

REGISTRATION NO. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D. C. 20549

FORM S-8

REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933

MAXIMUS, INC.

(Exact Name of Registrant as Specified in its Charter)

VIRGINIA (State or Other Jurisdiction of Incorporation)	54-1000588 (I.R.S. Employer Identification No.)
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1356 BEVERLY ROAD, MCLEAN, VIRGINIA (Address of Principal Executive Offices)	22101 (Zip Code)
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1997 EQUITY INCENTIVE PLAN
(Full Title of the Plan)

DAVID V. MASTRAN, PRESIDENT AND CHIEF EXECUTIVE OFFICER
MAXIMUS, Inc.
1356 Beverly Road
McLean, Virginia 22101
(703) 734-4200
(Name, Address and Telephone Number of Agent for Service)

with copies to:

LYNNETTE C. FALLON, ESQUIRE
Palmer & Dodge LLP
One Beacon Street
Boston, Massachusetts 02108-3190
(617) 573-0100

CALCULATION OF REGISTRATION FEE

<TABLE>
<CAPTION>

Title of each class 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> Common Stock, no par value	<C> 2,000,000 shares (2)	<C> \$28.00	<C> \$56,000,000.00	<C> \$15,568.00

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- (1) 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 March 23, 1999 as reported by the New York Stock Exchange.
- (2) The Registration Statement registers an additional 2,000,000 shares issuable under the Registrant's 1997 Equity Incentive Plan (the "Plan"). An aggregate of 1,000,000 shares issuable under the Plan have previously been registered under a prior registration statement (Registration Statement No. 333-41871).

Pursuant to Instruction E to Form S-8, the contents of the Registrant's Registration Statement on Form S-8 filed with the Securities and Exchange Commission on December 10, 1997 (File No. 333-41871) relating to the registration of 1,000,000 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.

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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 McLean, Commonwealth of Virginia, on this 30th day of March 1999.

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 Lynnette C. Fallon 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:

SIGNATURE -----	TITLE -----	DATE -----
/s/ DAVID V. MASTRAN ----- David V. Mastran	President, Chief Executive Officer and Director (Principal Executive Officer)	March 30, 1999
/s/ RAYMOND B. RUDDY ----- Raymond B. Ruddy	Chairman of the Board of Directors and Vice President, Consulting	March 30, 1999
/s/ F. ARTHUR NERRET ----- F. Arthur Nerret	Vice President, Finance, Treasurer and Assistant Secretary (Principal Financial and Accounting Officer)	March 30, 1999
/s/ RUSSELL A. BELIVEAU ----- Russell A. Beliveau	Director	March 30, 1999
/s/ JESSE BROWN ----- Jesse Brown	Director	March 30, 1999

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/s/ MARGARET CARRERA ----- Margaret Carrera	Director	March 30, 1999
- ----- George C. Casey	Director	
/s/ LOUIE E. CHAPPUIE ----- Louie E. Chappuie	Director	March 30, 1999
/s/ LYNN P. DAVENPORT ----- Lynn P. Davenport	Director	March 30, 1999
/s/ THOMAS G. GRISSIN ----- Thomas A. Grissen	Director	March 30, 1999
/s/ ROBERT J. MUZZIO ----- Robert J. Muzzio	Director	March 30, 1999
/s/ SUSAN D. PEPIN ----- Susan D. Pepin	Director	March 30, 1999
/s/ PETER B. POND ----- Peter B. Pond	Director	March 30, 1999

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EXHIBIT INDEX

Exhibit Number -----	Description -----
4.1	Amended and Restated Articles of Incorporation of the Registrant.(1)
4.2	Amended and Restated By-laws of the Registrant.(1)
4.3	Specimen certificate representing the Common Stock of the Registrant.(1)
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.
23.2	Consent of Grant Thornton 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.

(1) Filed as an exhibit to the Registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 1997 (File No. 1-12997) on August 14, 1997 and incorporated herein by reference.

PALMER & DODGE LLP
One Beacon Street
Boston, Massachusetts 02108

Telephone: (617) 573-0100

Facsimile: (617) 227-4420

March 29, 1999

MAXIMUS, Inc.
1356 Beverly Road
McLean, Virginia 22101

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 13, 1998 with respect to the consolidated financial statements of MAXIMUS, Inc. included in its Annual Report (Form 10-K) for the year ended September 30, 1998, and our report dated November 13, 1998 except for the fifth paragraph of Note 3, as to which the date is March 22, 1999, with respect to the supplemental consolidated financial statements of MAXIMUS, Inc. included in its Current Report on Form 8-K dated March 30, 1999, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Washington, D.C.
March 26, 1999

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 separately therein) as of December 31, 1997 and for each of the two years in the period ended December 31, 1997, included in the Current Report on Form 8-K of Maximus, Inc. to be filed on March 30, 1999 (which Report includes financial statements and supplementary data that replaces the financial statements and supplementary data included in the Annual Report on Form 10-K and Form 10-K/A, of Maximus, Inc. for the year ended September 30, 1998) and which is incorporated by reference in this Registration Statement. We hereby consent to the incorporation by reference of the aforementioned report in this Registration Statement on Form S-8 of Maximus, Inc. pertaining to the 1997 Equity Incentive Plan.

/s/ GRANT THORNTON LLP

Chicago, Illinois
March 26, 1999