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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of report: **March 4, 2014**  
Date of earliest event reported: **March 4, 2014**

**MAXIMUS, INC.**

(Exact name of registrant as specified in its charter)

**Virginia**  
(State or other jurisdiction  
of incorporation)

**1-12997**  
(Commission  
File Number)

**54-1000588**  
(I.R.S. Employer  
Identification No.)

**1891 Metro Center Drive,  
Reston, Virginia**  
(Address of principal executive offices)

**20190-5207**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 251-8500**

**Not Applicable**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

Richard A. Montoni, President and Chief Executive Officer of the Company, is a participant in the Company's Income Continuity Plan ("Plan"). The Plan is also incorporated by reference into Mr. Montoni's Executive Employment, Non-Compete and Confidentiality Agreement (the "Employment Agreement").

On March 4, 2014 the Compensation Committee of the Company's Board of Directors passed a resolution to delete the gross-up provisions from the Plan pertaining to the excise tax arising under Sections 280G and 4999 of the Internal Revenue Code. Under the Plan such an amendment also requires the consent of the affected participants.

On March 4, 2014, Mr. Montoni and the Company entered into a letter agreement under which the parties agreed to amend both the Plan as well as the Employment Agreement to delete the provisions of the Plan providing for excise tax gross-up payments in the event of a change of control of the Company. All of the other participants in the Plan have entered into similar letter agreements with the Company. Accordingly, no director, officer or employee of the Company is entitled to an excise tax gross-up payment in the event there is a change of control of the Company.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits. The following exhibit is being furnished pursuant to Item 5.02 above.

**Exhibit No. Description**

10.1 Letter agreement between Richard A. Montoni and MAXIMUS, Inc. dated March 4, 2014

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**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 hereunto duly authorized.

MAXIMUS, Inc.

Date: March 4, 2014

By: /s/ David R. Francis  
David R. Francis  
General Counsel and Secretary

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**EXHIBIT INDEX**

**Exhibit No.**    **Description**

10.1            Letter agreement between Richard A. Montoni and MAXIMUS, Inc. dated March 4, 2014

March 4, 2014

Mr. Richard A. Montoni  
Chief Executive Officer  
MAXIMUS, Inc.  
1891 Metro Center Drive  
Reston, Virginia 20190

Re: Amendment of Income Continuity Plan and Employment Agreement

Dear Rich:

You and MAXIMUS, Inc. ("MAXIMUS") entered into an Executive Employment, Non-Compete and Confidentiality Agreement effective April 24, 2006 which was subsequently amended on November 20, 2007, December 22, 2009 and October 7, 2013 (the "Employment Agreement"). In addition, you are a Participant in the MAXIMUS Income Continuity Plan ("Plan") which is incorporated by reference into the Employment Agreement.

MAXIMUS proposes to amend the Plan for all Participants to delete Section 4 (Excise Tax Gross-Up) such that no Participant will be eligible for an excise tax gross-up payment arising from a change of control of the Company under the Plan or any other plan, document or agreement pertaining to such Participant's employment with MAXIMUS, including but not limited to your Employment Agreement.

If you agree to the amendment set forth above, please sign where indicated below and return the signed version of the letter to me. All other terms and conditions of the Employment Agreement and the Plan shall remain unchanged.

Please contact me with any questions. Thank you.

Sincerely,

/s/ David R. Francis

David R. Francis  
General Counsel

**AGREED:**

/s/ Richard A. Montoni

Richard A. Montoni

March 4, 2014

Date