

HMS HOLDINGS CORP  
Form 8-K  
August 28, 2015

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

WASHINGTON, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

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

Date of Report (Date of Earliest Event Reported): **August 24, 2015**

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**HMS HOLDINGS CORP.**

(Exact name of registrant as specified in its charter)

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

**0-50194**  
(Commission File Number)

**11-3656261**  
(I.R.S. Employer  
Identification No.)

**5615 High Point Drive, Irving, TX**  
(Address of principal executive offices)

**75038**  
(Zip Code)

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Registrant's telephone number, including area code (214) 453-3000

**Not Applicable**

Former name or former address, if changed since last report

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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.**

On August 24, 2015, Daniel N. Mendelson notified HMS Holdings Corp. (the Registrant ) of his decision to resign from the Board of Directors (the Board ) of the Registrant, effective immediately. Mr. Mendelson tendered his resignation in connection with the anticipated announced acquisition of his company Avalere Health, and not as a result of any disagreement or dispute with the Board or the Registrant on any matter, including with respect to the Registrant s operations, policies or practices.

**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.

HMS HOLDINGS CORP.  
(Registrant)

Date: August 28, 2015

By: /s/ Eugene V. DeFelice  
Name: Eugene V. DeFelice  
Title: Executive Vice President, General Counsel and  
Corporate Secretary