

REGISTRATION NO. 333-\_\_\_\_\_

SECURITIES AND EXCHANGE COMMISSION  
Washington, D. C. 20549

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FORM S-8

REGISTRATION STATEMENT UNDER  
THE SECURITIES ACT OF 1933

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MAXIMUS, INC.

(Exact Name of Registrant as Specified in its Charter)

VIRGINIA 54-1000588  
(State or Other Jurisdiction (I.R.S. Employer Identification No.)  
of Incorporation)

11419 SUNSET HILLS ROAD, RESTON, VIRGINIA 20190  
(Address of Principal Executive Offices) (Zip Code)

-----  
1997 EQUITY INCENTIVE PLAN  
(Full Title of the Plan)

DAVID V. MASTRAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER  
MAXIMUS, Inc.  
11419 Sunset Hills Road  
Reston, Virginia 20190  
(703) 251-8500  
(Name, Address and Telephone Number of Agent for Service)

with copies to:

KERRY JOHN TOMASEVICH, ESQUIRE  
Palmer & Dodge LLP  
One Beacon Street  
Boston, Massachusetts 02108-3190  
(617) 573-0100

CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>

Title of Securities To Be Registered	Amount To Be Registered	Proposed Maximum Offering Price Per Share (1)	Proposed Maximum Aggregate Offering Price (1)	Amount Of Registration Fee
<S>	<C>	<C>	<C>	<C>
Common Stock, no par value	2,000,000 shares(2)	\$36.76	\$73,520,000	\$18,380

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- Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457(h) based upon the average of the high and low sale prices on June 1, 2001 as reported by the New York Stock Exchange.
- The Registration Statement registers an additional 2,000,000 shares issuable under the Registrant's 1997 Equity Incentive Plan (the "Plan"). An aggregate of 3,000,000 shares issuable under the Plan have previously been registered under prior registration statements (Registration Statement No. 333-41871 and Registration No. 333-75263).

STATEMENT REGARDING INCORPORATION BY REFERENCE FROM EFFECTIVE  
REGISTRATION STATEMENT

Pursuant to Instruction E to Form S-8, the contents of (i) the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on December 10, 1997 (File No. 333-41871), and (ii) the Registrant's Registration Statement on Form S-8 filed with the Commission on March 30, 1999 (File No. 333-75263) relating to the registration of an aggregate of 3,000,000 shares of the Registrant's Common

Stock, no par value (the "Common Stock"), authorized for issuance under the Registrant's 1997 Equity Incentive Plan (the "Plan"), are incorporated by reference in their entirety in this Registration Statement. This Registration Statement provides for the registration of an additional 2,000,000 shares of the Registrant's Common Stock to be issued under the Plan.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Reston, Commonwealth of Virginia, on this 16th day of May, 2001.

MAXIMUS, INC.

By: /s/ F. Arthur Nerret  
 -----  
 F. Arthur Nerret  
 Vice President, Finance, Treasurer and  
 Chief Financial Officer

POWER OF ATTORNEY

We, the undersigned officers and directors of MAXIMUS, Inc. hereby severally constitute and appoint David V. Mastran, Raymond B. Ruddy, F. Arthur Nerret, David R. Francis and Kerry John Tomasevich and each of them singly, our true and lawful attorneys-in-fact, with full power to them in any and all capacities, to sign any and all amendments to this Registration Statement on Form S-8 including any post-effective amendments thereto, and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, hereby ratifying and confirming all that each of said attorneys-in-fact may do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated:

<TABLE>  
 <CAPTION>

<S>	SIGNATURE	TITLE <C>	DATE <C>
/s/	David V. Mastran ----- David V. Mastran	President, Chief Executive Officer and Director (Principal Executive Officer)	May 16, 2001
/s/	Raymond B. Ruddy ----- Raymond B. Ruddy	Chairman of the Board of Directors and Vice President	May 16, 2001
/s/	F. Arthur Nerret ----- F. Arthur Nerret	Vice President, Finance, Treasurer and Assistant Secretary (Principal Financial and (Accounting Officer)	May 16, 2001
/s/	Russell A. Beliveau ----- Russell A. Beliveau	Director	May 16, 2001
/s/	Jesse Brown ----- Jesse Brown	Director	May 16, 2001

/s/ Lynn P. Davenport ----- Lynn P. Davenport	Director	May 16, 2001
/s/ Thomas A. Grissen ----- Thomas A. Grissen	Director	May 16, 2001
/s/ Peter B. Pond ----- Peter B. Pond	Director	May 16, 2001
/s/ James R. Thompson, Jr. ----- James R. Thompson, Jr.	Director	May 16, 2001

</TABLE>

## EXHIBIT INDEX

<TABLE>  
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Exhibit Number -----	Description -----
<S>	<C>
5.1	Opinion of Palmer & Dodge LLP as to the legality of the securities registered hereunder.
23.1	Consent of Ernst & Young LLP, independent auditors.
23.3	Consent of Palmer & Dodge LLP. Contained in Exhibit 5.1 hereto.
24.1	Power of Attorney. Set forth on the signature page to this Registration Statement.

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PALMER & DODGE LLP  
One Beacon Street  
Boston, Massachusetts 02108

Telephone: (617) 573-0100

Facsimile: (617) 227-4420

June 5, 2001

MAXIMUS, Inc.  
11419 Sunset Hills Road  
Reston, VA 20190

Ladies and Gentlemen:

We are rendering this opinion in connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by MAXIMUS, Inc. (the "Company") with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Act"), on or about the date hereof. The Registration Statement relates to 2,000,000 shares (the "Shares") of the Company's Common Stock, no par value, offered pursuant to the provisions of the Company's 1997 Equity Incentive Plan (the "Plan").

We have acted as your counsel in connection with the preparation of the Registration Statement and are familiar with the proceedings taken by the Company in connection with the authorization of the issuance and sale of the Shares. We have examined all such documents as we consider necessary to enable us to render this opinion.

Based upon the foregoing, we are of the opinion that when issued in accordance with the terms of the Plan, the Shares will be duly authorized, validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as a part of the Registration Statement.

Very truly yours,

/s/ Palmer & Dodge LLP

PALMER & DODGE LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT AUDITORS

We consent to the incorporation by reference in the Registration Statement on Form S-8 pertaining to the 1997 Equity Incentive Plan of MAXIMUS, Inc. of our report dated November 16, 2000, except for Note 13 as to which the date is May 15, 2001, with respect to the consolidated financial statements of MAXIMUS, Inc. included in the Registration Statement (Form S-3 No. 333-61264), filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

ERNST & YOUNG LLP

Washington, D.C.  
May 31, 2001