

MAXIMUS INC  
Form 8-K  
March 21, 2013

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

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**FORM 8-K**

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

**Date of Report: March 21, 2013  
Date of Earliest Event Reported: March 20, 2013**

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**MAXIMUS, INC.**  
(Exact name of registrant as specified in its charter)

**Virginia**                      **1-12997**              **54-1000588**  
(State or other jurisdiction)    (Commission    (I.R.S. Employer  
of incorporation)              File Number)    Identification No.)  
**1891 Metro Center**  
**Drive,**  
**Reston, Virginia**              **20190-5207**  
(Address of principal  
executive offices)              (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))



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At our Annual Meeting of Shareholders held on March 20, 2013, 32,836,132 shares, or 96.33% of the Company's outstanding common stock entitled to vote were represented in person or by proxy. Our shareholders voted as follows:

- (a) To elect Paul R. Lederer, Peter B. Pond and James R. Thompson, Jr. as Class I Directors of the Company for a three-year term.

<b>Nominee</b>	<b>Total Votes For</b>	<b>Total Votes Against</b>	<b>Abstentions</b>
Paul R. Lederer	29,863,762	1,754,285	3,373
Peter B. Pond	29,327,590	2,291,301	2,529
James R. Thompson, Jr.	27,901,860	3,717,032	2,528

Russell A. Beliveau, John J. Haley, Richard A. Montoni, Raymond B. Ruddy, Marilyn R. Seymann and Wellington E. Webb continued their terms in office after the meeting.

- (b) To approve an amendment to the Company's charter increasing the number of authorized shares of common stock to 100,000,000.

Total Votes For	26,438,254
Total Votes Against	6,391,391
Abstentions	6,487

- (c) To approve, on an advisory basis, the compensation of the named executive officers, as disclosed in the Compensation Discussion and Analysis, the compensation tables and any related material contained in the Company's Proxy Statement ("Say-on-Pay").

Total Votes For	29,297,863
Total Votes Against	2,318,136
Abstentions	5,421

- (d) To ratify the appointment of Ernst & Young LLP as our independent public accountants for our 2013 fiscal year.

Total Votes For	32,211,780
Total Votes Against	621,589
Abstentions	2,763

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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 21, 2013 By: /s/ David R. Francis  
David R. Francis  
General Counsel and Secretary