

---

---

**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): January 1, 2010

---

**ADDUS HOMECARE CORPORATION**

(Exact name of registrant as specified in its charter)

---

**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)

---

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))
- 
-

**Item 1.01. Entry into a Material Definitive Agreement**

On January 1, 2010, Addus HomeCare Corporation (the “Company”) entered into an Indemnification Agreement (the “Indemnification Agreement”) with Wayne Lowell, a newly-appointed member to 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. Lowell 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. Lowell. The Company is not obligated to make any payment to Mr. Lowell 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. Lowell, the Company will pay the entire amount of any judgment or settlement without requiring Mr. Lowell to contribute. The Company will advance, to the extent permitted by law, all expenses incurred by or on behalf of Mr. Lowell 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. Lowell in respect of any action taken or omitted by Mr. Lowell 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 January 1, 2010, Wayne Lowell was appointed to the Company’s Board to serve a term expiring at the 2011 annual meeting of the Company’s stockholders.

Mr. Lowell will serve as the Chairman of the Audit Committee of the Board (the “Audit Committee”) and as a member of the Nominating and Corporate Governance Committee of the Board. The Board has determined that Mr. Lowell is an “independent director” as defined by the Marketplace Rules of The NASDAQ Stock Market LLC and qualifies as the “audit committee financial expert” as such term is defined in Item 407(d)(5) of Regulation S-K under the Securities Act of 1933, as amended. In connection with Mr. Lowell’s appointment to the Audit Committee, Mark L. First resigned from the Audit Committee effective as of January 1, 2010, but remains a member of the Board. Simon A. Bachleda and Steven I. Geringer will remain on the Audit Committee with Mr. Lowell, but Mr. Lowell will serve as Chairman in lieu of Mr. Bachleda. Mr. Lowell’s appointment fills a vacancy on the Board created as a result of an increase in the number of directors in August 2009. The appointment of Mr. Lowell was effective as of January 1, 2010.

In connection with his service as an independent director, Mr. Lowell will be entitled to receive the Company’s standard independent director cash and equity compensation. Mr. Lowell will receive an annual retainer of \$22,500 for service on the Board, and will receive \$1,500 per Board meeting attended in person and \$750 per Board meeting attended telephonically. As the Chairman of the Audit Committee, he will receive an additional annual retainer of \$12,000, and as an independent director who serves on a committee, he will receive \$1,000 per committee meeting attended. In addition, upon his appointment as an independent director, Mr. Lowell received 1,073 restricted shares of the Company’s common stock having an aggregate value of \$10,000 based on the closing price of the Company’s common stock on The Nasdaq Global Market on the date of the grant (the “Restricted Stock”). The Restricted Stock will vest equally over a three-year period subject to the terms and conditions provided in the Company’s 2009 Stock Incentive Plan.

**Item 7.01. Regulation FD Disclosure**

On January 5, 2010, the Company issued a press release announcing the appointment of Wayne Lowell 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 (incorporated by reference to Exhibit 10.16 to Addus HomeCare Corporation’s Registration Statement on Form S-1, File No. 333-160634)
99.1	Press release of Addus HomeCare Corporation dated January 5, 2010

**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: January 5, 2010

By: \_\_\_\_\_ /s/ Francis J. Leonard  
Name: Francis J. Leonard  
Title: Chief Financial Officer

---

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Form of Indemnification Agreement (incorporated by reference to Exhibit 10.16 to Addus HomeCare Corporation's Registration Statement on Form S-1, File No. 333-160634)
99.1	Press release of Addus HomeCare Corporation dated January 5, 2010



### Addus HomeCare Appoints Wayne B. Lowell to Board of Directors

**Palatine, IL** – January 5, 2010 – Addus HomeCare Corporation announced today Wayne B. Lowell has been appointed to its Board of Directors, effective January 1, 2010. Mr. Lowell will serve as Chairman of the Audit Committee and as a member of the Nominating and Corporate Governance Committee.

Mark Heaney, President and Chief Executive Officer of Addus HomeCare, stated, "We are very pleased to announce Wayne's appointment to our Board. Wayne brings to Addus a wealth of relevant financial experience and knowledge of the healthcare industry, and we look forward to drawing on his expertise. Of particular relevance is Wayne's background as the former CFO of PacifiCare Health Systems. Wayne also shares our view that our integrated care model strengthens our competitive position in the homecare industry. We will continue to collectively focus on growing our census and seeking to provide the highest level, lowest cost of care to our 23,000 consumers."

Wayne B. Lowell, 54, has more than twenty years of experience in the healthcare and transportation industries. From 1998 to the present, Mr. Lowell has served as a consultant advising Boards of Directors, CEOs and CFOs of public and private equity-sponsored organizations on strategic, financial and operating issues. From 1986 to 1998, he worked for PacifiCare Health Systems (now part of United Healthcare) which was a \$9 billion, *Fortune 200*, multi-state, publicly-held healthcare company. At PacifiCare, he held various positions of increasing authority, ultimately serving as Executive Vice President, Chief Financial Officer and Chief Administrative Officer. Earlier in his career, Mr. Lowell worked at Burlington Air Express from 1981 to 1986 and at Deloitte, Haskins and Sells.

Mr. Lowell currently serves as Chairman of the Board of InSight Health Services Holdings Corp., a publicly traded company providing imaging services at locations throughout the United States. He also serves as a Director of TriNet, a private company providing human resource solutions. Mr. Lowell is also on the Board of Trustees of Biola University, where he serves as Chair of the Finance and Audit Committees.

Mr. Lowell earned his MBA with honors from the University of California at Irvine. He graduated summa cum laude from the University of Maryland with a BS in accounting. Mr. Lowell is a Certified Public Accountant (CPA). The Institute of Management Accountants named him "CFO of the Year" and *CFO* magazine named him one of the top 100 CFOs.

#### About Addus

Addus is a comprehensive provider of a broad range of social and medical services in the home. Addus' services include personal care and assistance with activities of daily living, skilled nursing and rehabilitative therapies, and adult day care. Addus' consumers are individuals with special needs 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, the Veterans Health Administration, commercial insurers and private individuals. Addus has over 12,000 employees that provide services through more than 120 locations across 16 states to over 23,000 consumers.

#### 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 changes in reimbursement, changes in government regulations, changes in Addus HomeCare's relationships with referral sources, increased competition for Addus HomeCare's services, increased competition for joint venture and acquisition candidates, changes in the interpretation of government regulations, and other risks set forth in the Risk Factors section in Addus HomeCare's Prospectus, filed with the Securities and Exchange Commission on October 29, 2009, and available at <http://www.sec.gov>, and its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 12, 2009. 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:

Carol Ruth / Amy Glynn  
The Ruth Group  
Phone: (646) 536-7004 /7023  
Email: [cruth@theruthgroup.com](mailto:cruth@theruthgroup.com)  
Email: [aglynn@theruthgroup.com](mailto:aglynn@theruthgroup.com)

#### Media Contact:

Jason Rando  
The Ruth Group  
Phone: (646) 536-7025  
Email: [jrando@theruthgroup.com](mailto:jrando@theruthgroup.com)