

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

ADDUS HOMECARE CORPORATION

(Exact Name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-5340172
(I.R.S. Employer
Identification Number)

2401 South Plum Grove Road
Palatine, Illinois
(Address of Principal Executive Offices)

60067
(Zip Code)

Addus HomeCare Corporation 2009 Stock Incentive Plan
(Full title of the plan)

Mark S. Heaney
President and Chief Executive Officer
Addus HomeCare Corporation
2401 South Plum Grove Road
Palatine, Illinois 60067
(Name and address of agent for service)

(847) 303-5300
(Telephone number, including area code, of agent for service)

copy to:

Dominick DeChiara, Esq.
Jennifer C. Kurtis, Esq.
Winston & Strawn LLP
200 Park Avenue
New York, New York 10166-4193
(212) 294-6700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller Reporting Company

Calculation of Registration Fee

Title of securities to be registered	Amount to be registered (1)	Proposed maximum offering price per share (2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.001 par value per share, under the 2009 Stock Incentive Plan	750,000 shares	\$19.13	\$14,347,500	\$1,957.00

- (1) In accordance with Rule 416(a) under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional shares of common stock, par value \$0.001 per share, which may be issued pursuant to the Addus HomeCare Corporation 2009 Stock Incentive Plan to prevent dilution from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and Rule 457(h) under the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's common stock as reported on The Nasdaq Global Market on July 31, 2013.

EXPLANATORY NOTE

Pursuant to General Instruction E of Form S-8, this registration statement on Form S-8 is being filed in order to register an additional 750,000 shares of the capital stock of Addus HomeCare Corporation, a Delaware corporation (the "Registrant"), par value \$0.001 per share, which are securities of the same class and relate to the same employee benefit plan, the Addus HomeCare Corporation 2009 Stock Incentive Plan, as amended and restated (the "Plan"), as those shares registered by the Registrant's registration statement on Form S-8 previously filed with the Securities and Exchange Commission (the "Commission") on January 20, 2010 (Registration No. 333-164413), which is hereby incorporated by reference.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission are incorporated by reference in this Registration Statement:

(a) The Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the Commission on March 28, 2013;

(b) The Registrant's Quarterly Reports on Form 10-Q for the fiscal quarters ended March 31, 2013 and June 30, 2013, filed with the Commission on May 9, 2013 and August 1, 2013, respectively;

(c) The Registrant's Current Reports on Form 8-K filed with the Commission on February 7, 2013, March 6, 2013, March 13, 2013, April 30, 2013, June 24, 2013 and July 1, 2013; and

(d) The description of the Registrant's common stock, par value \$0.001 per share, contained in its Registration Statement on Form 8-A filed with the Commission on October 23, 2009 pursuant to Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), including any subsequent amendment or any report filed for the purpose of updating such description;

other than the portions of such documents, which by statute, by designation in such document or otherwise (including but not limited to information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K, including any exhibits included with such information), are not deemed filed with the Commission, which are not regarded to be incorporated herein by reference.

All documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 or 15(d) of the Exchange Act, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Notwithstanding the foregoing, unless specifically stated to the contrary, none of the information disclosed by the Registrant under Items 2.02 or 7.01 of any Current Report on Form 8-K that the Registrant may from time to time furnish to the Commission, including any exhibits included with such information, will be incorporated by reference into, or otherwise included in, this Registration Statement. 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 Registration Statement to the extent that a statement contained herein or in any subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
3.1	Amended and Restated Certificate of Incorporation of Addus HomeCare Corporation (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended September 30, 2009 filed with the Commission on November 20, 2009).
3.2	Amended and Restated Bylaws of Addus HomeCare Corporation, as amended by the First Amendment to the Amended and Restated Bylaws (incorporated by reference to Exhibit 3.2 to the Registrant's Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013 filed with the Commission on May 9, 2013).
3.3	Form of Common Stock Certificate (incorporated by reference to Exhibit 4.1 of Amendment No. 4 to the Registrant's Registration Statement on Form S-1 filed with the Commission on October 2, 2009).
4.1	Addus HomeCare Corporation Amended and Restated 2009 Stock Incentive Plan (incorporated by reference to Exhibit 99.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 24, 2013).
5.1	Opinion of Winston & Strawn LLP.
23.1	Consent of BDO USA, LLP.
23.2	Consent of Winston & Strawn LLP (included in opinion filed as Exhibit 5.1).
24.1	Powers of Attorney (included on signature page).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Palatine, State of Illinois on this 7th day of August, 2013.

ADDUS HOMECARE CORPORATION

By: /s/ Mark S. Heaney
Mark S. Heaney
President and Chief Executive Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints each of Mark S. Heaney and Dennis B. Meulemans as his true and lawful attorney-in-fact and agent with full powers of substitution and resubstitution, for the undersigned and in the name of the undersigned, in any and all capacities, to sign any or all amendments (including post-effective amendments) to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Mark S. Heaney</u> Mark S. Heaney	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	August 7, 2013
<u>/s/ Dennis B. Meulemans</u> Dennis B. Meulemans	Chief Financial Officer and Secretary (principal financial and accounting officer)	August 7, 2013
<u>/s/ R. Dirk Allison</u> R. Dirk Allison	Director	August 7, 2013
<u>/s/ Simon A. Bachleda</u> Simon A. Bachleda	Director	August 7, 2013
<u>/s/ Mark L. First</u> Mark L. First	Director	August 7, 2013
<u>/s/ Steven I. Geringer</u> Steven I. Geringer	Director	August 7, 2013
<u>/s/ W. Andrew Wright, III</u> W. Andrew Wright, III	Director	August 7, 2013

INDEX TO EXHIBITS TO REGISTRATION STATEMENT ON FORM S-8

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WINSTON & STRAWN LLP
35 W. Wacker Drive
Chicago, Illinois 60601

August 7, 2013

Addus HomeCare Corporation
2401 South Plum Grove Road
Palatine, Illinois 60067

Re: Form S-8 Registration Statement (the "Registration Statement").

Ladies and Gentlemen:

We have acted as special counsel for Addus HomeCare Corporation, a Delaware corporation (the "Company"), in connection with the registration on Form S-8 of the offer and sale of up to 750,000 shares (the "Shares") of the Company's common stock, par value \$0.001 per share ("Common Stock"), issuable pursuant to the terms and in the manner set forth in the Addus HomeCare Corporation 2009 Stock Incentive Plan (the "Plan").

This opinion letter is delivered in accordance with the requirements of Item 8 of Form S-8 and Item 601(b)(5) of Regulation S-K promulgated under the Securities Act of 1933, as amended (the "Act").

In connection with this opinion, we have examined and are familiar with originals or copies, certified or otherwise identified to our satisfaction, of:

- (i) the Registration Statement, as filed on the date hereof with the Securities and Exchange Commission (the "Commission") under the Act;
- (ii) the amended and restated certificate of incorporation of the Company, as currently in effect (the "Certificate of Incorporation");
- (iii) the amended and restated bylaws of the Company, as currently in effect;
- (iv) the Plan;
- (v) resolutions adopted by the board of directors of the Company and committees thereof relating to, among other things, the reservation for issuance of the Shares covered by the Registration Statement, the filing of the Registration Statement and the approval of the Plan; and
- (vi) Certificate of inspector of elections certifying as to approval of the Plan by the stockholders of the Company.

We have also examined such other documents as we have deemed necessary or appropriate as a basis for the opinion set forth below.

In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such latter documents. As to any facts material to this opinion which we did not independently establish or verify, we have relied upon oral or written statements and representations of officers and other representatives of the Company and others.

Based upon and subject to the foregoing, we are of the opinion that the reservation for issuance of the Shares has been duly authorized by the requisite corporate action on the part of the Company and, when issued, paid for and delivered pursuant to the terms and in the manner set forth in the Plan, and assuming that the Shares remain duly reserved for issuance within the limits of the Common Stock then remaining authorized but unissued, the Shares will be validly issued, fully paid and nonassessable.

The foregoing opinion is limited to the General Corporation Law of the State of Delaware. We express no opinion herein as to any other laws, statutes, regulations or ordinances. This opinion is given as of the date hereof and we assume no obligation to update or supplement such opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes that may hereafter occur.

We hereby consent to the filing of this opinion with the Commission as an exhibit to the Registration Statement. In giving such consent, we do not concede that we are experts within the meaning of the Act or the rules or regulations thereunder or that this consent is required by Section 7 of the Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Winston & Strawn LLP

Consent of Independent Registered Public Accounting Firm

Addus HomeCare Corporation
Palatine, Illinois

We hereby consent to the incorporation by reference in this Registration Statement of our report dated March 28, 2013, relating to the consolidated financial statements and financial statement schedule of Addus HomeCare Corporation (the "Company"), appearing in the Annual Report on Form 10-K of the Company for the year ended December 31, 2012.

/s/ BDO USA, LLP
Chicago, Illinois

August 7, 2013