for the same period in 2014. The increase in accounts receivable for the three months ended March 31, 2015 is primarily due to higher accounts receivable balances related to acquisitions, and the increase for the three months ended March 31, 2014 was primarily related to increases at our existing units as well as recent acquisitions.

---

**Table of Contents**

Our accounts receivable are principally due from managed care payors, government payors, and other third-party insurance payors. We track our collections from these sources, monitor the age of our accounts receivable, and make all reasonable efforts to collect outstanding accounts receivable through our systems, processes and personnel at our corporate and regional billing and collection offices. We use customary collection practices, including the use of outside collection agencies, for accounts receivable due from private pay patients when appropriate. Almost all of our accounts receivable adjustments consist of contractual adjustments due to the difference between gross amounts billed and the amounts allowed by our payors. Any amounts written off related to private pay patients are based on the specific facts and circumstances related to each individual patient account.

Days sales outstanding ( DSO ) is one of the key factors that we use to evaluate the condition of our accounts receivable and the related allowances for contractual adjustments and uncollectibles. DSO reflects the timeliness of cash collections on billed revenue and the level of reserves on outstanding accounts receivable. Our DSO was 50.8 days at March 31, 2015 as compared to 49.8 days at December 31, 2014. The change in our DSO is primarily related to increases in accounts receivable for recent acquisitions.

During the three months ended March 31, 2015, our net cash used in investing activities of \$43.6 million included acquisition payments of \$37.7 million, capital expenditures of \$5.4 million and net purchases of \$0.5 million related to the purchase and maturity of investments. Our capital expenditures were for medical equipment, computer equipment, software, leasehold and other improvements and furniture and fixtures at our office-based practices and our corporate and regional offices.

During the three months ended March 31, 2015, our net cash provided from financing activities of \$99.5 million consisted primarily of net borrowings on our Credit Facility of \$328.0 million, proceeds from the exercise of employee stock options and the issuance of common stock under our Stock Purchase Plan of \$4.6 million and excess tax benefits related to the exercise of employee stock options and the vesting of restricted stock of \$1.1 million, partially offset by the repurchase of \$233.6 million of our common stock and the payment of \$0.4 million for contingent consideration liabilities.

Our Credit Facility provides for a \$1.3 billion unsecured revolving credit facility and a \$200 million term loan and includes a \$75 million sub-facility for swingline loans and a \$37.5 million sub-facility for the issuance of letters of credit. We may increase the credit facility to up to \$1.8 billion on an unsecured basis, subject to the satisfaction of specified conditions. The Credit Facility matures in October 2019 and is guaranteed by substantially all of our subsidiaries and affiliated professional contractors. At our option, borrowings under the Credit Facility (other than swingline loans) will bear interest at (i) the Alternate Base Rate (defined as the highest of (a) the prime rate, (b) the Federal Funds Rate plus 1/2 of 1.00% and (c) LIBOR for an interest period of one month plus 1.00%) plus an applicable margin rate ranging from 0.125% to 0.750% based on our consolidated leverage ratio or (ii) the LIBOR rate plus an applicable margin rate ranging from 1.125% to 1.750% based on our consolidated leverage ratio. Swingline loans will bear interest at the Alternate Base Rate plus the applicable margin. The Credit Facility also calls for other customary fees and charges, including an unused commitment fee ranging from 0.150% to 0.300% of the unused lending commitments, based on the our consolidated leverage ratio. The Credit Facility contains customary covenants and restrictions, including covenants that require us to maintain a minimum interest coverage ratio, not to exceed a specified consolidated leverage ratio and to comply with laws. The Credit Facility permits us to pay dividends and make certain other distributions, subject to limitations specified therein. Failure to comply with these covenants would constitute an event of default under the Credit Facility, notwithstanding the ability of the company to meet its debt service obligations. The Credit Facility also includes various customary remedies for the lenders following an event of default, including the acceleration of repayment of outstanding amounts under the Credit Facility.

At March 31, 2015, we had an outstanding principal balance of \$896.0 million on our Credit Facility, comprised of \$698.5 million under our revolving line of credit and a \$197.5 million term loan. We also had outstanding letters of credit associated with our professional liability insurance program of \$0.2 million which reduced the amount available on our Credit Facility to \$601.3 million at March 31, 2015. At March 31, 2015, we believe we were in compliance, in all material respects, with the financial covenants and other restrictions applicable to us under our Credit Facility. We believe we will be in compliance with these covenants throughout 2015.

We maintain professional liability insurance policies with third-party insurers, subject to self-insured retention, exclusions and other restrictions. We self-insure our liabilities to pay self-insured retention amounts under our professional liability insurance coverage through a wholly owned captive insurance subsidiary. We record liabilities for self-insured amounts and claims incurred but not reported based on an actuarial valuation using historical loss information, claim emergence patterns and various actuarial assumptions. Our total liability related to professional liability risks at March 31, 2015 was \$174.0 million, of which \$20.4 million is classified as a current liability within accounts payable and accrued expenses in the Condensed Consolidated Balance Sheet.

**Table of Contents**

We anticipate that funds generated from operations, together with our current cash on hand and funds available under our Credit Facility, will be sufficient to finance our working capital requirements, fund anticipated acquisitions and capital expenditures, fund our share repurchase program and meet our contractual obligations for at least the next 12 months.

**Caution Concerning Forward-Looking Statements**

Certain information included or incorporated by reference in this Quarterly Report may be deemed to be forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements may include, but are not limited to, statements relating to our objectives, plans and strategies, and all statements (other than statements of historical facts) that address activities, events or developments that we intend, expect, project, believe or anticipate will or may occur in the future are forward-looking statements. These statements are often characterized by terminology such as believe, hope, may, anticipate, should, intend, will, expect, estimate, project, positioned, strategy and similar expressions and are based on assumptions and assessments made by our management in light of their experience and their perception of historical trends, current conditions, expected future developments and other factors they believe to be appropriate. Any forward-looking statements in this Quarterly Report are made as of the date hereof, and we undertake no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are described in the Company's most recent Annual Report on Form 10-K, including the section entitled Risk Factors.



**Table of Contents**

**Item 3. Quantitative and Qualitative Disclosures about Market Risk**

Our Credit Facility is subject to market risk and interest rate changes. The outstanding principal balance on our Credit Facility was \$896.0 million at March 31, 2015. Considering this total outstanding balance, a 1.0% change in interest rates would result in an impact to income before taxes of approximately \$9.0 million per year.

**Item 4. Controls and Procedures**

**Evaluation of Disclosure Controls and Procedures**

The Company maintains disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to provide reasonable assurance that information required to be disclosed by the Company in reports it files or submits under the Exchange Act is (i) recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and (ii) accumulated and communicated to the Company's management, including its principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosure.

We carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended). Based upon that evaluation, the Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective at the reasonable assurance level as of the end of the period covered by this report.

**Changes in Internal Controls Over Financial Reporting**

No changes in our internal control over financial reporting occurred during the quarter ended March 31, 2015 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**Table of Contents****PART II - OTHER INFORMATION****Item 1. Legal Proceedings**

We expect that audits, inquiries and investigations from government authorities and agencies will occur in the ordinary course of business. Such audits, inquiries and investigations and their ultimate resolutions, individually or in the aggregate, could have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

In the ordinary course of our business, we become involved in pending and threatened legal actions and proceedings, most of which involve claims of medical malpractice related to medical services provided by our affiliated physicians. Our contracts with hospitals generally require us to indemnify them and their affiliates for losses resulting from the negligence of our affiliated physicians and other clinicians. We may also become subject to other lawsuits that could involve large claims and significant defense costs. We believe, based upon a review of pending actions and proceedings, that the outcome of such legal actions and proceedings will not have a material adverse effect on our business, financial condition or results of operations. The outcome of such actions and proceedings, however, cannot be predicted with certainty and an unfavorable resolution of one or more of them could have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

Although we currently maintain liability insurance coverage intended to cover professional liability and certain other claims, we cannot assure that our insurance coverage will be adequate to cover liabilities arising out of claims asserted against us in the future where the outcomes of such claims are unfavorable to us. With respect to professional liability risk, we self-insure a significant portion of this risk through our wholly owned captive insurance subsidiary. Liabilities in excess of our insurance coverage, including coverage for professional liability and certain other claims, could have a material adverse effect on our business, financial condition, results of operations, cash flows and the trading price of our common stock.

**Item 1A. Risk Factors**

There have been no material changes to the risk factors previously disclosed in the Company's most recent Annual Report on Form 10-K.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

During the three months ended March 31, 2015, we repurchased approximately 2.7 million shares of our common stock in connection with a share repurchase program that was approved by our board of directors in October 2014.

| Period | Total<br>Number of<br>Shares<br>Purchased | Average Price Paid<br>per Share<br>(a) | Total Number<br>of<br>Shares<br>Purchased<br>as part of the<br>Repurchase Programs | Approximate Dollar<br>Value of Shares<br>that May Yet<br>Be Purchased Under the<br>Repurchase Programs |
|--------|---|--|--|--|
|        |   |  |  |  |

Edgar Filing: MEDNAX, INC. - Form 10-Q

|            |                   |           |    |       |           |     |
|------------|-------------------|-----------|----|-------|-----------|-----|
| January 1  | January 31, 2015  |           | \$ |       |           | (b) |
| February 1 | February 28, 2015 | 160,000   | \$ | 71.30 | 160,000   | (b) |
| March 1    | March 31, 2015    | 2,544,012 | \$ | 71.62 | 2,544,012 | (b) |
| Total      |                   | 2,704,012 | \$ | 71.60 | 2,704,012 | (b) |

- (a) This amount represents the weighted average price paid per share and includes a per share commission paid for all repurchases made through open market programs.
- (b) During the three months ended March 31, 2015, we had two active repurchase programs. Our July 2013 repurchase program allows us to repurchase shares of our common stock up to an amount sufficient to offset the dilutive impact from the issuance of shares under our equity compensation programs, which is estimated to be approximately 1.0 million shares for 2015. Our October 2014 repurchase program allowed us to repurchase up to an additional \$600.0 million of shares of our common stock. The repurchases in the above table were made in connection with the \$600.0 million repurchase program that was completed as of March 31, 2015, inclusive of the aggregate value of common stock held back pending final settlement of two accelerated share repurchase programs.

The amount and timing of any future repurchases will depend upon several factors, including general economic and market conditions and trading restrictions.

**Table of Contents**

**Item 6. Exhibits**

See Exhibit Index.

**Table of Contents**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

**MEDNAX, INC.**

Date: April 30, 2015

By: /s/ Roger J. Medel, M.D.  
Roger J. Medel, M.D.  
Chief Executive Officer  
(Principal Executive Officer)

Date: April 30, 2015

By: /s/ Vivian Lopez-Blanco  
Vivian Lopez-Blanco  
Chief Financial Officer and Treasurer  
(Principal Financial Officer and  
  
Principal Accounting Officer)

**Table of Contents**

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 31.1+              | Certification of Chief Executive Officer pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 31.2+              | Certification of Chief Financial Officer pursuant to Securities Exchange Act Rule 13a-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002. |
| 32+                | Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.  |
| 101.INS+           | XBRL Instance Document.  |
| 101.SCH+           | XBRL Taxonomy Extension Schema Document.   |
| 101.CAL+           | XBRL Taxonomy Extension Calculation Linkbase Document.   |
| 101.DEF+           | XBRL Taxonomy Extension Definition Linkbase Document.  |
| 101.LAB+           | XBRL Taxonomy Extension Label Linkbase Document.   |
| 101.PRE+           | XBRL Taxonomy Extension Presentation Linkbase Document.  |

+ Filed herewith.