

Acadia Healthcare Company, Inc.

Form 4

December 26, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
**WAUD CAPITAL PARTNERS II,
L.L.C.**

(Last) (First) (Middle)

300 N. LASALLE STREET, SUITE
4900

(Street)

CHICAGO, IL 60654

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Acadia Healthcare Company, Inc.
[ACHC]**

3. Date of Earliest Transaction
(Month/Day/Year)

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction(A) or Disposed of (D) Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|---|---|--|---|--|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock, par value \$0.01 per share | 12/24/2012 | | S | | 297,496 | D | \$ 21.6 |
| | | | | | 7,635,761 | I (3) | |

See
footnotes
(1) (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene Own Follo Repor Trans (Instr |
|---|--|---|---|--------------------------------------|--|--|---|---|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| WAUD CAPITAL PARTNERS II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WAUD CAPITAL PARTNERS MANAGEMENT II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WAUD CAPITAL PARTNERS II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WAUD CAPITAL PARTNERS QP II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WCP FIF II (ACADIA), L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WAUD CAPITAL AFFILIATES II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| REEVE B. WAUD 2011 FAMILY TRUST 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |
| WAUD FAMILY PARTNERS, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | X |

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

12/26/2012

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The reported shares are owned of record as follows: (i) 2,038,125 shares by Waud Capital Partners II, L.P. ("WCP II"), (ii) 3,726,016 shares by Waud Capital Partners QP II, L.P. ("Waud QP II"), (iii) 568,655 shares by WCP FIF II (Acadia), L.P. ("WCP FIF II"), (iv) 582,401 shares by Waud Capital Affiliates II, L.L.C. ("Waud Affiliates II"), (v) 648,507 shares by the Reeve B. Waud 2011 Family Trust (the "Waud Trust") and (vi) 72,057 shares by Waud Family Partners, L.P. ("WFP LP").
- (2) Reeve B. Waud is a member of the board of directors of Acadia Healthcare Company, Inc. Mr. Waud is also the manager of Waud Capital Partners II, L.L.C. ("Waud II LLC") and a member of the Limited Partner Committee of Waud Capital Partners Management II, L.P. ("WCPM II"). Waud II LLC is the general partner of WCPM II. WCPM II is the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II. Mr. Waud is also the investment advisor of the Waud Trust and the general partner of WFP LP. As a result, each of Waud II LLC, WCPM II, WCP II, Waud QP II, WCP FIF II, Waud Affiliates II, the Waud Trust and WFP LP may be deemed to share beneficial ownership of the reported shares.
- (3) Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of its pecuniary interest therein.

Remarks:

The reporting persons are members of a "group" with Waud Capital Partners III, L.L.C., Waud Capital Partners Management I

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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