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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM 10-K/A

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(D) OF  
THE SECURITIES EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED SEPTEMBER 30, 1998

COMMISSION FILE NUMBER: 1-12997

MAXIMUS, INC.  
(Exact name of Registrant as specified in its Charter)  
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VIRGINIA  
(State or other jurisdiction of incorporation or organization)  
54-1000588  
(I.R.S. Employer Identification Number)

1356 BEVERLY ROAD, MCLEAN, VIRGINIA 22101  
(Address of principal executive offices including zip code)

REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE: (703) 734-4200  
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SECURITIES REGISTERED PURSUANT TO SECTION 12(B) OF THE ACT:

COMMON STOCK, NO PAR VALUE  
(Title of Class)  
NEW YORK STOCK EXCHANGE  
(Name of each Exchange on which registered)

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT: NONE

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES X NO \_\_\_

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K [ ].

The approximate aggregate market value of voting stock held by non-affiliates of the Registrant as of November 19, 1998 was \$205,437,792 based on the last reported sale price of the Registrant's Common Stock on the New York Stock Exchange as of the close of business on that day. (On the same basis the aggregate value of the voting stock, including shares held by affiliates was \$542,207,673). There were 18,225,468 shares of the Registrant's Common Stock outstanding as of November 19, 1998.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Definitive Proxy Statement for its 1999 Annual Meeting of Shareholders to be held on February 23, 1999, which Definitive Proxy Statement will be filed with the Securities and Exchange Commission not later than 120 days after the Registrant's fiscal year-end of September 30, 1998, are incorporated by reference into Part III of the Registrant's Form 10-K as amended hereby.

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This Amendment No. 1 to the Annual Report on Form 10-K has been filed by the Registrant to (1) amend the Exhibit List at Item 14(c) and the Exhibit Index of the Annual Report and (2) add as an exhibit to the Annual Report on Form 10-K the exhibit filed herewith as Exhibit 21.1.

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULE AND REPORTS ON FORM 8-K

<TABLE>  
 <C> <S>  
 (a) 1. FINANCIAL STATEMENTS  
 The consolidated financial statements are listed under Item 8 of this report.  
 2. FINANCIAL STATEMENT SCHEDULES  
 None.  
 (b) REPORTS ON FORM 8-K  
 The Company filed a Current Report on Form 8-K dated August 31, 1998 reporting on the completion of the Company's business combination with Carrera.  
 (c) EXHIBITS  
 The Exhibits filed as part of this Form 10-K are listed on the Exhibit Index immediately preceding such Exhibits, which Exhibit Index is incorporated herein by reference.  
 </TABLE>

<TABLE>  
 <CAPTION>

| EXHIBIT NUMBER<br>----- | EXHIBIT<br>-----  |
|-------------------------|---|
| <C>                     | <S>   |
| 3.1                     | Amended and Restated Articles of Incorporation of Company.(1)   |
| 3.2                     | Amended and Restated By-laws of Company.(1)   |
| 4.1                     | Specimen Common Stock Certificate.(1)   |
| 10.1                    | 1997 Equity Incentive Plan.(2)(3)   |
| 10.2                    | 1997 Director Stock Option Plan, as amended.(3)(4)  |
| 10.3                    | 1997 Employee Stock Purchase Plan.(2)(3)  |
| 10.4                    | Amendment No. 1 to 1997 Employee Stock Purchase Plan.(3)(5)   |
| 10.5                    | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and David V. Mastran.(2)    |
| 10.6                    | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and Raymond B. Ruddy.(2)    |
| 10.7                    | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and Russell A. Beliveau.(2) |
| 10.8                    | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and Susan D. Pepin.(2)      |
| 10.9                    | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and Ilene R. Baylinson.(2)  |
| 10.10                   | Executive Employment, Non-Compete, Confidentiality and Stock Restriction Agreement by and between the Company and Lynn P. Davenport.(2)   |
| 10.11                   | Executive Employment, Non-Compete and Confidentiality Agreement by and between the Company and Margaret Carrera.(6)                       |
| 10.12                   | Executive Employment, Non-Compete and Confidentiality Agreement by and between the Company and George C. Casey.(6)                        |
| 10.13                   | Executive Employment, Non-Compete and Confidentiality Agreement by and between the Company and Louis E. Chappuie.(6)                      |
| 10.14                   | Executive Employment, Non-Compete and Confidentiality Agreement by and between the Company and Gary L. Glickman.(6)                       |
| 10.15                   | Form of Indemnification Agreement by and between the Company and each of the directors of the Company.(2)                                 |
| 10.16                   | Letter Agreement dated September 30, 1997 between the Company and Crestar Bank with respect to a \$10 million line                        |

of credit.(4)

|       |   |
|-------|---|
| 10.17 | Commercial Note, dated September 30, 1997 in the amount of \$10 million, issued by the Company to Crestar Bank.(4)  |
| 10.18 | California Options Project Contract, dated October 1, 1996, by and between the Company and the Department of Health Services of the State of California.(2) |
| 10.19 | Agreement and Plan of Merger by and between the Company and David M. Griffith and Associates, Ltd.(7)   |
| 21.1  | Subsidiaries of the Company. Filed herewith.  |
| 23.1  | Consent of Ernst & Young LLP, independent auditors.(6)  |

</TABLE>

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<TABLE>  
<CAPTION>

| EXHIBIT<br>NUMBER<br>----- | EXHIBIT<br>-----   |
|----------------------------|--|
| <C>                        | <S>  |
| 23.2                       | Consent of Grant Thornton LLP, independent auditors.(6)    |
| 24.1                       | Power of Attorney.(6)                                      |
| 27                         | Financial Data Schedule. EDGAR only.(6)                    |
| 99.1                       | Important Factors Regarding Forward Looking Statements.(6) |

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- (1) Filed as an exhibit to the Company'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.
  - (2) Filed as an exhibit to the Company's Registration Statement on Form S-1 (File No. 333-21611) declared effective on June 12, 1997 and incorporated herein by reference.
  - (3) Management contracts and compensatory plan or arrangements required to be filed as an Exhibit pursuant to Item 14(c) of Form 10-K.
  - (4) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended September 30, 1997 (File No. 1-12997) on December 22, 1997 and incorporated herein by reference.
  - (5) Filed as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 1998 (File No. 1-12997) on August 13, 1998 and incorporated herein by reference.
  - (6) Filed as an exhibit to the Company's Annual Report on Form 10-K for the year ended September 30, 1998 (File No. 1-12977) on November 23, 1998 and incorporated herein by reference.
  - (7) Filed as an exhibit to the Company's Registration Statement on Form S-4 (File No. 333-49305) filed with the Securities and Exchange Commission on April 3, 1998 and incorporated herein by reference.

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized in the city of McLean, Commonwealth of Virginia, on the 6th day of January, 1999.

MAXIMUS, INC.

By: /s/ F. ARTHUR NERRET

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F. ARTHUR NERRET  
Vice President, Finance and  
Chief Financial Officer

EXHIBIT INDEX

EXHIBIT NUMBER  
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EXHIBIT  
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| 21.1 | Subsidiaries of the Company. Filed herewith. |
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SUBSIDIARIES OF THE COMPANY

| NAME                     | STATE OF INCORPORATION |
|--------------------------|------------------------|
| Carrera Consulting Group | California             |
| DMG-MAXIMUS, Inc.        | Illinois               |