Civitas Solutions, Inc. Form 3 September 16, 2014

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

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

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 *

NMH Investments, LLC

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

09/16/2014

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Civitas Solutions, Inc. [CIVI]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

C/O VESTAR CAPITAL PARTNERS, 245 PARK **AVENUE, 41ST FLOOR**

(Street)

X 10% Owner Director

(Check all applicable)

Officer Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting

Person

X Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10167

1. Title of Security

Common Stock

(Instr. 4)

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5) Direct (D)

or Indirect (I)

 $25,250,000 \stackrel{(1)}{=} \stackrel{(2)}{=}$

(Instr. 5) $I^{(1)}(2)$

See Footnotes (1) (2)

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. 5. Conversion or Exercise

6. Nature of Indirect Ownership Beneficial Ownership Form of (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security
Exercisable Date Number of Shares

or Indirect
(I)
(Instr. 5)

Direct (D)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NMH Investments, LLC C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂΧ	Â	Â
Vestar Capital Partners V L P C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂX	Â	Â
Vestar/NMH Investors, LLC C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂX	Â	Â
VESTAR ASSOCIATES V, L.P. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂX	Â	Â
VESTAR MANAGERS V LTD. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂX	Â	Â
OCONNELL DANIEL S C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167	Â	ÂX	Â	Â

Signatures

NMH Investment, LLC, by /s/ Steven Della Rocca, by power of attorney		
**Signature of Reporting Person	Date	
Vestar Capital Partners V, L.P., by /s/ Steven Della Rocca, by power of attorney		
**Signature of Reporting Person	Date	
Vestar/NMH Investors, LLC, by /s/ Steven Della Rocca, by power of attorney	09/16/2014	
**Signature of Reporting Person	Date	
Vestar Associates V, L.P., by /s/ Steven Della Rocca, by power of attorney	09/16/2014	
**Signature of Reporting Person	Date	

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Vestar Managers V Ltd., by /s/ Steven Della Rocca, by power of attorney 09/16/2014

**Signature of Reporting Person

Date

Daniel S. O'Connell, by /s/ Steven Della Rocca, by power of attorney 09/16/2014

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

These shares are held directly by NMH Investment, LLC ("NMH Investment"). Vestar Capital Partners V, L.P. (the "Fund") and Vestar/NMH Investors, LLC ("Vestar/NMH Investors") are members of NMH Investment that have the power to appoint a majority of the members of the management committee of NMH Investment and as a result have the power to direct the management of NMH

- (1) Investment's business, including the power to direct decisions of NMH Investment regarding the vote and disposition of securities held by NMH Investment. Vestar Associates V, L.P. ("Vestar Associates V") is the general partner of the Fund and the managing member of Vestar/NMH Investors, and has voting and investment power over the securities held or controlled by the Fund and Vestar/NMH. Vestar Managers V, Ltd. ("VMV") is the general partner of Vestar Associates V. Daniel S. O'Connell is the sole director of VMV and as a result he may be deemed to have beneficial ownership
 - (continued from Footnote 1) of the shares held or controlled by the Fund and Vestar/NMH. Each of the Fund, Vestar/NMH Investors,
- (2) Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of any securities beneficially owned by NMH Investment except to the extent of their respective pecuniary interest therein.

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Remarks:

Exhibit List - Exhibit 24.1 - Power of Attorney

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.

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