

February 5, 2020

By email to shareholderproposals@sec.gov

U.S. Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, D.C. 20549

**Re: Addus HomeCare Corporation — Potential Shareholder Proposal Submitted
by Pro Cap NYC llc**

Ladies and Gentlemen:

I am writing on behalf of Addus HomeCare Corporation, a Delaware corporation (the “Company”), pursuant to Rule 14a-8(j) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”), to request that the Staff of the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission concur with our view that, for the reasons stated below, the Company may exclude the potential shareholder proposal and supporting statement (the “Proposal”) submitted by Pro Cap NYC llc (the “Proponent”) from the proxy materials to be distributed by the Company in connection with its 2020 annual meeting of shareholders (the “2020 proxy materials”).

In accordance with Staff Legal Bulletin No. 14D (November 7, 2008), this letter is being submitted by email to shareholderproposals@sec.gov. A copy of this letter also is being sent to the Proponent as notice of the Company’s intent to omit the Proposal from the Company’s 2020 proxy materials.

THE PROPOSAL

The Proposal states:

“Request to Declassify

In reviewing Addus HomeCare Corporation’s corporate governance, we bring to your attention its classified Board By-Law. This practice still remains among just 1135 companies in the Russell 3000 Index. However, the recognized arbiter of such matters, Institutional Shareholder Services (“ISS”), does not consider a classified Board By-Law among the ‘best practices’ in corporate governance. In turn, this is reflected negatively in Addus HomeCare Corporation’s Corporate Governance score of 6 from ISS.

Accordingly, we respectfully request that Addus HomeCare Corporation's Board review and consider changing this By-Law, so that all directors are elected annually by the shareholders; this is our sole agenda.

De-Classification Rationale

- Enhance its ISS governance score towards 'best practices'.
- Increase the Board's accountability to its largely sophisticated shareholder base.

Please note that ISS, which advises institutional investors and, in many cases, votes the shares controlled by institutional investors, does not normally vote off a majority of a Board in favor of a dissident shareholder's alternative slate. In other words, Addus HomeCare Corporation already has, except in extraordinary circumstances, a classified Board."

The Proposal was dated November 27, 2019, postmarked on January 27, 2020 and received by the Company on or about January 30, 2020. A copy of the Proponent's submission, including the Proposal, is attached as Exhibit A.

BASIS FOR EXCLUDING THE PROPOSAL

The Proposal May be Excluded from the 2020 Proxy Materials Pursuant to Rule 14a-8(e)(2) Because It Was Submitted After the Deadline for Submitting a Proposal.

Rule 14a-8(e)(2) of the Exchange Act provides that a proposal submitted with respect to a company's regularly scheduled annual meeting "must be received at the company's principal executive offices not less than 120 calendar days before the date of the company's proxy statement released to shareholders in connection with the previous year's annual meeting." The proxy statement for the Company's 2019 annual meeting of shareholders was released to shareholders on May 9, 2019. Accordingly, the deadline for submitting stockholder proposals for inclusion in the 2020 proxy materials was determined to be January 10, 2020, and that date was specified in the proxy statement for the Company's 2019 annual meeting.

Rule 14a-8(e)(2) provides that the 120-calendar day advance receipt requirement does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. The Company's 2019 annual meeting of shareholders was held on June 12, 2019, and the 2020 Annual Meeting is scheduled for June 17, 2020. As the 2020 Annual Meeting has not been changed by more than 30 days from the date of the prior year's meeting, the deadline for shareholder proposals for inclusion in the Company's 2020 proxy statement remained January 10, 2020, as disclosed in the Company's 2019 proxy statement.

The Staff has repeatedly concurred that a proposal may be excluded in its entirety under Rule 14a-8(e)(2) when it is received after the applicable deadline for submitting a shareholder proposal. *See, e.g., Caterpillar Inc.* (Apr. 4, 2019); and *Comcast Corporation* (Apr. 4, 2019);

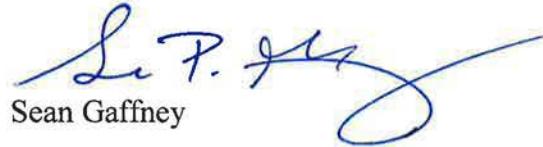
In accordance with Rule 14a-8(f)(1) and Section C.6.c of Staff Legal Bulletin No. 14 (July 13, 2001), the Company has not provided the Proponent with notice of the Proposal's deficiency because the deficiency cannot be remedied.

CONCLUSION

The Company believes the Proposal may be omitted in its entirety from the Company's 2020 proxy materials under Rule 14a-8(e)(2) because the Proponent failed to timely submit the Proposal. Accordingly, the Company respectfully requests the concurrence of the Staff that it will not recommend enforcement action against the Company if the Company excludes the Proposal in its entirety from its 2020 proxy materials.

If you have any questions with respect to this matter, please contact me at 469.535.8216 or by email at sgaffney@addus.com.

Sincerely,

A handwritten signature in blue ink, appearing to read "S. P. Gaffney", with a long, sweeping flourish extending to the right.

Sean Gaffney

Chief Legal Officer

cc: Herbert A. Denton, Pro Cap NYC llc
1932 Madison Avenue #111
New York, NY 10029
Bert@procapnyc.com

EXHIBIT A

Proposal

See attached

Pro Cap NYC llc
1392 Madison Avenue #111
New York, NY 10029
+1-347-215-1406

Mr. Mark L. First
Addus HomeCare Corporation
6801 Gaylord Parkway, Suite 110
Frisco, Texas 75034
Attn: Corporate Secretary

November 27th, 2019

Dear Mr. Mark L. First,

RE: Corporate Governance Best Practices

Request to Declassify

In reviewing Addus HomeCare Corporation's corporate governance, we bring to your attention its classified Board By-Law. This practice still remains among just 1135 of the companies in the Russell 3000 Index. However, the recognized arbiter of such matters, Institutional Shareholder Services ("ISS"), does not consider a classified Board By-Law among the 'best practices' in corporate governance. In turn, this is reflected negatively in Addus HomeCare Corporation's Corporate Governance score of 7 from ISS.

Accordingly, we respectfully request that Addus HomeCare Corporation's Board review and consider changing this By-Law, so that all directors are elected annually by the shareholders; this is our sole agenda.

De-Classification Rationale

- > Enhance its ISS governance score towards 'best practices'.
- > Increase the Board's accountability to its largely sophisticated shareholder base.

Please note that ISS, which advises institutional investors and, in many cases, votes the shares controlled by institutional investors, does not normally vote off a majority of a Board in favor of a dissident shareholder's alternative slate. In other words, Addus HomeCare Corporation already has, except in extraordinary circumstances, a classified Board.

Background of Pro Cap NYC llc ("Pro Cap")

Pro Cap is my third career iteration of applying corporate governance on behalf of shareholders—previously head of Jefferies Group's M&A Department and then President of Providence Capital, Inc. (1985 – Present.) I have personally led dozens of proxy contests as well as precursors including Time Warner, USX-Marathon, COMSAT, Lockheed and Campbell Soup on behalf of shareholders from CalPERS to the Dorrance family to Carl Icahn.

The most relevant experience was successfully causing seven out of seven companies to redeem, rescind, or modify their respective 'poison pills' in 2002. Now, just 16 poison pills exist (See ISS's article "Will Bert Kill the Pill?")

Moreover, I have served on ten Boards of Directors and witnessed the alacrity of my fellow directors to enhance governance practices in all ten companies. Consequently, I am encouraged to believe that upon review and due consideration Addus HomeCare Corporation's Board will declassify itself prior to its 2020 Annual Meeting of Shareholders.

Thank you.

Sincerely,



Herbert A. Denton
President
Pro Cap NYC llc
Bert@procapnyc.com

Cc: B. McNew, Cooch and Taylor P.A.

NEW YORK NY 100
27 JAN 2020 PM 10 L



Pro Cap NYC llc
1392 Madison Avenue #111
New York, NY 10029

Addus HomeCare Corporation
6801 Gaylord Parkway, Suite 110
Frisco, Texas 75034
Attention: Mr. Sean Gaffney
Chief Legal Officer

75034-739735

