

MAXIMUS INC  
Form 8-K/A  
May 08, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

---

**FORM 8-K/A**

**CURRENT REPORT**

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

Date of report: **May 1, 2015**

Date of earliest event reported: **April 1, 2015**

---

**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)

Edgar Filing: MAXIMUS INC - Form 8-K/A

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))
-

## Explanatory Note

As previously announced in a Current Report on Form 8-K filed on April 6, 2015, MAXIMUS Federal Services, Inc., a wholly owned subsidiary of MAXIMUS, Inc. ( "MAXIMUS" ), acquired Acentia, LLC ( "Acentia" ) pursuant to a definitive Equity Purchase Agreement (the "Purchase Agreement" ) entered into on March 6, 2015. The earlier Current Report on Form 8-K is amended by this Current Report on Form 8-K/A to present certain financial statements of Acentia and to present certain unaudited pro forma financial information in connection with the acquisition of Acentia. Acentia's financial statements and the unaudited pro forma information of MAXIMUS and its subsidiaries are filed as exhibits hereto.

## Item 9.01 Financial Statements and Exhibits.

### (a) *Financial Statements of Businesses Acquired*

The audited consolidated balance sheet of Acentia as of December 31, 2014 and the related consolidated statement of operations, consolidated statement of members' equity and consolidated statement of cash flows for the year ended December 31, 2014, the notes to the consolidated financial statements and the independent auditor's report are filed as exhibit 99.2 to this Current Report on Form 8-K/A and are incorporated by reference herein.

### (b) *Pro Forma Financial Information*

The unaudited pro forma condensed combined balance sheet of MAXIMUS and its subsidiaries as of December 31, 2014 and the unaudited pro forma condensed combined statements of operations of MAXIMUS and its subsidiaries for the three months ended December 31, 2014 and the year ended September 30, 2014 giving effect to the acquisition of Acentia are filed as Exhibit 99.3 to this Current Report on Form 8-K/A and are incorporated by reference herein.

(d) *Exhibits.*

**Exhibit No.**

- |      |  |
|------|--|
| 2.1  | Equity Purchase Agreement dated as of March 6, 2015 by and among Acentia, LLC, Certain of the Equity Holders of Acentia, LLC, SPG Acentia Seller Representative, LLC, MAXIMUS Federal Services, Inc. and MAXIMUS, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed March 9, 2015).                   |
| 23.1 | Consent of Aronson LLC.  |
| 99.1 | Press Release dated April 6, 2015 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed April 6, 2015).   |
| 99.2 | Audited consolidated balance sheet of Acentia as of December 31, 2014 and the related consolidated statement of operations, consolidated statement of members' equity and consolidated statement of cash flows for the year ended December 31, 2014, the notes to the consolidated financial statements and the independent auditor's report.        |
| 99.3 | Unaudited pro forma condensed combined balance sheet of MAXIMUS and its subsidiaries as of December 31, 2014 and the unaudited pro forma condensed combined statements of operations of MAXIMUS and its subsidiaries for the three months ended December 31, 2014 and the year ended September 30, 2014 giving effect to the acquisition of Acentia. |

**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: May 8, 2015

By: /s/ Richard J. Nadeau  
Richard J. Nadeau  
Chief Financial Officer and Treasurer

**EXHIBITS**

**Exhibit No.**

- 2.1 Equity Purchase Agreement dated as of March 6, 2015 by and among Acentia, LLC, Certain of the Equity Holders of Acentia, LLC, SPG Acentia Seller Representative, LLC, MAXIMUS Federal Services, Inc. and MAXIMUS, Inc. (incorporated by reference to Exhibit 2.1 of the Company's Current Report on Form 8-K filed March 9, 2015).
- 23.1 Consent of Aronson LLC.
- 99.1 Press Release dated April 6, 2015 (incorporated by reference to Exhibit 99.1 of the Company's Current Report on Form 8-K filed April 6, 2015).
- 99.2 Audited consolidated balance sheet of Acentia as of December 31, 2014 and the related consolidated statement of operations, consolidated statement of members' equity and consolidated statement of cash flows for the year ended December 31, 2014, the notes to the consolidated financial statements and the independent auditor's report.
- 99.3 Unaudited pro forma condensed combined balance sheet of MAXIMUS and its subsidiaries as of December 31, 2014 and the unaudited pro forma condensed combined statements of operations of MAXIMUS and its subsidiaries for the three months ended December 31, 2014 and the year ended September 30, 2014 giving effect to the acquisition of Acentia.