

MAXIMUS INC
Form SC 13G/A
February 14, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

MAXIMUS, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

577933104

(CUSIP Number)

December 31, 2010

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act, but shall be subject to all other provisions of the Act (however, see the Notes.)

CUSIP No. 577933104

1. NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Wellington Management Company, LLP
04-2683227

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Massachusetts

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5. SOLE VOTING POWER	0
	6. SHARED VOTING POWER	555,191
	7. SOLE DISPOSITIVE POWER	0
	8. SHARED DISPOSITIVE POWER	746,591

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

746,591

10. CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

4.34%

12. TYPE OF REPORTING PERSON

IA

Item 1.

- (a) **Name of Issuer**
MAXIMUS, Inc.
- (b) **Address of Issuer's Principal Executive Offices**
11419 Sunset Hills Road
Reston, VA 20190

Item 2.

- (a) **Name of Person Filing**
Wellington Management Company, LLP ("Wellington Management")
- (b) **Address of Principal Business Office or, if None, Residence**
280 Congress Street
Boston, MA 02210
- (c) **Citizenship**
Massachusetts
- (d) **Title of Class of Securities**
Common Stock
- (e) **CUSIP Number**
577933104

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

- (a) Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with Rule 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box []

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount Beneficially Owned:

Wellington Management, in its capacity as investment adviser, may be deemed to beneficially own 746,591 shares of the Issuer which are held of record by clients of Wellington Management.

(b) Percent of Class:

4.34%

(c) Number of shares as to which such person has:

- | | |
|--|---------|
| (i) sole power to vote or to direct the vote | 0 |
| (ii) shared power to vote or to direct the vote | 555,191 |
| (iii) sole power to dispose or to direct the disposition of | 0 |
| (iv) shared power to dispose or to direct the disposition of | 746,591 |

Item 5. Ownership of Five Percent or Less of Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [X]

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

The securities as to which this Schedule is filed by Wellington Management, in its capacity as investment adviser, are owned of record by clients of Wellington Management. Those clients have the right to receive, or the power to direct the receipt of, dividends from, or the proceeds from the sale of, such securities. No such client is known to have such right or power with respect to more than five percent of this class of securities, except as follows:

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Robert J. Toner

Name: Robert J. Toner

Title: Vice President

Date: February 14, 2011

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	Shares beneficially owned before offering				Shares in this offering	Shares to be beneficially owned after offering			
	Outstanding	Right to Acquire	Total	Percent		Outstanding	Right to Acquire	Total	Percent
Oxford Bioscience Partners IV Limited Partnership (1)	78,946		78,946	*	78,946				*
Cooperatieve AAC LS U.A. (2)	67,582		67,582	*	67,582				*
Medica II Investments (International) L.P. (3)(4)	192,284		192,284	*	53,535	138,749		138,749	*
Giza GE Venture Fund III L.P. (5)	24,496		24,496	*	24,496				*
Medica II Investments (Israel) L.P. (3)(4)	59,044		59,044	*	16,434	42,610		42,610	*
Rolf Kaese (6)	10,963		10,963	*	10,963				*
Thorsten Siess (7)	139,215	48,750	187,965	*	10,963	128,252	48,750	177,002	*
Richard Paul Geoffrion (8)(9)	10,741		10,741	*	10,741				*
Arthur J. Pergament	9,461		9,461	*	9,461				*
Medica II Investments (P.F) (Israel) L.P. (3)(4)	28,664		28,664	*	7,982	20,682		20,682	*
Martin B. Leon, M.D. (9)	76,995		17,322	*	7,346	69,649		9,976	*
Paul A. Spence, M.D. (9)	5,319		5,319	*	5,319				*
Giza Alpinvest Venture Fund III L.P. (5)	5,175		5,175	*	5,175				*
Mark Maguire (9)	13,603		13,603	*	4,942	8,661		8,661	*
Daniel Burkhoff (9)	7,442		7,442	*	4,942	2,500		2,500	*
Giza Venture Fund III L.P.	4,217		4,217	*	4,217				*
Donald S. Baim (9)	2,471		2,471	*	2,471				*
Paul Teirstein (9)	2,471		2,471	*	2,471				*
Peter J. Fitzgerald (9)	2,471		2,471	*	2,471				*
Eberhard Grube (9)	2,470		2,470	*	2,470				*
Dr. Sylvia Reul-Freudenstein, Administrator of the estate of Dr. Helmut Reul	2,074		2,074	*	2,074				*
Gunter Rau	15,806		15,806	*	1,383	14,423		14,423	*
Giza Executive Venture Fund III L.P. (5)	1,291		1,291	*	1,291				*
Christoph Nix (10)	14,308	1,562	15,870	*	1,021	13,287	1,562	14,849	*
Giza Gmulot Venture Fund III L.P. (5)	864		864	*	864				*
Guido Derjung (10)	2,311	1,650	3,961	*	805	1,506	1,650	3,156	*
Sebastian Schwandter (11)	7,984		7,984	*	805	7,179		7,179	*
mRNA Fund II L.P.	792		792	*	792				*
Dirk Michels (10)	8,244	21,875	30,119	*	581	7,663	21,875	29,538	*
Paolo Cremascoli	532		532	*	532				*
Total:	798,236	73,837	872,073	2.6%	343,075	455,161	73,837	528,998	1.6%

* Less than one percent.

- (1) ORP Management IV L.P. is the general partner of Oxford Bioscience Partners IV L.P. and mRNA Fund II L.P. Jeffrey Barnes, the general partner of ORP Management IV L.P. was a member of the Board of Directors of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005. Collectively, Oxford

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- Bioscience Partners IV L.P. and mRNA Fund II L.P. beneficially own 0.2% of our outstanding shares prior to the offering.
- (2) Martin van Osch, an employee of ABN AMRO Bank NV, which is an entity under common control with Cooperatieve AAC LS U.A., was a member of the Supervisory Board of Impella Cardiosystems AG prior to our acquisition of Impella on May 10, 2005.
- (3) Collectively, Medica II Investments (International) L.P., Medica II Investments (Israel) L.P. and Medica II Investments (P.F.) (Israel) L.P. beneficially own 0.8% of our outstanding shares prior to the offering.
- (4) Medica II Investments (International) L.P., Medica II Investments (Israel) L.P. and Medica II Investments (P.F.)(Israel) L.P. are controlled by Yuval Binur, who was a member of the Supervisory Board of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005.
- (5) Giza Alpinvest Venture Fund III L.P., Giza Executive Venture Fund III L.P., Giza GE Venture Fund III L.P., Giza Gmulot Venture Fund III L.P. and Giza Venture Fund III L.P. all have the same managing directors. Combined, these entities beneficially own approximately 0.1% of our outstanding shares prior to the offering.
- (6) Served as the Chief Executive Officer of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005.
- (7) Served as Chief Technology Officer of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005, continues to be employed by Abiomed Europe, and serves as Chief Technology Officer of Abiomed Europe.
- (8) Served as Chairman of the Supervisory Board of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005.
- (9) Served as a consultant to Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005.
- (10) Served as an employee of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005 and continues to be employed by Abiomed Europe.
- (11) Served as an employee of Impella CardioSystems AG prior to our acquisition of Impella on May 10, 2005.

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PLAN OF DISTRIBUTION

We are registering the shares offered by this prospectus on behalf of the selling stockholders. All costs, expenses and fees connected with the registration of these shares will be borne by us. Any brokerage commissions and similar expenses connected with selling the shares will be borne by the selling stockholders. The selling stockholders may offer and sell the shares covered by this prospectus from time to time in one or more transactions. The term "selling stockholder" includes pledgees, donees, transferees and other successors-in-interest who may acquire shares through a pledge, gift, partnership distribution or other non-sale-related transfer from the selling stockholders. The selling stockholders will act independently of us in making decisions with respect to the timing, manner and size of each sale, and they may sell shares on one or more exchanges, through the NASDAQ Global Market or other market, in the over-the-counter market or in privately negotiated transactions at prevailing market prices at the time of sale, at fixed prices, at varying prices determined at the time of the sale or at negotiated prices. These transactions include:

ordinary brokerage transactions and transactions in which the broker solicits purchasers;

purchases by a broker-dealer as principal and resale by the broker-dealer for its own account pursuant to this prospectus;

exchange or over-the-counter distributions in accordance with the rules of the exchange or other market;

block trades in which the broker-dealer attempts to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;

a combination of any such methods of sale; and

any other method permitted pursuant to applicable law.

In connection with distributions of the shares or otherwise, the selling stockholders may:

after the effectiveness of the registration statement that includes this prospectus, sell the shares short and redeliver the shares to close out short positions;

enter into option or other transactions with broker-dealers or other financial institutions which require the delivery to them of shares covered by this prospectus, which they may in turn resell; and

pledge shares to broker-dealers or other financial institutions, which, upon a default, they may in turn resell.

The selling stockholders may also sell any shares under Rule 144 rather than with this prospectus if the sale meets the requirements of that rule.

In effecting sales, the selling stockholders may engage broker-dealers or agents, who may in turn arrange for other broker-dealers to participate. Broker-dealers or agents may receive commissions, discounts or concessions from the selling stockholders and/or from the purchasers of shares for whom the broker-dealers may act as agents or to whom they sell as principal, or both. The compensation to a particular broker-dealer may be in excess of customary commissions. To our knowledge, there is currently no plan, arrangement or understanding between any selling stockholder and any broker-dealer or agent regarding the sale of any shares by the selling stockholders.

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The selling stockholders, any broker-dealers or agents and any participating broker-dealers that act in connection with the sale of the shares covered by this prospectus may be underwriters under the Securities Act with respect to those shares and will be subject to the prospectus delivery requirements of that act. Any profit that the selling stockholders realize, and any compensation that any broker-dealer or agent may receive in connection with any sale, including any profit realized on resale of shares acquired as principal, may constitute underwriting discounts and commissions. If the selling stockholders are deemed to be underwriters, the selling stockholders may

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be subject to certain liabilities under statutes including, but not limited to, Sections 11, 12 and 17 of the Securities Act and Section 10(b) and Rule 10b-5 under the Exchange Act.

The securities laws of some states may require the selling stockholders to sell the shares in those states only through registered or licensed brokers or dealers. These laws may also require that we register or qualify the shares for sale in those states unless an exemption from registration and qualification is available and the selling stockholders and we comply with that exemption. In addition, the anti-manipulation rules of Regulation M under the Securities Exchange Act of 1934 may apply to sales of shares in the market and to the activities of the selling stockholders and their affiliates. Regulation M may restrict the ability of any person engaged in the distribution of the shares to engage in market-making activities with respect to the shares. All of the foregoing may affect the marketability of the shares and the ability of any person to engage in market-making activities with respect to the shares.

If a selling stockholder notifies us that he, she or it has entered into any material arrangement with a broker-dealer for the sale of shares through a block trade, special offering, exchange distribution, over-the-counter distribution or secondary distribution, or a purchase by a broker or dealer, we will file any necessary supplement to this prospectus to disclose:

the number of shares involved in the arrangement;

the terms of the arrangement, including the names of any underwriters, dealers or agents who purchase shares, as required;

the proposed selling price to the public;

any discount, commission or other underwriting compensation;

the place and time of delivery for the shares being sold;

any discount, commission or concession allowed, reallocated or paid to any dealers; and

any other material terms of the distribution of shares.

In addition, if a selling stockholder notifies us that a donee, pledgee, transferee or other successor-in-interest of the selling stockholder intends to sell more than 500 shares, we will file a supplement to this prospectus.

The selling stockholders will pay any underwriting discounts and commissions, any expenses incurred by the selling stockholders for brokerage, accounting, tax or legal services, and any other expenses incurred by the selling stockholders in disposing of the shares. We will pay the expenses we have incurred in connection with preparing and filing the registration statement and this prospectus. We estimate that these expenses will be approximately \$30,000. The selling stockholders may indemnify any broker-dealer or agent that participates in transactions involving the sale of the shares against liabilities, including liabilities under the Securities Act.

Pursuant to the registration rights and stock restriction agreement filed as an exhibit to this registration statement, we and the selling stockholders will be indemnified by the other against certain liabilities, including certain liabilities under the Securities Act or, if the indemnity is unavailable, will be entitled to contribution in connection with these liabilities.

Our common stock trades on the NASDAQ Global Market under the symbol ABMD.

WHERE YOU CAN FIND MORE INFORMATION

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We file annual reports, quarterly reports, current reports, proxy statements and other information with the SEC. You may read and copy any of our SEC filings at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. You may call the SEC at 1-800-SEC-0330 for further information about the Public Reference Room. Our SEC filings are also available to the public on the SEC's web site at www.sec.gov.

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Our principal internet address is www.abiomed.com. Information contained on our website is not incorporated by reference into this prospectus and, therefore, is not part of this prospectus or any accompanying prospectus supplement.

INFORMATION INCORPORATED BY REFERENCE

The SEC allows us to incorporate by reference information from some of our other SEC filings. This means that we can disclose information to you by referring you to those other filings, and the information incorporated by reference is considered to be part of this prospectus. In addition, some information that we file with the SEC after the date of this prospectus will automatically update, and in some cases supersede, the information contained or otherwise incorporated by reference in this prospectus. The following documents, which we filed with the Securities and Exchange Commission, are incorporated by reference in this registration statement:

- (a) Our annual report on Form 10-K for the fiscal year ended March 31, 2008 (as filed on June 16, 2008);
- (b) Our quarterly report on Form 10-Q for the fiscal quarter ended June 30, 2008 (as filed on August 11, 2008);
- (c) Our current report on Form 8-K dated May 22, 2008 (as filed on May 22, 2008);
- (d) Our current report on Form 8-K dated May 23, 2008 (as filed on May 30, 2008);
- (e) Our current report on Form 8-K dated June 2, 2008 (as filed on June 2, 2008);
- (f) Our current report on Form 8-K dated June 20, 2008 (as filed on June 26, 2008);
- (g) Our current report on Form 8-K dated June 27, 2008 (as filed on July 2, 2008);
- (h) Our current report on Form 8-K dated June 30, 2008 (as filed on July 2, 2008);
- (i) Our current report on Form 8-K dated June 27, 2008 (as filed on July 3, 2008);
- (j) Our current report on Form 8-K dated July 25, 2008 (as filed on July 30, 2008);
- (k) Our current report on Form 8-K dated July 31, 2008 (as filed on August 6, 2008);
- (l) Our current report on Form 8-K dated August 13, 2008 (as filed on August 18, 2008);
- (m) Our current report on Form 8-K dated August 18, 2008 (as filed on August 18, 2008);

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- (n) Our current report on Form 8-K dated August 18, 2008 (as filed on August 20, 2008);

- (o) Portions of our proxy statement on Schedule 14A filed with the SEC on July 9, 2008 that have been incorporated by reference into our annual report on Form 10-K; and

- (p) The description of our common stock contained in our registration statement on Form 8-A filed with the SEC under Section 12 of the Securities Exchange Act of 1934, including any amendment or report filed for the purpose of updating such description. Also incorporated by reference into this prospectus are all documents that we may file with the SEC under Sections 13(a), 13(c), 14, or 15(d) of the Exchange Act either (1) after the initial filing of this prospectus and before the date the registration statement is declared effective and (2) after the date of this prospectus and before we stop offering the securities described in this prospectus. These documents include periodic reports, such as annual reports on Form 10-K, quarterly reports on Form 10-Q, and current reports on Form 8-K, as well as proxy statements. Pursuant to General Instruction B of Form 8-K, any information submitted under Item 2.02, Results of Operations and Financial Condition, or Item 7.01, Regulation FD Disclosure, of Form 8-K is not deemed to be filed for the purpose of Section 18 of the Exchange Act, and we are not subject to the liabilities of Section 18 with respect to information submitted under Item 2.02 or Item 7.01 of Form 8-K. We are not incorporating by reference any information submitted under Item 2.02 or Item 7.01 of Form 8-K into any filing under the Securities Act or the Exchange Act or into this prospectus. Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement.

You may request copies of these filings, at no cost, by writing to or calling our Investor Relations department at:

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ABIOMED, Inc.

22 Cherry Hill Drive

Danvers, Massachusetts 01923

Telephone: (978) 777-5410

This prospectus is part of a registration statement on Form S-3 that we filed with the SEC under the Securities Act. This prospectus does not contain all of the information contained in the registration statement. For further information about us and our securities, you should read the prospectus and the exhibits filed with the registration statement, as well as all prospectus supplements.

LEGAL MATTERS

The validity of the shares of common stock offered in this prospectus has been passed upon for us by Foley Hoag LLP, Boston, Massachusetts. A partner at Foley Hoag is our secretary, and he and other partners beneficially own, together with their immediate families, approximately 10,000 shares of our common stock.

EXPERTS

The March 31, 2008 and 2007 consolidated financial statements, the related financial statement schedule, incorporated in this Prospectus by reference from the Company's Annual Report on Form 10-K for the year ended March 31, 2008, and the effectiveness of Abiomed, Inc.'s internal control over financial reporting have been audited by Deloitte & Touche LLP, an independent registered public accounting firm, as stated in their reports, which are incorporated herein by reference, which reports (1) express an unqualified opinion on the financial statements and financial statement schedule and include explanatory paragraphs referring to the adoption of FASB Interpretation No. 48, Accounting for Uncertainty in Income Taxes – an Interpretation of Financial Accounting Standards Board Statement No. 109, effective April 1, 2007, and the change in method of accounting for share-based payments upon adoption of Financial Accounting Standards Board Statement No. 123R, Share-Based Payment, effective April 1, 2006, and (2) express an unqualified opinion on the effectiveness of internal control over financial reporting, which are incorporated herein by reference. Such financial statements and financial statement schedule have been so incorporated in reliance upon the reports of such firm given upon their authority as experts in accounting and auditing.

The financial statements for the year ended March 31, 2006 incorporated in this Prospectus by reference to the Annual Report on Form 10-K for the year ended March 31, 2008 have been so incorporated in reliance on the report of PricewaterhouseCoopers LLP, an independent registered public accounting firm, given on the authority of said firm as experts in auditing and accounting.