

HMS HOLDINGS CORP

FORM DEFA14A

(Additional Proxy Soliciting Materials (definitive))

Filed 07/12/17

Address 5615 HIGH POINT DRIVE
IRVING, TX 75038
Telephone 214-453-3000
CIK 0001196501
Symbol HMSY
SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Fiscal Year 12/31

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A

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

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
 Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
 Definitive Proxy Statement
 Definitive Additional Materials
 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):

- No fee required.
 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:

(5) Total fee paid:

Fee paid previously with preliminary materials.

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:

***** Exercise Your *Right* to Vote *****
**Important Notice Regarding the Availability of Proxy Materials for the
Shareholder Meeting to Be Held on August 21, 2017.**

HMS HOLDINGS CORP.

HMS HOLDINGS CORP.
5615 HIGH POINT DRIVE
IRVING, TEXAS 75038

Meeting Information

Meeting Type: Annual Meeting
For holders as of: June 27, 2017
Date: August 21, 2017 **Time:** 10:00 AM, CDT
Location: Four Seasons Resort and Club Dallas at Las Colinas
4150 N. MacArthur Blvd.
Irving, TX 75038

Directions are available on our website under the
Investors/Annual Shareholders Meeting Tabs.

You are receiving this communication because you hold
shares in the company named above.

This is not a ballot. You cannot use this notice to vote these
shares. This communication presents only an overview of
the more complete proxy materials that are available to
you on the Internet. You may view the proxy materials
online at www.proxyvote.com or easily request a paper copy
(see reverse side).

We encourage you to access and review all of the important
information contained in the proxy materials before voting.

**See the reverse side of this notice to obtain
proxy materials and voting instructions.**



— **Before You Vote** —
How to Access the Proxy Materials

Proxy Materials Available to VIEW or RECEIVE:

NOTICE AND PROXY STATEMENT HMS HOLDINGS CORP. 2016 ANNUAL REPORT TO SHAREHOLDERS

How to View Online:

Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) and visit: www.proxyvote.com.

How to Request and Receive a PAPER or E-MAIL Copy:

If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request:

- 1) BY INTERNET: www.proxyvote.com
- 2) BY TELEPHONE: 1-800-579-1639
- 3) BY E-MAIL*: sendmaterial@proxyvote.com

* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) in the subject line.

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before August 7, 2017 to facilitate timely delivery.

— **How To Vote** —
Please Choose One of the Following Voting Methods

Vote In Person: Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

Vote By Internet: To vote now by Internet, go to www.proxyvote.com. Have the information that is printed in the box marked by the arrow → XXXX XXXX XXXX XXXX (located on the following page) available and follow the instructions.

Vote By Mail: You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.



Voting Items

The Board of Directors recommends you vote **FOR** the listed Nominees, **FOR** Proposal 2, and **1 YEAR** for Proposal 3.

1. Election of Class II Directors

Nominees:

- 1a. William F. Miller III
 - 1b. Ellen A. Rudnick
 - 1c. Richard H. Stowe
 - 1d. Cora M. Tellez
2. Advisory approval of the Company's 2016 executive compensation.
 3. Advisory approval of the frequency of future advisory votes on executive compensation.

NOTE: Such other business as may properly come before the meeting or any adjournment or postponement thereof.



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