

Acadia Healthcare Company, Inc.
 Form 4
 August 18, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Gordon Christopher R

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)

3. Date of Earliest Transaction (Month/Day/Year)
 08/14/2015

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

JOHN HANCOCK TOWER, 200 CLARENDON ST.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02116

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock, par value \$0.01 | 08/14/2015 | | S | 2,351,137 D | \$ 80.47 3,452,202 | I | See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) (9) |
| Common Stock, par value \$0.01 | | | | | 1,611 (10) | D | |

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

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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. Number of Derivative Securities Beneficially Owned (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Gordon Christopher R JOHN HANCOCK TOWER 200 CLARENDON ST. BOSTON, MA 02116 | X | | | |

Signatures

/s/ Christopher Gordon 08/18/2015
 **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) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VIII, L.P. ("BCP VIII"), which is the general partner of Bain Capital Fund VIII, L.P. which is the sole member of Bain Capital Fund VIII, LLC ("Fund VIII"). On August 14, 2015, Fund VIII sold 2,000,505 shares of Common Stock. Following such sale, Fund VIII held 2,941,666 shares of Common Stock.
 - (2) BCI is the general partner of BCP VIII, which is the general partner of Bain Capital VIII Coinvestment Fund, L.P., which is the sole member of Bain Capital VIII Coinvestment Fund, LLC ("Fund VIII-CO"). On August 14, 2015, Fund VIII-CO sold 268,471 shares of Common Stock. Following such sale, Fund VIII-CO held 387,155 shares of Common Stock.
 - (3) BCI is also the general partner of Bain Capital (CR), L.P. ("BC CR"). On August 14, 2015, BC CR sold 10,935 shares of Common Stock. Following such sale, BC CR held 15,768 shares of Common Stock.

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- (4) BCI is also the managing partner of BCIP Associates III, which is the manager of BCIP Associates III, LLC ("BCIP III"). On August 14, 2015, BCIP III sold 42,254 shares of Common Stock. Following such sale, BCIP III held 65,813 shares of Common Stock.
- BCI is also the managing partner of BCIP Associates III-B, which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). On
- (5) August 14, 2015, BCIP III-B sold 6,234 shares of Common Stock. Following such sale, BCIP III-B held 9,010 shares of Common Stock.
- BCI is also the managing partner of BCIP Trust Associates III, which is the manager of BCIP T Associates III, LLC ("BCIPT III"). On
- (6) August 14, 2015, BCIPT III sold 20,712 shares of Common Stock. Following such sale, BCIPT III held 29,868 shares of Common Stock.
- BCI is also the managing partner of BCIP Trust Associates III-B, which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). On August 14, 2015, BCIPT III-B sold 1,273 shares of Common Stock. Following such sale, BCIPT III-B held 1,835 shares of Common Stock.
- (7)
- BCI is also the managing partner of BCIP Associates-G ("BCIP-G" and together with "Fund VIII, Fund VIII-CO, BC CR, BCIP III, BCIP III-B, BCIPT III and BCIP T III-B, the "Bain Entities"). On August 14, 2015, BCIP-G sold 753 shares of Common Stock. Following such sale, BCIP-G held 1,087 shares of Common Stock.
- (8)
- Mr. Christopher Gordon is a Managing Director of BCI. By virtue of the relationships described in these footnotes, Mr. Gordon may be
- (9) deemed to share voting and dispositive power with respect to the shares of Common Stock held by the Bain Entities. Mr. Gordon disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- (10) Mr. Gordon was awarded a grant of 1,611 shares of Common Stock of the Issuer. These shares vest in three equal installments beginning February 26, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.