

Acadia Healthcare Company, Inc.

Form 4

September 13, 2016

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
WAUD REEVE B

(Last) (First) (Middle)

**C/O WAUD CAPITAL
PARTNERS, L.L.C., 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)
09/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ 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 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) |
|---|---|---|--------------------------------------|---|--|--|---|
| Common stock, par value \$0.01 per share | 09/09/2016 | | J ⁽¹⁾ | 534,488 ⁽¹⁾ | D \$ 0 8,783,136 ⁽²⁾ | I | See footnotes ⁽³⁾ ⁽⁴⁾ ⁽⁵⁾ |
| Common stock, par value \$0.01 per share | | | | | 55,673 | D | |

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

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SEC 1474
(9-02)

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 REEVE B
C/O WAUD CAPITAL PARTNERS, L.L.C.
300 N. LASALLE STREET, SUITE 4900
CHICAGO, IL 60654

X X

Signatures

/s/ Reeve B.
Waud 09/13/2016

 **Signature of
Reporting Person 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) Represents pro rata in-kind distributions for no consideration to certain of the limited partners of the following Reporting Persons: (i) 214,308 shares by Waud Capital Partners II, L.P. ("WCP II"), (ii) 193,821 shares by Waud Capital Partners QP II, L.P. ("WCP QP II"), (iii) 48,921 shares by Waud Capital Partners III, L.P. ("WCP III") and (iv) 77,438 shares by Waud Capital Partners QP III, L.P. ("WCP QP III").
- (2) The shares are owned of record as follows: (i) 1,307,585 shares by WCP II, (ii) 2,588,442 shares by WCP QP II, (iii) 751,113 shares by the Halcyon Exempt Family Trust (the "Halcyon Trust"), (iv) 83,530 shares by Waud Family Partners, L.P. ("WFP LP"), (v) 424,622 shares by WCP FIF II (Acadia), L.P. ("WCP FIF II"), (vi) 434,886 shares by Waud Capital Affiliates II, L.L.C. ("Waud Affiliates II"), (vii) 223,184 shares by Waud Capital Affiliates III, L.L.C. ("Waud Affiliates III"), (viii) 606,228 shares by WCP FIF III (Acadia), L.P. ("WCP FIF III"), (ix) 1,303,897 shares by WCP QP III, (x) 195,353 shares by Waud Capital Partners III, L.P. ("WCP III"), (xi) 33,333

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shares by Melissa W. Waud, Mr. Waud's wife, (xii) 35,296 shares by WCP LLC, and (xii) 795,667 shares by Crystal Cove LP.

- (3) Waud Capital Partners Management II, L.P. ("WCPM II") is the general partner of WCP II, WCP QP II and WCP FIF II and the manager of Waud Affiliates II. Waud Capital Partners II, L.L.C. ("WCP II LLC") is the general partner of WCPM II. Waud Capital Partners Management III, L.P. ("WCPM III") is the general partner of WCP FIF III, WCP QP III and WCP III and the Manager of Waud Affiliates III. Waud Capital Partners III, L.L.C. ("WCP III LLC") is the general partner of WCPM III.

- (4) Mr. Waud may be deemed to beneficially own the shares of common stock described in Footnote (2) by virtue of (A) his making decisions for the Limited Partner Committee of each of WCPM II and WCPM III, (B) his being the manager of WCP II LLC and WCP III LLC, (C) his being the general partner of WFP LP, (D) his being the investment advisor of the Halcyon Trust, (E) his being married to Ms. Waud, (F) his being the sole manager of WCP LLC and (G) his being the general partner of Crystal Cove LP.

- (5) Mr. Waud expressly disclaims beneficial ownership of the reported shares except to the extent of his pecuniary interest therein.

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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