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**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): March 28, 2014

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**ADDUS HOMECARE CORPORATION**

(Exact name of registrant as specified in its charter)

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

**001-34504**  
(Commission File Number)

**20-5340172**  
(IRS Employer  
Identification  
Number)

**2401 South Plum Grove Road, Palatine, Illinois**  
(Address of principal executive offices)

**60067**  
(Zip Code)

**(847) 303-5300**  
(Registrant's telephone number, including area code)

**N/A**  
(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 1.01. Entry into a Material Definitive Agreement**

On March 28, 2014, Addus HomeCare Corporation (the “Company”) entered into an Indemnification Agreement (the “Indemnification Agreement”) with Michael Earley, a newly-appointed member of the Company’s Board of Directors (the “Board”). See Item 5.02 below.

Pursuant to the Indemnification Agreement, the Company has agreed to hold Mr. Earley harmless and indemnify him to the fullest extent permitted by law against all expenses, judgments, penalties, fines and amounts paid in settlement including, without limitation, all liability arising out of the negligence or active or passive wrongdoing of Mr. Earley. The Company is not obligated to make any payment to Mr. Earley that is finally determined to be unlawful. In respect of any threatened, pending or completed proceeding in which the Company is jointly liable with Mr. Earley, the Company will pay the entire amount of any judgment or settlement without requiring Mr. Earley to contribute. The Company will advance, to the extent permitted by law, all expenses incurred by or on behalf of Mr. Earley in connection with a proceeding. No amendment, alteration or repeal of the Company’s certificate of incorporation, bylaws or the Indemnification Agreement will limit any right of Mr. Earley in respect of any action taken or omitted by Mr. Earley prior to such amendment.

### **Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

On March 28, 2014, Michael Earley was appointed to the Company’s Board to serve a term expiring at the 2014 annual meeting of the Company’s stockholders.

Mr. Earley will serve as a member of the Audit Committee of the Board (the “Audit Committee”). The Board has determined that Mr. Earley is an “independent director” as defined by the Marketplace Rules of The NASDAQ Stock Market LLC. Mr. Earley’s appointment fills a vacancy on the Board created as a result of the resignation of Wayne B. Lowell. The appointment of Mr. Earley was effective as of March 28, 2014.

In connection with his appointment as an independent director, Mr. Earley was granted 447 restricted shares of the Company’s common stock valued at \$10,000 based on the closing stock price on the date of Mr. Earley’s appointment (the “Initial Restricted Stock”). The Initial Restricted Stock will vest in equal installments on each of the first three anniversaries of the grant date. Mr. Earley will be entitled to receive the Company’s standard independent director cash and equity compensation. Mr. Earley will receive an annual retainer of \$25,000 for service on the Board. He will also receive \$1,500 per in-person scheduled Board meeting, whether attended in person or telephonically (provided, that for Board meetings that are conducted only telephonically, each independent director will receive \$750 for such participation). As an independent director who serves on the Audit Committee, he will receive \$1,500 per Audit Committee meeting attended. In addition, each independent director is entitled to receive an annual grant of restricted shares of the Company’s common stock valued at \$20,000, which shall be awarded following the Company’s annual meeting each year (the “Annual Restricted Stock”). The Annual Restricted Stock will vest on the first anniversary of the grant date.

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**Item 7.01. Regulation FD Disclosure**

On April 1, 2014, the Company issued a press release announcing the appointment of Michael Earley to the Board. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report, including the attached Exhibits, is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

**Item 9.01. Financial Statements and Exhibits**

(d) Exhibits:

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Indemnification Agreement (filed on July 17, 2009 as Exhibit 10.16 to Addus HomeCare Corporation’s Registration Statement on Form S-1 and incorporated herein by reference)
99.1	Press release of Addus HomeCare Corporation dated April 1, 2014

**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.

**ADDUS HOMECARE CORPORATION**

Dated: April 1, 2014

By: /s/ Dennis Meulemans

Name: Dennis Meulemans

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Title: Chief Financial Officer

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## Exhibit Index

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## **Addus HomeCare Appoints Michael Earley to Board of Directors**

Palatine, IL, April 1, 2014—Addus HomeCare Corporation (Nasdaq: ADUS), a comprehensive provider of home and community based services, which are primarily social in nature and provided in the home, and focused on the dual eligible population, today announced that Michael Earley has been appointed to its Board of Directors. Mr. Earley will serve on the Audit Committee.

Mark Heaney, President and Chief Executive Officer of Addus HomeCare, stated, “Given Michael’s leadership experience in business, finance and health care operations, and especially given his experience in managed care while leading Metropolitan Health Networks, we feel very fortunate to have Michael joining our board.”

Mr. Earley is the immediate past Chairman and Chief Executive Officer of Metropolitan Health Networks, Inc. where he served from early 2003 until February 2013. The company was acquired by Humana, Inc. in December 2012 for approximately \$850 million. He is currently advising healthcare services and other businesses through a consulting company, Pelican Advisors, LLC.

Mr. Earley has been an advisor to public and privately owned companies, acting in a variety of management roles since 1997. From 1986 to 1997, he served in a number of senior management roles, including CEO, CFO and Corporate Development Officer, for Intermark, Inc. and Triton Group Ltd., both publicly traded diversified holding companies. He was Chief Executive Officer of Collins Associates, an institutional money management firm, from January 2000 through December 2002. He has also served as a director for several public companies throughout his career. Mr. Earley received undergraduate degrees in Accounting and Business Administration from the University of San Diego. From 1978 to 1983, he was an audit and tax staff member of Ernst & Young.

### **About Addus**

Addus is a comprehensive provider of home and community based services, primarily social in nature and provided in the home, and focused on the dual eligible population. Addus’ services include personal care and assistance with activities of daily living, and adult day care. Addus’ consumers are individuals who are at risk of hospitalization or institutionalization, such as the elderly, chronically ill and disabled. Addus’ payor clients include federal, state and local governmental agencies, commercial insurers and private individuals. For more information, please visit [www.addus.com](http://www.addus.com).

### **Forward-Looking Statements**

Certain matters discussed in this press release constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Such forward-looking statements may be identified by words such as “continue,” “expect,” and similar expressions. Forward-looking statements involve a number of risks and uncertainties that may cause actual results to differ materially from those expressed or implied by such forward-looking statements, including the expected benefits and costs of acquisitions, the anticipated financial impact of possible transactions, management plans related to dispositions, the possibility that expected

benefits may not materialize as expected, the failure of the business to perform as expected, changes in reimbursement, changes in government regulations, changes in Addus HomeCare's relationships with referral sources, increased competition for Addus HomeCare's services, changes in the interpretation of government regulations, the uncertainty regarding the outcome of discussions with managed care organizations, changes in tax rates, the impact of adverse weather events and other risks set forth in the Risk Factors section in Addus HomeCare's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 17, 2014, which is available at <http://www.sec.gov>. Addus HomeCare undertakes no obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise.

Investor Contact:

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Chief Financial Officer

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