

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 (I.R.S. EMPLOYER IDENTIFICATION NUMBER)  
ORGANIZATION)  
</TABLE>

1356 BEVERLY ROAD, MCLEAN, VIRGINIA 22101 (703) 734-4200  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----  
DAVID V. MASTRAN  
CHIEF EXECUTIVE OFFICER  
MAXIMUS, INC.  
1356 BEVERLY ROAD  
MCLEAN, VIRGINIA 22101  
(703) 734-4200  
(NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
OF AGENT FOR SERVICE)

WITH COPIES TO:

<TABLE>  
<S> LYNNETTE C. FALLON, ESQ. ROBERT F. WALL, ESQ.  
PALMER & DODGE LLP R. CABELL MORRIS, JR.  
ONE BEACON STREET WINSTON & STRAWN  
BOSTON, MASSACHUSETTS 02108-3190 35 WEST WACKER DRIVE  
(617) 573-0100 CHICAGO, ILLINOIS 60601-9703  
(312) 558-5600  
</TABLE>

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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] 333-67713

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. [ ]

<TABLE>  
<CAPTION>

TITLE OF EACH CLASS OF AMOUNT OF SECURITIES TO BE REGISTERED REGISTRATION FEE	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER SHARE(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)
<S> Common Stock, no par value..... \$2,079	<C> 230,000 shares(2)	<C> \$32.50	<C> \$7,475,000

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- (1) Estimated solely for the purpose of determining the registration fee and computed pursuant to Rule 457 of the Securities Act of 1933.
- (2) Includes a total of 30,000 shares that are subject to over-allotment options granted to the Underwriters.

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 earlier effective registration statement (File No. 333-67713) (the "Earlier Registration Statement") are incorporated in this Registration Statement by reference. The form of Prospectus contained in the Earlier Registration Statement will reflect the aggregate amount of securities registered in this Registration Statement and the Earlier 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 City of McLean, Commonwealth of Virginia, on December 10, 1998.

MAXIMUS, INC.

By: /s/ F. ARTHUR NERRET

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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* ----- David V. Mastran	President, Chief Executive Officer and Director (Principal Executive Officer)	December 10, 1998
/s/ RAYMOND B. RUDDY* ----- Raymond B. Ruddy	Chairman of the Board of Directors	December 10, 1998
/s/ F. ARTHUR NERRET ----- F. Arthur Nerret	Chief Financial Officer (Principal Financial and Accounting Officer)	December 10, 1998

/s/ RUSSELL A. BELIVEAU\*                      Director                      December 10, 1998  
-----  
Russell A. Beliveau

/s/ JESSE BROWN\*                      Director                      December 10, 1998  
-----  
Jesse Brown

SIGNATURE                      TITLE                      DATE

/s/ MARGARET CARRERA\*                      Vice-Chairwoman of the                      December 10, 1998  
-----                      Board and Director  
Margaret Carrera

/s/ LOUIS E. CHAPPUIE\*                      Director                      December 10, 1998  
-----  
Louis E. Chappuie

/s/ LYNN P. DAVENPORT\*                      Director                      December 10, 1998  
-----  
Lynn P. Davenport

/s/ ROBERT J. MUZZIO\*                      Director                      December 10, 1998  
-----  
Robert J. Muzzio

/s/ SUSAN D. PEPIN\*                      Director                      December 10, 1998  
-----  
Susan D. Pepin

/s/ PETER B. POND\*                      Director                      December 10, 1998  
-----  
Peter B. Pond

\*By: /s/ F. ARTHUR NERRET  
-----  
F. Arthur Nerret  
Attorney-in-Fact

EXHIBIT INDEX

EXHIBIT NO.	DESCRIPTION
5	Opinion of Palmer & Dodge LLP. Filed herewith.
23.1	Consent of Ernst & Young LLP, independent auditors. Filed herewith.
23.2	Consent of Grant Thornton LLP, independent auditors. Filed herewith.
23.3	Consent of Palmer & Dodge LLP. Included in Exhibit 5.
24	Power of Attorney (1).

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(1) Filed with the Company's Registration Statement on Form S-3 (Registration No. 333-67713).

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

TELEPHONE: (617) 573-0100

FACSIMILE: (617) 227-4420

December 10, 1998

MAXIMUS, Inc.  
1356 Beverly Road  
McLean, Virginia 22101

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 (the "Securities Act"), on or about the date hereof. The Registration Statement relates to up to 200,000 shares (230,000 shares if the underwriters' overallotment option is exercised in full) 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 taken by the Company in connection with the authorization, 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 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 an exhibit to the Registration Statement and to the reference to our firm under the caption "Legal Matters" in the Prospectus filed as part thereof.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Very truly yours,

/s/ Palmer & Dodge LLP

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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 13, 1998 and to the reference to our firm under the captions "Selected Consolidated Financial Data" and "Experts" included in the Registration Statement (Form S-3 No. 333-67713) expected to be declared effective on or about December 10, 1998 and the related Prospectus of MAXIMUS, Inc.

/s/ ERNST & YOUNG LLP

Washington, DC  
December 9, 1998

CONSENT OF GRANT THORNTON LLP, INDEPENDENT AUDITORS

We have issued our report dated March 18, 1998, except for Note L which is as of March 23, 1998, on the financial statements of David M. Griffith & Associates, Ltd. (not presented herein) as of December 31, 1997 and for each of the two years in the period ended December 31, 1997, included in the Registration Statement on Form S-3 of MAXIMUS, Inc. We hereby consent to the use of the aforementioned report in the Registration Statement, as amended, on Form S-3 of MAXIMUS, Inc. and to the use of our name as it appears under the caption "EXPERTS."

/s/ GRANT THORNTON LLP

Chicago, Illinois  
December 9, 1998