

HMS HOLDINGS CORP
Form DEFR14A
May 28, 2008

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

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant x
Filed by a Party other than the Registrant o

Check the appropriate box:

- o Preliminary Proxy Statement
- o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- x Definitive Proxy Statement
- o Definitive Additional Materials
- o Soliciting Material Pursuant to §240.14a-12

HMS Holdings Corp.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x No fee required.
- o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
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- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
 - (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

HMS HOLDINGS CORP.
401 Park Avenue South
New York, New York 10016

May 28, 2008

Dear Shareholder:

On or about May 2, 2008, we mailed to our shareholders a proxy statement for the annual meeting of shareholders of HMS Holdings Corp. to be held on May 30, 2008.

Subsequent to the mailing, we discovered an error in the 2007 Option Exercises and Stock Vested Table which appears on page 33 of the proxy statement. The corrected table is set forth below:

2007 Option Exercises and Stock Vested Table

Option Awards

Name	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ^(a)
Robert M. Holster, Chairman and Chief Executive Officer	180,000	4,098,600
William C. Lucia, President and Chief Operating Officer	92,500	1,911,518
Thomas G. Archbold Chief Financial Officer ^(b)	133,335	2,426,906

(a) The value realized on the exercise of stock options is based on the difference between the exercise price and the market price (used for tax purposes) of our common stock on the date of exercise.

(b) Mr. Archbold left the Company effective August 24, 2007. All of his unvested options expired following his separation with us. Amounts shown in the table are based on Mr. Archbold's Section 16 reports.

Sincerely,

/s/ Walter D. Hosp

Walter D. Hosp
Chief Financial Officer
and Corporate Secretary