

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 *
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)
08/14/2015

___ 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 or Price					
Common Stock, par value \$0.01 per share	08/14/2015		S		764,544 (1)	D	\$ 80.47	2,523,229	I	See footnotes (2) (3) (6)
Common Stock, par value \$0.01 per share	08/14/2015		J(4)		68,208	D	\$ 0	2,455,021	I	See footnotes (2) (5) (6)

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

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(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. Number of Derivative Securities Beneficially Owned (Instr. 3 and 4)
				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		
WCP FIF III (ACADIA), L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654		X		
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	08/18/2015
__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	08/18/2015
__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	08/18/2015
__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	08/18/2015
__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	08/18/2015
__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	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) Represents shares sold in an underwritten offering as follows: (i) 82,859 shares by Waud Capital Partners III, L.P. ("WCP III"), (ii) 468,553 shares by Waud Capital Partners QP III, L.P. ("Waud QP III"), (iii) 205,635 shares by WCP FIF III (Acadia), L.P. ("WCP FIF III") and (iv) 7,497 shares by Waud Capital Affiliates III, L.L.C. ("Waud Affiliates III").
 - (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 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.
 - (3) The reported shares are owned of record as follows: (i) 244,274 shares by WCP III, (ii) 1,381,335 shares by Waud QP III, (iii) 606,228 shares by WCP FIF III and (iv) 291,392 shares by Waud Affiliates III.
 - (4) Represents a pro rata in-kind distribution made by Waud Affiliates III to certain of its members for no consideration.
 - (5) The reported shares are owned of record as follows: (i) 244,274 shares by WCP III, (ii) 1,381,335 shares by Waud QP III, (iii) 606,228 shares by WCP FIF III and (iv) 223,184 shares by Waud Affiliates III.
 - (6) 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. 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.