

WCP FIF II (ACADIA), L.P.
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 II,
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 Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|-----------|---|---------------------------|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, par value \$0.01 per share | 08/14/2015 | | S | | 1,635,457 (1) | D | \$ 80.47 | 5,279,740 | I | See footnotes (2) (3) (6) |
| Common Stock, par value \$0.01 per share | 08/14/2015 | | J ⁽⁴⁾ | | 116,076 | D | \$ 0 | 5,163,664 | 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 II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |
| WAUD CAPITAL PARTNERS MANAGEMENT II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |
| WAUD CAPITAL PARTNERS II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |
| WAUD CAPITAL PARTNERS QP II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |
| WCP FIF II (ACADIA), L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |
| WAUD CAPITAL AFFILIATES II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654 | | X | | |

Signatures

| | |
|---|------------|
| Waud Capital Partners II, L.L.C., by /s/ Reeve B. Waud, its manager | 08/18/2015 |
| __Signature of Reporting Person | Date |
| Waud Capital Partners Management II, L.P., by Waud Capital Partners II, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager | 08/18/2015 |
| __Signature of Reporting Person | Date |
| Waud Capital Partners II, L.P., by Waud Capital Partners Management II, L.P., its general partner, by Waud Capital Partners II, 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 II, L.P., by Waud Capital Partners Management II, L.P., its general partner, by Waud Capital Partners II, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager | 08/18/2015 |
| __Signature of Reporting Person | Date |
| WCP FIF II (Acadia), L.P., by Waud Capital Partners Management II, L.P., its general partner, by Waud Capital Partners II, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager | 08/18/2015 |
| __Signature of Reporting Person | Date |
| Waud Capital Affiliates II, L.L.C., by Waud Capital Partners Management II, L.P., its manager, by Waud Capital Partners II, 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).
 - Represents shares sold in an underwritten offering as follows: (i) 516,232 shares by Waud Capital Partners II, L.P. ("WCP II"), (ii) 943,753 shares by Waud Capital Partners QP II, L.P. ("Waud QP II"), (iii) 144,033 shares by WCP FIF II (Acadia), L.P. ("WCP FIF II") and (iv) 31,439 shares by Waud Capital Affiliates II, L.L.C. ("Waud Affiliates II").
 - 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 II, L.L.C. ("Waud II LLC") and a member of the Limited Partner Committee of Waud Capital Partners Management II, L.P. ("WCPM II"). Waud II LLC is the general partner of WCPM II. WCPM II is the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II. As a result, each of Mr. Waud, Waud II LLC and WCPM II may be deemed to share beneficial ownership of the reported shares.
 - The reported shares are owned of record as follows: (i) 1,521,893 shares by WCP II, (ii) 2,782,263 shares by Waud QP II, (iii) 424,622 shares by WCP FIF II and (iv) 550,962 shares by Waud Affiliates II.
 - Represents a pro rata in-kind distribution made by Waud Affiliates II to certain of its members for no consideration.
 - The reported shares are owned of record as follows: (i) 1,521,893 shares by WCP II, (ii) 2,782,263 shares by Waud QP II, (iii) 424,622 shares by WCP FIF II and (iv) 434,886 shares by Waud Affiliates II.
 - 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.