

Acadia Healthcare Company, Inc.

Form 4

September 16, 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 CAPITAL PARTNERS III,
L.L.C.**

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**300 N. LASALLE STREET, SUITE
4900**

3. Date of Earliest Transaction
(Month/Day/Year)
09/14/2016

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

(Street)
CHICAGO, IL 60654

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

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

(City) (State) (Zip)

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)	
			Code	V	Amount (A) or (D)	Price			
Common Stock, par value \$0.01 per share	09/14/2016		S		46,302 ⁽¹⁾	\$ 50.19 ⁽²⁾	2,252,406	I	See footnotes ⁽³⁾ ⁽⁸⁾
Common Stock, par value \$0.01 per share	09/15/2016		S		123,473 ⁽⁴⁾	\$ 49.24 ⁽⁵⁾	2,128,933	I	See footnotes ⁽³⁾ ⁽⁸⁾
	09/16/2016		S				1,841,265 ⁽⁷⁾	I	

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Common	287,668	\$	See
Stock, par	(6)	47.74	footnotes
value			(3) (8)
\$0.01 per			
share			

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 CAPITAL PARTNERS III, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654		X		
WAUD CAPITAL PARTNERS MANAGEMENT III, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654		X		
WAUD CAPITAL PARTNERS III, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654		X		
WAUD CAPITAL PARTNERS QP III, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654		X		
		X		

WCP FIF III (ACADIA), L.P.
300 N. LASALLE STREET, SUITE 4900
CHICAGO, IL 60654

WAUD CAPITAL AFFILIATES III, L.L.C.
300 N. LASALLE STREET, SUITE 4900
CHICAGO, IL 60654

X

Signatures

Waud Capital Partners III, L.L.C., by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **Signature of Reporting Person	Date
Waud Capital Partners Management III, L.P., by Waud Capital Partners III, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **Signature of Reporting Person	Date
Waud Capital Partners III, L.P., by Waud Capital Partners Management III, L.P., its general partner, by Waud Capital Partners III, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **Signature of Reporting Person	Date
Waud Capital Partners QP III, L.P., by Waud Capital Partners Management III, L.P., its general partner, by Waud Capital Partners III, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **Signature of Reporting Person	Date
WCP FIF III (Acadia), L.P., by Waud Capital Partners Management III, L.P., its general partner, by Waud Capital Partners III, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **Signature of Reporting Person	Date
Waud Capital Affiliates III, L.L.C., by Waud Capital Partners Management III, L.P., its manager, by Waud Capital Partners III, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager	09/16/2016
_____ **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).
- Represents shares sold in market transactions under Rule 144 as follows: (i) 1,154 shares by Waud Capital Partners III, L.P. ("WCP III"), (1) (ii) 25,449 shares by Waud Capital Partners QP III, L.P. ("Waud QP III"), (iii) 14,397 shares by WCP FIF III (Acadia), L.P. ("WCP FIF III") and (iv) 5,302 shares by Waud Capital Affiliates III, L.L.C. ("Waud Affiliates III").
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions under Rule 144 at prices ranging from \$50.00 to \$50.54, inclusive. The reporting persons undertake to provide to Acadia Healthcare Company, Inc., any security holder of Acadia Healthcare Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (1) to this Form 4.
- (3) 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 III, L.L.C. ("Waud III LLC") and a member of the Limited Partner Committee of Waud Capital Partners Management III, L.P. ("WCPM III"). Waud III LLC is the general partner of WCPM III. WCPM III is the general partner of WCP III, Waud QP III and WCP FIF III and the manager of Waud Affiliates III. As a result, each of Mr. Waud, Waud III LLC and WCPM III may be deemed to share beneficial ownership of the reported shares.

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- (4) Represents shares sold in market transactions under Rule 144 as follows: (i) 3,077 shares by WCP III, (ii) 67,867 shares by Waud QP III, (iii) 38,394 shares by WCP FIF III and (iv) 14,135 shares by Waud Affiliates III.

The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions under Rule 144 at prices

- (5) ranging from \$49.00 to \$49.67, inclusive. The reporting persons undertake to provide to Acadia Healthcare Company, Inc., any security holder of Acadia Healthcare Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (4) to this Form 4.

- (6) Represents shares sold as follows: (i) 7,170 shares by WCP III, (ii) 158,116 shares by Waud QP III, (iii) 89,451 shares by WCP FIF III and (iv) 32,931 shares by Waud Affiliates III.

- (7) The reported shares are owned of record as follows: (i) 183,205 shares by WCP III, (ii) 1,036,001 shares by Waud QP III, (iii) 454,671 shares by WCP FIF III and (iv) 167,388 shares by Waud Affiliates III.

- (8) Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of its 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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