

Acadia Healthcare Company, Inc.
 Form 4
 December 14, 2012

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)
 12/12/2012

___ 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)		
				(A) or (D)	Price				
				Code	V	Amount			
Common Stock, par value \$0.01 per share	12/12/2012		S	853,968	D	\$ 21.6	3,415,868	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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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 Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)

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

12/14/2012

__Signature of Reporting Person

Date

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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	12/14/2012
__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	12/14/2012
__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	12/14/2012
__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	12/14/2012
__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	12/14/2012
__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) The reported shares are owned of record as follows: (i) 339,878 shares by Waud Capital Partners III, L.P. ("WCP III"), (ii) 1,921,962 shares by Waud Capital Partners QP III, L.P. ("Waud QP III"), (iii) 843,494 shares by WCP FIF III (Acadia), L.P. ("WCP FIF III") and (iv) 310,534 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 Waud III LLC, WCPM III, WCP III, Waud QP III, WCP FIF III and Waud Affiliates III 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 the Reeve B. Waud 2011 Family Trust, Waud Family Partners, L.P., Wa

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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