

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

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FORM S-3  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
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MAXIMUS, INC.  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

<TABLE>  
<S> VIRGINIA <C> 54-1000588  
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION) (I.R.S. EMPLOYER IDENTIFICATION NUMBER)  
</TABLE>

11419 SUNSET HILLS ROAD, RESTON, VIRGINIA 20190 (703) 251-8500  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA  
CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

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DAVID R. FRANCIS  
GENERAL COUNSEL AND SECRETARY  
MAXIMUS, INC.  
11419 SUNSET HILLS ROAD  
RESTON, VIRGINIA 22190  
(703) 251-8500  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER,  
INCLUDING AREA CODE, OF AGENT FOR SERVICE)

WITH COPIES TO:

KERRY JOHN TOMASEVICH MICHAEL L. FITZGERALD  
PALMER & DODGE LLP SIDLEY AUSTIN BROWN & WOOD LLP  
ONE BEACON STREET ONE WORLD TRADE CENTER  
BOSTON, MASSACHUSETTS 02108-3190 NEW YORK, NEW YORK 10048-0557  
(617) 573-0100 (212) 839-5300

APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as  
practicable after the effective date of this Registration Statement.

If the only securities being registered on this form are being offered pursuant  
to dividend or interest reinvestment plans, please check the following box. / /

If any of the securities being registered on this form are to be offered on a  
delayed or continuous basis pursuant to Rule 415 under the Securities Act of  
1933, other than securities offered only in connection with dividend or interest  
reinvestment plans, check the following box. / /

If this Form is filed to register additional securities for an offering pursuant  
to Rule 462(b) under the Securities Act, please check the following box and list  
the Securities Act registration statement number of the earlier effective  
registration statement for the same offering. /X/ 333-61264

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under  
the Securities Act, check the following box and list the Securities Act  
registration statement number of the earlier effective registration statement  
for the same offering. / /

If delivery of the prospectus is expected to be made pursuant to Rule 434,  
please check the following box. / /

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CALCULATION OF REGISTRATION FEE

<TABLE>  
<CAPTION>  
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TITLE OF EACH CLASS OF	AMOUNT TO BE	PROPOSED MAXIMUM	PROPOSED MAXIMUM	AMOUNT
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OF SECURITIES TO BE REGISTERED REGISTRATION FEE	REGISTERED	OFFERING PRICE PER SHARE (1)	AGGREGATE OFFERING PRICE (1)	
<S> Common Stock, no par value..... \$1,953	<C> 230,000 shares(2)	<C> \$33.95	<C> \$7,808,500	<C>

(1) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457 based upon the public offering price of \$33.95.

(2) Includes a total of 30,000 shares that are subject to over-allotment options granted to the underwriters.

THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE UPON FILING WITH THE COMMISSION IN ACCORDANCE WITH RULE 462(b) UNDER THE SECURITIES ACT OF 1933.

EXPLANATORY NOTE AND  
INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This registration statement is being filed with respect to the registration of additional shares of common stock, no par value per share, of MAXIMUS, Inc., a Virginia corporation, for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The contents of the registrant's earlier effective registration statement on Form S-3 (File No. 333-61264) are incorporated into this registration statement by reference. The form of prospectus contained in the earlier effective registration statement will reflect the aggregate amount of securities registered in this registration statement and the earlier effective registration statement.

The required opinions and consents are listed on an Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Reston, Commonwealth of Virginia, on June 19, 2001.

MAXIMUS, INC.

By: /s/ F. ARTHUR NERRET

F. Arthur Nerret  
Chief Financial Officer

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

SIGNATURE	TITLE	DATE
<S> * ----- David V. Mastran	<C> President, Chief Executive Officer and Director (Principal Executive Officer)	<C> June 19, 2001
* ----- Raymond B. Ruddy	Chairman of the Board of Directors	June 19, 2001
/s/ F. ARTHUR NERRET ----- F. Arthur Nerret	Chief Financial Officer (Principal Financial and Accounting Officer)	June 19, 2001
* ----- Russell A. Beliveau	Director	June 19, 2001

----- Jessee Brown	Director	June 19, 2001
* -----	Director	June 19, 2001
Lynn P. Davenport		
* -----	Director	June 19, 2001
Thomas A. Grissen		
* -----	Director	June 19, 2001
Peter Pond		
* -----	Director	June 19, 2001
James R. Thompson		

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\*By: /s/ F. ARTHUR NERRET

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F. Arthur Nerret  
ATTORNEY-IN-FACT

EXHIBIT INDEX

Exhibit No.	Title
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5	Opinion of Palmer & Dodge LLP.
23.1	Consent of Palmer & Dodge LLP. Included in its opinion filed as Exhibit 5.
23.2	Consent of Ernst & Young LLP.
24.1*	Power of Attorney.

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\* Filed with the company's Registration Statement on Form S-3 (Registration No. 333-61264).

PALMER & DODGE LLP  
One Beacon Street, Boston, MA 02108-3190

TELEPHONE: (617) 573-0100

FACSIMILE: (617) 227-4420

June 19, 2001

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

We are rendering this opinion in connection with the Registration Statement on Form S-3 (the "Registration Statement") filed by MAXIMUS, Inc. (the "Company") with the Securities and Exchange Commission under the Securities Act of 1933, as amended, on or about the date hereof. The Registration Statement relates to up to 230,000 shares of the Company's Common Stock, no par value per share (the "Shares"). We understand that the Shares are to be offered and sold in the manner described in the Registration Statement.

We have acted as your counsel in connection with the preparation of the Registration Statement and are familiar with the proceedings of the Board of Directors in connection with the authorization, issuance and sale of the Shares (the "Resolutions"). We have examined such documents as we consider necessary to render this opinion.

Based upon the foregoing, we are of the opinion that the Shares have been duly authorized and, when issued and delivered by the Company against payment therefor at the price to be determined pursuant to the Resolutions, will be validly issued, fully paid and non-assessable.

We hereby consent to the filing of this opinion as a part of the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus filed as part thereof.

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 this Registration Statement on Form S-3 of MAXIMUS, Inc. filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, of our report dated November 16, 2000, except for Note 13 as to which the date is May 15, 2001, and to the reference to our firm under the captions "SELECTED FINANCIAL DATA" and "EXPERTS" included in the Registration Statement (Form S-3 No. 333-61264) declared effective on June 19, 2001 and the related Prospectus of MAXIMUS, Inc.

/s/ ERNST & YOUNG LLP

McLean, Virginia  
June 19, 2001