

HMS HOLDINGS CORP

FORM 8-K (Current report filing)

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Telephone 214-453-3000
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SIC Code 7374 - Computer Processing and Data Preparation and Processing Services
Fiscal Year 12/31

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

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event Reported): March 16, 2017

HMS Holdings Corp.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-50194
(Commission File Number)

11-3656261
(I.R.S. Employer Identification Number)

5615 High Point Drive, Irving, Texas 75038
(Address of Principal Executive Offices) (Zip Code)

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

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))
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Item 7.01. Regulation FD Disclosure.

On March 16, 2017, HMS Holdings Corp. (the “Company”) issued a press release announcing that the Company is unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 within the extension period provided by Rule 12b-25 of the Securities and Exchange Commission and providing information on its review of its CMS reserve and related internal controls over financial reporting. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated by reference herein.

The information in this Item 7.01, including the exhibit attached hereto, shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liability of that section, and shall not be incorporated by reference into any Company filing under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No. **Exhibit Description**

99.1 Press Release dated March 16, 2017

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HMS Holdings Corp.

Date: March 16, 2017

By: /s/ Jeffrey S. Sherman

Jeffrey S. Sherman

Executive Vice President, Chief Financial Officer and Treasurer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Exhibit Description</u>
<u>99.1</u>	Press Release dated March 16, 2017

HMS Holdings Provides An Update on Status of Fiscal Year-End SEC Reporting: Estimated Impact on FY2016 CMS Reserve Liability

IRVING, Texas, March 16, 2017 (GLOBE NEWSWIRE) -- On March 16, 2017, HMS Holdings Corp. (the "Company" or "HMS") (NASDAQ:HMSY), a leading provider of coordination of benefits, payment integrity and care management solutions for payers, provided an update on the status of its fiscal year-end SEC reporting.

On March 2, 2017, the Company filed a Form 12b-25 (the "Form 12b-25") disclosing that the Company would be unable to file its Annual Report on Form 10-K for the fiscal year ended December 31, 2016 (the "2016 Form 10-K") within the prescribed time period without unreasonable effort or expense. The extension period provided under Rule 12b-25 expires on March 16, 2017. The Company is unable to file its 2016 Form 10-K within the extension period because it needs additional time to complete the Company's previously disclosed review of its CMS reserve and related internal controls over financial reporting. While the Company has not yet completed its assessment of the effectiveness of its internal controls over financial reporting as of December 31, 2016, it has determined that there is a material weakness in its internal controls related to the CMS reserves. The Company is continuing to evaluate whether this issue affects its consolidated financial results, primarily focusing on prior periods in which revenue relating to the CMS business was recorded. The Company currently expects the range of impact to the CMS reserve liability to be within a range of \$5 million increase or decrease to the recorded reserve at December 31, 2016. Additionally, there could be in-period or cumulative adjustments that could result from shifts between accounting periods in the timing and amount of the reserve liability that is recorded.

As a result of the foregoing, the Company expects to receive a notification letter from the Listing Qualifications Department of the NASDAQ Stock Market ("NASDAQ"), stating that the Company is no longer in compliance with NASDAQ rules which requires timely filing of periodic reports with the Securities and Exchange Commission. The Company does not expect the notification to have an immediate effect on the continued listing of the Company's common stock on the NASDAQ Global Select Market. The Company separately has obtained an amendment to its Credit Agreement dated May 3, 2013 among the Company, the guarantors party thereto, the lenders party thereto and Citibank, N.A. as administrative agent, providing the Company 180 days from its December 31, 2016 fiscal year end to file its 2016 Form 10-K.

About HMS

HMS Holdings Corp., through its subsidiaries, provides coordination of benefits, payment integrity and care management solutions for payers. HMS serves state Medicaid programs; commercial health plans, including Medicaid managed care, Medicare Advantage and group and individual health lines of business; federal government health agencies, including the Centers for Medicare & Medicaid Services and the Veterans Health Administration; government and private employers; child support agencies; and other healthcare payers and sponsors. As a result of HMS's services, customers recover billions of dollars annually and save billions more through the prevention of improper payments.

Safe Harbor Statement

This press release contains "forward-looking statements" within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. Such statements reflect our current expectations, projections and assumptions about our financial results, business, the economy and future events or conditions. They do not relate strictly to historical or current facts. Forward-looking statements can be identified by words such as "aims," "anticipates," "believes," "estimates," "expects," "forecasts," "intends," "likely," "may," "plans," "projects," "seeks," "targets," "will," "would," "could," "should," and similar expressions and references to guidance, although some forward-looking statements may be expressed differently. Additional facts, different accounting determinations or remediation activities could cause actual results to differ from those stated or implied in our forward-looking statements, as could the other factors, risks and uncertainties described in our most recent Annual Report on Form 10-K and in our other filings with the Securities and Exchange Commission. Factors or events that could cause actual results to differ may emerge from time to time and are difficult to predict. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results may differ materially from past results and those anticipated, estimated or projected. We caution you not to place undue reliance upon any of these forward-looking statements. Any forward-looking statements are made as of the date of this press release. Except as may be required by law, we disclaim any obligation to publicly update forward-looking statements, whether as a result of new information, future events or otherwise.

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