Acadia Healthcare Company, Inc.
Form 10-Q
October 25, 2017
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission File Number: 001-35331

ACADIA HEALTHCARE COMPANY, INC.

(Exact name of registrant as specified in its charter)

Delaware	**45-2492228**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

6100 Tower Circle, Suite 1000

Franklin, Tennessee 37067

(Address, including zip code, of registrant s principal executive offices)

(615) 861-6000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer	Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company)	Smaller reporting company
	Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of October 25, 2017, there were 87,853,599 shares of the registrant s common stock outstanding.

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QUARTERLY REPORT ON FORM 10-Q

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PART I FINANCIAL INFORMATION

Item 1. Financial Statements

Acadia Healthcare Company, Inc.

Condensed Consolidated Balance Sheets

(Unaudited)

	September 30, 2017	December 31, 2016
	(In thousands, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 75,661	$ 57,063
Accounts receivable, net of allowance for doubtful accounts of $41,786 and $38,916, respectively	295,756	263,327
Other current assets	92,407	107,537
Total current assets	463,824	427,927
Property and equipment, net	2,966,215	2,703,695
Goodwill	2,730,362	2,681,188
Intangible assets, net	86,951	83,310
Deferred tax assets noncurrent	3,689	3,780
Derivative instruments	26,176	73,509
Other assets	65,369	51,317
Total assets	$ 6,342,586	$ 6,024,726
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 34,805	$ 34,805
Accounts payable	95,105	80,034
Accrued salaries and benefits	99,893	105,068
Other accrued liabilities	111,403	122,958
Total current liabilities	341,206	342,865
Long-term debt	3,234,146	3,253,004
Deferred tax liabilities noncurrent	81,672	78,520
Other liabilities	179,329	164,859
Total liabilities	3,836,353	3,839,248
Redeemable noncontrolling interests	18,648	17,754

Equity:		
Preferred stock, $0.01 par value; 10,000,000 shares authorized, no shares issued		
Common stock, $0.01 par value; 180,000,000 shares authorized; 87,045,124 and 86,688,199 issued and outstanding as of September 30, 2017 and December 31, 2016, respectively	870	867
Additional paid-in capital	2,512,951	2,496,288
Accumulated other comprehensive loss	(385,180)	(549,570)
Retained earnings	358,944	220,139
Total equity	2,487,585	2,167,724
Total liabilities and equity	$ 6,342,586	$ 6,024,726

See accompanying notes.

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Acadia Healthcare Company, Inc.

Condensed Consolidated Statements of Operations

(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
	(In thousands, except per share amounts)			
Revenue before provision for doubtful accounts	$ 728,712	$ 744,802	$ 2,143,696	$ 2,139,039
Provision for doubtful accounts	(11,998)	(10,137)	(31,892)	(31,013)
Revenue	716,714	734,665	2,111,804	2,108,026
Salaries, wages and benefits (including equity-based compensation expense of $4,175, $7,145, $19,007 and $20,989, respectively)	385,562	408,242	1,145,578	1,157,557
Professional fees	53,042	47,687	142,772	137,970
Supplies	28,652	30,555	85,000	88,449
Rents and leases	19,049	19,740	57,455	55,013
Other operating expenses	82,328	79,748	249,161	230,950
Depreciation and amortization	36,442	36,418	105,256	101,145
Interest expense, net	44,515	48,843	130,777	135,315
Debt extinguishment costs		3,411	810	3,411
Loss on divestiture		174,739		174,739
Gain on foreign currency derivatives		(15)		(523)
Transaction-related expenses	5,665	1,111	18,836	33,483
Total expenses	655,255	850,479	1,935,645	2,117,509
Income (loss) before income taxes	61,459	(115,814)	176,159	(9,483)
Provision for income taxes	15,970	2,396	46,259	27,767
Net income (loss)	45,489	(118,210)	129,900	(37,250)
Net loss attributable to noncontrolling interests	129	402	306	1,575
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 45,618	$ (117,808)	$ 130,206	$ (35,675)
Earnings attributable to Acadia Healthcare Company, Inc. stockholders:				
Basic	$ 0.52	$ (1.36)	$ 1.50	$ (0.42)
Diluted	$ 0.52	$ (1.36)	$ 1.50	$ (0.42)
Weighted-average shares outstanding:				

Basic	87,017	86,618	86,912	85,376
Diluted	87,172	86,618	87,038	85,376

See accompanying notes.

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Acadia Healthcare Company, Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(Unaudited)

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
	(In thousands)			
Net income (loss)	$ 45,489	$ (118,210)	$ 129,900	$ (37,250)
Other comprehensive income (loss):				
Foreign currency translation gain (loss)	69,622	(89,645)	188,744	(351,528)
(Loss) gain on derivative instruments, net of tax of $(6.7) million, $3.6 million, $(18.8) million and $20.2 million, respectively	(9,402)	6,387	(24,354)	30,306
Other comprehensive income (loss)	60,220	(83,258)	164,390	(321,222)
Comprehensive income (loss)	105,709	(201,468)	294,290	(358,472)
Comprehensive loss attributable to noncontrolling interests	129	402	306	1,575
Comprehensive income (loss) attributable to Acadia Healthcare Company, Inc.	$ 105,838	$ (201,066)	$ 294,596	$ (356,897)

See accompanying notes.

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Acadia Healthcare Company, Inc.

Condensed Consolidated Statement of Equity

(Unaudited)

	Common Stock					
	Shares	Amount	Additional Paid-in Capital	Other Comprehensive Loss	Retained Earnings (Accumulated Deficit)	Total
Balance at December 31, 2016	86,688	$ 867	$ 2,496,288	$ (549,570)	$ 220,139	$ 2,167,724
Common stock issued under stock incentive plans	357	3	2,054			2,057
Common stock withheld for minimum statutory taxes			(5,335)			(5,335)
Equity-based compensation expense			19,007			19,007
Cumulative effect of change in accounting principle					8,599	8,599
Other comprehensive income				164,390		164,390
Other			937			937
Net income attributable to Acadia Healthcare Company, Inc.					130,206	130,206
Balance at September 30, 2017	87,045	$ 870	$ 2,512,951	$ (385,180)	$ 358,944	$ 2,487,585

See accompanying notes.

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Acadia Healthcare Company, Inc.

Condensed Consolidated Statements of Cash Flows

(Unaudited)

	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
	(In thousands)	
Operating activities:		
Net income (loss)	$ 129,900	$ (37,250)
Adjustments to reconcile net income (loss) to net cash provided by continuing operating activities:		
Depreciation and amortization	105,256	101,145
Amortization of debt issuance costs	7,340	7,714
Equity-based compensation expense	19,007	20,989
Deferred income tax expense	29,416	25,857
Debt extinguishment costs	810	3,411
Loss on divestiture		174,739
Gain on foreign currency derivatives		(523)
Other	10,672	731
Change in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable, net	(28,681)	(12,579)
Other current assets	26,099	(12,973)
Other assets	(566)	(1,134)
Accounts payable and other accrued liabilities	(26,381)	2,067
Accrued salaries and benefits	(7,937)	(10,759)
Other liabilities	7,677	3,746
Net cash provided by continuing operating activities	272,612	265,181
Net cash used in discontinued operating activities	(1,261)	(5,524)
Net cash provided by operating activities	271,351	259,657
Investing activities:		
Cash paid for acquisitions, net of cash acquired		(683,285)
Cash paid for capital expenditures	(193,817)	(249,961)
Cash paid for real estate acquisitions	(33,297)	(37,947)
Settlement of foreign currency derivatives		523
Other	(6,062)	(1,135)
Net cash used in investing activities	(233,176)	(971,805)
Financing activities:		
Borrowings on long-term debt		1,480,000
Borrowings on revolving credit facility		179,000
Principal payments on revolving credit facility		(166,000)

Principal payments on long-term debt	(25,913)	(46,069)
Repayment of assumed debt		(1,348,389)
Payment of debt issuance costs		(35,748)
Issuance of common stock, net		685,097
Common stock withheld for minimum statutory taxes, net	(3,278)	(7,917)
Other	1,649	(1,821)
Net cash (used in) provided by financing activities	(27,542)	738,153
Effect of exchange rate changes on cash	7,965	(9,469)
Net increase in cash and cash equivalents	18,598	16,536
Cash and cash equivalents at beginning of the period	57,063	11,215
Cash and cash equivalents at end of the period	$ 75,661	$ 27,751
Effect of acquisitions:		
Assets acquired, excluding cash	$	$ 2,505,407
Liabilities assumed		(1,605,240)
Issuance of common stock in connection with acquisition		(216,882)
Cash paid for acquisitions, net of cash acquired	$	$ 683,285

See accompanying notes.

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Acadia Healthcare Company, Inc.

Notes to Condensed Consolidated Financial Statements

September 30, 2017

(Unaudited)

1. Description of Business and Basis of Presentation

Description of Business

Acadia Healthcare Company, Inc. (the Company) develops and operates inpatient psychiatric facilities, residential treatment centers, group homes, substance abuse facilities and facilities providing outpatient behavioral healthcare services to serve the behavioral health and recovery needs of communities throughout the United States (U.S.), the United Kingdom (U.K.) and Puerto Rico. At September 30, 2017, the Company operated 579 behavioral healthcare facilities with approximately 17,400 beds in 39 states, the U.K. and Puerto Rico.

Basis of Presentation

The business of the Company is conducted through limited liability companies, partnerships and C-corporations. The Company s consolidated financial statements include the accounts of the Company and all subsidiaries controlled by the Company through its direct or indirect ownership of majority interests and exclusive rights granted to the Company as the controlling member of an entity. All intercompany accounts and transactions have been eliminated in consolidation.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim financial information. Accordingly, they do not include all of the information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of our financial position and results of operations have been included. The Company s fiscal year ends on December 31 and interim results are not necessarily indicative of results for a full year or any other interim period. The condensed consolidated balance sheet at December 31, 2016 has been derived from the audited financial statements as of that date. The information contained in these condensed consolidated financial statements should be read in conjunction with the Company s consolidated financial statements and notes thereto for the fiscal year ended December 31, 2016 included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission (the SEC) on February 24, 2017. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Certain reclassifications have been made to prior years to conform to the current year presentation.

2. Recently Issued Accounting Standards

In August 2017, the Financial Accounting Standards Board (the FASB) issued Accounting Standards Update (ASU) 2017-12, *Derivatives and Hedging (Topic 815): Targeted Improvements to Accounting for Hedging Activities* (ASU 2017-12). ASU 2017-12 amends the hedge accounting model to enable entities to better portray the economics of their risk management activities in the financial statements and simplifies the application of hedge accounting in certain situations. ASU 2017-12 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Early adoption is permitted. Management is evaluating the impact of ASU 2017-12 on the Company s consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, *Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment* (ASU 2017-04). ASU 2017-04 simplifies the measurement of goodwill by eliminating the requirement to calculate the implied fair value of goodwill (step 2 of the current impairment test) to measure the goodwill impairment charge. Instead, entities will record impairment charges based on the excess of a reporting unit s carrying amount over its fair value. ASU 2017-04 is effective for fiscal years beginning after December 15, 2019. Early adoption is permitted. Management is evaluating the impact of ASU 2017-04 on the Company s consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, *Improvements to Employee Share-Based Payment Accounting* (ASU 2016-09). ASU 2016-09 includes multiple provisions intended to simplify various aspects of the accounting for share-based payments. ASU 2016-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. The Company adopted ASU 2016-09 as of January 1, 2017 as described in Note 10 Income Taxes.

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In March 2016, the FASB issued ASU 2016-02, *Leases* (ASU 2016-02). ASU 2016-02 s core principle is to increase transparency and comparability among organizations by recognizing lease assets and liabilities on the balance sheet and disclosing key information. ASU 2016-02 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2018. Additionally, ASU 2016-02 would permit both public and nonpublic organizations to adopt the new standard early. Management believes the primary effect of adopting the new standard will be to record right-of-use assets and obligations for current operating leases.

In May 2014, the FASB and the International Accounting Standards Board issued ASU 2014-09, *Revenue from Contracts with Customers (Topic 606)* (ASU 2014-09). ASU 2014-09 s core principle is that a company will recognize revenue when it transfers promised goods or services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods or services. ASU 2014-09 requires companies to exercise more judgment and recognize revenue in accordance with the standard s core principle by applying the following five steps:

Step 1: Identify the contract with a customer.

Step 2: Identify the performance obligations in the contract.

Step 3: Determine the transaction price.

Step 4: Allocate the transaction price to the performance obligations in the contract.

Step 5: Recognize revenue when (or as) the entity satisfies a performance obligation.

ASU 2014-09 also includes a cohesive set of quantitative and qualitative disclosure requirements about the nature, amount, timing, and uncertainty of revenue and cash flows arising from the entity s contracts with customers.

ASU 2014-09 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2017. Additionally, ASU 2014-09 would permit both public and nonpublic organizations to adopt the new revenue standard early, but not before the original public organization effective date (that is, annual periods beginning after December 15, 2016). ASU 2014-09 requires retrospective application using either a full retrospective adoption or a modified retrospective adoption approach. Full retrospective adoption requires entities to apply the standard as if it had been in effect since the inception of all its contracts with customers presented in the financial statements. Modified retrospective adoption requires entities to apply the standard retrospectively to the most current period presented in the financial statements, requiring the cumulative effect of the retrospective application as an adjustment to the opening balance of retained earnings at the date of initial application. The Company continues to evaluate and may adopt the full retrospective method. The Company does not plan to early adopt ASU 2014-09.

Additionally, the Company anticipates that, as a result of certain changes required by ASU 2014-09, the majority of its provision for doubtful accounts will be recorded as a direct reduction to revenue instead of being presented as a separate line item. Management is continuing to evaluate the impact of ASU 2014-09 on the Company s consolidated financial statements.

3. Earnings Per Share

Basic and diluted earnings per share are calculated in accordance with the FASB Standards Codification Topic 260, *Earnings Per Share*, based on the weighted-average number of shares outstanding in each period and dilutive stock options, unvested shares and warrants, to the extent such securities have a dilutive effect on earnings per share.

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The following table sets forth the computation of basic and diluted earnings per share for the three and nine months ended September 30, 2017 and 2016 (in thousands except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Numerator:				
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 45,618	$ (117,808)	$ 130,206	$ (35,675)
Denominator:				
Weighted average shares outstanding for basic earnings per share	87,017	86,618	86,912	85,376
Effect of dilutive instruments	155		126	
Shares used in computing diluted earnings per common share	87,172	86,618	87,038	85,376
Earnings per share attributable to Acadia Healthcare Company, Inc. stockholders:				
Basic	$ 0.52	$ (1.36)	$ 1.50	$ (0.42)
Diluted	$ 0.52	$ (1.36)	$ 1.50	$ (0.42)

Approximately 1.0 million and 0.2 million shares of common stock issuable upon exercise of outstanding stock option awards were excluded from the calculation of diluted earnings per share for the three months ended September 30, 2017 and 2016, respectively, because their effect would have been anti-dilutive. Approximately 1.5 million and 0.3 million shares of common stock issuable upon exercise of outstanding stock option awards were excluded from the calculation of diluted earnings per share for the nine months ended September 30, 2017 and 2016, respectively, because their effect would have been anti-dilutive.

4. Acquisitions

2016 U.S. Acquisitions

On June 1, 2016, the Company completed the acquisition of Pocono Mountain Recovery Center (Pocono Mountain), an inpatient psychiatric facility with 108 beds located in Henryville, Pennsylvania, for cash consideration of approximately $25.4 million.

On May 1, 2016, the Company completed the acquisition of TrustPoint Hospital (TrustPoint), an inpatient psychiatric facility with 100 beds located in Murfreesboro, Tennessee, for cash consideration of approximately $62.7 million.

On April 1, 2016, the Company completed the acquisition of Serenity Knolls (Serenity Knolls), an inpatient psychiatric facility with 30 beds located in Forest Knolls, California, for cash consideration of approximately $10.0 million.

Priory

On February 16, 2016, the Company completed the acquisition of Priory Group No. 1 Limited (Priory) for a total purchase price of approximately $2.2 billion, including cash consideration of approximately $1.9 billion and the issuance of 4,033,561 shares of its common stock to shareholders of Priory. Priory was the leading independent provider of behavioral healthcare services in the U.K. operating 324 facilities with approximately 7,100 beds at the acquisition date.

The Competition and Markets Authority (the CMA) in the U.K. reviewed the Company s acquisition of Priory. On July 14, 2016, the CMA announced that the Company s acquisition of Priory was referred for a phase 2 investigation unless the Company offered acceptable undertakings to address the CMA s competition concerns relating to the provision of behavioral healthcare services in certain markets. On July 28, 2016, the CMA announced that the Company had offered undertakings to address the CMA s concerns and that, in lieu of a phase 2 investigation, the CMA would consider the Company s undertakings.

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On October 18, 2016, the Company signed a definitive agreement with BC Partners (BC Partners) for the sale of 21 existing U.K. behavioral health facilities and one de novo behavioral health facility with an aggregate of approximately 1,000 beds (collectively, the U.K. Disposal Group). On November 10, 2016, the CMA accepted the Company s undertakings to sell the U.K. Disposal Group to BC Partners and confirmed that the divestiture satisfied the CMA s concerns about the impact of the Company s acquisition of Priory on competition for the provision of behavioral healthcare services in certain markets in the U.K. As a result of the CMA s acceptance of the undertakings, the Company s acquisition of Priory was not referred for a phase 2 investigation. On November 30, 2016, the Company completed the sale of the U.K. Disposal Group to BC Partners for £320 million cash (the U.K. Divestiture).

In conjunction with the sale, the Company recorded a loss on divestiture of $174.7 million in the consolidated statements of operations for the three and nine months ended September 30, 2016. The loss on divestiture consisted of an allocation of goodwill to the U.K. Disposal Group of $106.9 million, loss on the sale of properties of $42.2 million and estimated transaction-related expenses of $25.6 million. The allocation of goodwill was based on the fair value of the U.K. Disposal Group relative to the total fair value of the Company s U.K. Facilities segment.

Summary of Acquisitions

The Company selectively seeks opportunities to expand and diversify its base of operations by acquiring additional facilities. Approximately $31.5 million of the goodwill associated with domestic acquisitions completed in 2016 is deductible for federal income tax purposes. The fair values of assets acquired and liabilities assumed, at the corresponding acquisition dates, during the year ended December 31, 2016 in connection with the Priory, Serenity Knolls, TrustPoint and Pocono Mountain acquisitions (collectively the 2016 Acquisitions) were as follows (in thousands):

	Priory	Other	Total
Cash	$ 10,253	$ 2,488	$ 12,741
Accounts receivable	57,832	4,264	62,096
Prepaid expenses and other current assets	7,921	103	8,024
Property and equipment	1,598,156	35,400	1,633,556
Goodwill	679,265	96,052	775,317
Intangible assets	23,200	338	23,538
Other assets	8,862	47	8,909
Total assets acquired	2,385,489	138,692	2,524,181
Accounts payable	24,203	749	24,952
Accrued salaries and benefits	39,588	918	40,506
Other accrued expenses	48,305	391	48,696
Deferred tax liabilities noncurrent	56,462	269	56,731
Long-term debt	1,348,389		1,348,389
Other liabilities	61,311	30,243	91,554
Total liabilities assumed	1,578,258	32,570	1,610,828
Net assets acquired	$ 807,231	$ 106,122	$ 913,353

Other

The qualitative factors comprising the goodwill acquired in the 2016 Acquisitions include efficiencies derived through synergies expected by the elimination of certain redundant corporate functions and expenses, the ability to leverage call center referrals to a broader provider base, coordination of services provided across the combined network of facilities, achievement of operating efficiencies by benchmarking performance, and applying best practices throughout the combined companies.

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Transaction-related expenses comprised the following costs for the three and nine months ended September 30, 2017 and 2016 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2017	2016	2017	2016
Legal, accounting and other costs	$ 3,845	$ 1,111	$ 7,286	$ 17,212
Severance and contract termination costs	1,820		11,550	1,421
Advisory and financing commitment fees				14,850
	$ 5,665	$ 1,111	$ 18,836	$ 33,483

5. Other Intangible Assets

Other identifiable intangible assets and related accumulated amortization consisted of the following as of September 30, 2017 and December 31, 2016 (in thousands):

	Gross Carrying Amount		Accumulated Amortization	
	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
Intangible assets subject to amortization:				
Contract intangible assets	$ 2,100	$ 2,100	$ (2,100)	$ (2,100)
Non-compete agreements	1,147	1,147	(1,147)	(1,147)
	3,247	3,247	(3,247)	(3,247)
Intangible assets not subject to amortization:				
Licenses and accreditations	12,263	12,228		
Trade names	60,427	57,538		
Certificates of need	14,261	13,544		
	86,951	83,310		
Total	$ 90,198	$ 86,557	$ (3,247)	$ (3,247)

Amortization expense related to definite-lived intangible assets was $0.1 million and $0.3 million for the three months and nine months ended September 30, 2016, respectively. As of December 31, 2016, all of the Company s defined-lived intangible assets were fully amortized. The Company s licenses and accreditations, trade names and certificate of need intangible assets have indefinite lives and are, therefore, not subject to amortization.

6. Property and Equipment

Property and equipment consists of the following as of September 30, 2017 and December 31, 2016 (in thousands):

	September 30, 2017	December 31, 2016
Land	$ 445,598	$ 411,331
Building and improvements	2,273,128	2,031,819
Equipment	377,857	318,020
Construction in progress	181,029	157,114
	3,277,612	2,918,284
Less accumulated depreciation	(311,397)	(214,589)
Property and equipment, net	$ 2,966,215	$ 2,703,695

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7. Long-Term Debt

Long-term debt consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
Amended and Restated Senior Credit Facility:		
Senior Secured Term A Loans	$ 385,000	$ 400,000
Senior Secured Term B Loans	1,424,538	1,435,450
Senior Secured Revolving Line of Credit		
6.125% Senior Notes due 2021	150,000	150,000
5.125% Senior Notes due 2022	300,000	300,000
5.625% Senior Notes due 2023	650,000	650,000
6.500% Senior Notes due 2024	390,000	390,000
9.0% and 9.5% Revenue Bonds	22,175	22,175
Less: unamortized debt issuance costs, discount and premium	(52,762)	(59,816)
	3,268,951	3,287,809
Less: current portion	(34,805)	(34,805)
Long-term debt	$ 3,234,146	$ 3,253,004

Amended and Restated Senior Credit Facility

The Company entered into a senior secured credit facility (the Senior Secured Credit Facility) on April 1, 2011. On December 31, 2012, the Company entered into an Amended and Restated Credit Agreement (the Amended and Restated Credit Agreement) which amended and restated the Senior Secured Credit Facility (the Amended and Restated Senior Credit Facility). The Company has amended the Amended and Restated Credit Agreement from time to time as described in the Company s prior filings with the SEC.

On January 25, 2016, the Company entered into the Ninth Amendment (the Ninth Amendment) to the Amended and Restated Credit Agreement. The Ninth Amendment modified certain definitions and provided increased flexibility to the Company in terms of its financial covenants. The Company s baskets for permitted investments were also increased to provide increased flexibility for it to invest in non-wholly owned subsidiaries, joint ventures and foreign subsidiaries. The Company may now invest in non-wholly owned subsidiaries and joint ventures up to 10.0% of the Company and its subsidiaries total assets in any four consecutive fiscal quarter period, and up to 12.5% of the Company and its subsidiaries total assets during the term of the Amended and Restated Credit Agreement. The Company may also invest in foreign subsidiaries that are not loan parties up to 10% of the Company and its subsidiaries total assets in any consecutive four fiscal quarter period, and up to 15% of the Company and its subsidiaries total assets during the term of the Amended and Restated Credit Agreement. The foregoing permitted investments are subject to an aggregate cap of 25% of the Company and its subsidiaries total assets in any fiscal year.

On February 16, 2016, the Company entered into a Second Incremental Facility Amendment (the Second Incremental Amendment) to the Amended and Restated Credit Agreement. The Second Incremental Amendment activated a new

$955.0 million incremental Term Loan B facility (the New TLB Facility) and added $135.0 million to the Term Loan A facility (the TLA Facility) to the Amended and Restated Senior Credit Facility, subject to limited conditionality provisions. Borrowings under the New TLB Facility were used to fund a portion of the purchase price for the acquisition of Priory and the fees and expenses for such acquisition and the related financing transactions. Borrowings under the TLA Facility were used to pay down the majority of our $300.0 million revolving credit facility.

On May 26, 2016, the Company entered into a Tranche B-1 Repricing Amendment (the Tranche B-1 Repricing Amendment) to the Amended and Restated Credit Agreement. The Tranche B-1 Repricing Amendment reduced the Applicable Rate with respect to the $500.0 million incremental Term Loan B facility (the Existing TLB Facility) from 3.5% to 3.0% in the case of Eurodollar Rate loans and 2.5% to 2.0% in the case of Base Rate Loans.

On September 21, 2016, the Company entered into a Tranche B-2 Repricing Amendment (the Tranche B-2 Repricing Amendment) to the Amended and Restated Credit Agreement. The Tranche B-2 Repricing Amendment reduced the Applicable Rate with respect to the New TLB Facility from 3.75% to 3.0% in the case of Eurodollar Rate loans and 2.75% to 2.0% in the case of Base Rate Loans. In connection with the Tranche B-2 Repricing Amendment, the Company recorded a debt extinguishment charge of $3.4 million, including the discount and write-off of deferred financing costs, which was recorded in debt extinguishment costs in the condensed consolidated statements of operations.

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On November 22, 2016, the Company entered into a Tenth Amendment (the Tenth Amendment) to the Amended and Restated Credit Agreement. The Tenth Amendment, among other things, (i) amended the negative covenant regarding dispositions, (ii) modified the collateral package to release any real property with a fair market value of less than $5.0 million and (iii) changed certain investment, indebtedness and lien baskets.

On November 30, 2016, the Company entered into a Refinancing Facilities Amendment (the Refinancing Amendment) to the Amended and Restated Credit Agreement. The Refinancing Amendment increased the Company s line of credit on its revolving credit facility to $500.0 million from $300.0 million and reduced its TLA Facility to $400.0 million from $600.6 million (together, the Refinancing Facilities). In addition, the Refinancing Amendment extended the maturity date for the Refinancing Facilities to November 30, 2021 from February 13, 2019, and lowered the Company s effective interest rate on the line of credit on its revolving credit facility and TLA Facility by 50 basis points. In connection with the Refinancing Amendment, the Company recorded a debt extinguishment charge of $0.8 million, including the write-off of deferred financing costs, which was recorded in debt extinguishment in the condensed consolidated statements of operations.

On May 10, 2017, the Company entered into a Third Repricing Amendment (the Third Repricing Amendment) to the Amended and Restated Credit Agreement. The Third Repricing Amendment reduced the Applicable Rate with respect to the Existing TLB Facility and the New TLB Facility from 3.0% to 2.75% in the case of Eurodollar Rate loans and from 2.0% to 1.75% in the case of Base Rate Loans. In connection with the Third Repricing Amendment, the Company recorded a debt extinguishment charge of $0.8 million, including the discount and write-off of deferred financing costs, which was recorded in debt extinguishment costs in the condensed consolidated statements of operations.

The Company had $493.5 million of availability under the revolving line of credit and had standby letters of credit outstanding of $6.5 million related to security for the payment of claims required by its workers compensation insurance program as of September 30, 2017. Borrowings under the revolving line of credit are subject to customary conditions precedent to borrowing. The Amended and Restated Credit Agreement requires quarterly term loan principal repayments of our TLA Facility of $5.0 million for September 30, 2017 to December 31, 2019, $7.5 million for March 31, 2020 to December 31, 2020, and $10.0 million for March 31, 2021 to September 30, 2021, with the remaining principal balance of the TLA Facility due on the maturity date of November 30, 2021. The Company is required to repay the Existing TLB Facility in equal quarterly installments of $1.3 million on the last business day of each March, June, September and December, with the outstanding principal balance of the Existing TLB Facility due on February 11, 2022. The Company is required to repay the New TLB Facility in equal quarterly installments of approximately $2.4 million on the last business day of each March, June, September and December, with the outstanding principal balance of the TLB Facility due on February 16, 2023.

Borrowings under the Amended and Restated Senior Credit Facility are guaranteed by each of the Company s wholly-owned domestic subsidiaries (other than certain excluded subsidiaries) and are secured by a lien on substantially all of the assets of the Company and such subsidiaries. Borrowings with respect to the TLA Facility and the Company s revolving credit facility (collectively, Pro Rata Facilities) under the Amended and Restated Credit Agreement bear interest at a rate tied to the Company s Consolidated Leverage Ratio (defined as consolidated funded debt net of up to $40.0 million of unrestricted and unencumbered cash to consolidated EBITDA, in each case as defined in the Amended and Restated Credit Agreement). The Applicable Rate (as defined in the Amended and Restated Credit Agreement) for the Pro Rata Facilities was 2.75% for Eurodollar Rate Loans (as defined in the Amended and Restated Credit Agreement) and 1.75% for Base Rate Loans (as defined in the Amended and Restated Credit Agreement) at September 30, 2017. Eurodollar Rate Loans with respect to the Pro Rata Facilities bear interest at the Applicable Rate plus the Eurodollar Rate (as defined in the Amended and Restated Credit Agreement) (based upon the LIBOR Rate (as defined in the Amended and Restated Credit Agreement) prior to commencement of the interest rate period). Base Rate Loans with respect to the Pro Rata Facilities bear interest at the Applicable Rate plus the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate and (iii) the Eurodollar Rate plus 1.0%. As of September 30, 2017, the Pro Rata Facilities bore interest at a rate of LIBOR plus 2.75%. In addition, the Company is required to pay a commitment fee on undrawn amounts under the revolving line of credit.

The Amended and Restated Credit Agreement requires the Company and its subsidiaries to comply with customary affirmative, negative and financial covenants, including a fixed charge coverage ratio, consolidated leverage ratio and senior secured leverage ratio. The Company may be required to pay all of its indebtedness immediately if it defaults on any of the numerous financial or other restrictive covenants contained in any of its material debt agreements. As of September 30, 2017, the Company was in compliance with such covenants.

Senior Notes

6.125% Senior Notes due 2021

On March 12, 2013, the Company issued $150.0 million of 6.125% Senior Notes due 2021 (the 6.125% Senior Notes). The 6.125% Senior Notes mature on March 15, 2021 and bear interest at a rate of 6.125% per annum, payable semi-annually in arrears on March 15 and September 15 of each year.

5.125% Senior Notes due 2022

On July 1, 2014, the Company issued $300.0 million of 5.125% Senior Notes due 2022 (the 5.125% Senior Notes). The 5.125% Senior Notes mature on July 1, 2022 and bear interest at a rate of 5.125% per annum, payable semi-annually in arrears on January 1 and July 1 of each year.

5.625% Senior Notes due 2023

On February 11, 2015, the Company issued $375.0 million of 5.625% Senior Notes due 2023 (the 5.625% Senior Notes). On September 21, 2015, the Company issued $275.0 million of additional 5.625% Senior Notes. The additional notes formed a single class of debt securities with the 5.625% Senior Notes issued in February 2015. Giving effect to this issuance, the Company has outstanding an aggregate of $650.0 million of 5.625% Senior Notes. The 5.625% Senior Notes mature on February 15, 2023 and bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on February 15 and August 15 of each year.

6.500% Senior Notes due 2024

On February 16, 2016, the Company issued $390.0 million of 6.500% Senior Notes due 2024 (the 6.500% Senior Notes). The 6.500% Senior Notes mature on March 1, 2024 and bear interest at a rate of 6.500% per annum, payable semi-annually in arrears on March 1 and September 1 of each year, beginning on September 1, 2016.

The indentures governing the 6.125% Senior Notes, 5.125% Senior Notes, 5.625% Senior Notes and 6.500% Senior Notes (together, the Senior Notes) contain covenants that, among other things, limit the Company s ability and the ability of its restricted subsidiaries to: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) transfer or sell assets; (iv) engage in certain transactions with affiliates; (v) create restrictions on dividends or other payments by the restricted subsidiaries; (vi) merge, consolidate or sell substantially all of the Company s assets; and (vii) create liens on assets.

The Senior Notes issued by the Company are guaranteed by each of the Company s subsidiaries that guarantee the Company s obligations under the Amended and Restated Senior Credit Facility. The guarantees are full and unconditional and joint and several.

The Company may redeem the Senior Notes at its option, in whole or part, at the dates and amounts set forth in the indentures.

9.0% and 9.5% Revenue Bonds

On November 11, 2012, in connection with the acquisition of The Pavilion at HealthPark, LLC (Park Royal), the Company assumed debt of $23.0 million. The fair market value of the debt assumed was $25.6 million and resulted in a debt premium balance being recorded as of the acquisition date. The debt consisted of $7.5 million and

$15.5 million of Lee County (Florida) Industrial Development Authority Healthcare Facilities Revenue Bonds, Series 2010 with stated interest rates of 9.0% and 9.5% (9.0% and 9.5% Revenue Bonds), respectively. The 9.0% bonds in the amount of $7.5 million have a maturity date of December 1, 2030 and require yearly principal payments beginning in 2013. The 9.5% bonds in the amount of $15.5 million have a maturity date of December 1, 2040 and require yearly principal payments beginning in 2031. The principal payments establish a bond sinking fund to be held with the trustee and shall be sufficient to redeem the principal amounts of the 9.0% and 9.5% Revenue Bonds on their respective maturity dates. As of September 30, 2017 and December 31, 2016, $2.3 million was recorded within other assets on the condensed consolidated balance sheets related to the debt service reserve fund requirements. The yearly principal payments, which establish a bond sinking fund, will increase the debt service reserve fund requirements. The bond premium amount of $2.6 million is amortized as a reduction of interest expense over the life of the revenue bonds using the effective interest method.

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8. Equity Offerings

Common Stock

On March 3, 2016, the Company held a Special Meeting of Stockholders, where the Company s stockholders approved an amendment to the Company s Amended and Restated Certificate of Incorporation to increase the number of authorized shares of Common Stock from 90,000,000 to 180,000,000 (the Amendment). On March 3, 2016, the Company filed the Amendment with the Secretary of State of the State of Delaware.

Equity Offerings

On January 12, 2016, the Company completed the offering of 11,500,000 shares of common stock (including shares sold pursuant to the exercise of the over-allotment option that the Company granted to the underwriters as part of the offering) at a price of $61.00 per share. The net proceeds to the Company from the sale of the shares, after deducting the underwriting discount of $15.8 million and additional offering-related costs of $0.7 million, were $685.0 million. The Company used the net offering proceeds to fund a portion of the purchase price for the acquisition of Priory.

On February 16, 2016, the Company completed its acquisition of Priory for a total purchase price of approximately $2.2 billion, including total cash consideration of approximately $1.9 billion and the issuance of 4,033,561 shares of common stock.

9. Equity-Based Compensation

Equity Incentive Plans

The Company issues stock-based awards, including stock options, restricted stock and restricted stock units, to certain officers, employees and non-employee directors under the Acadia Healthcare Company, Inc. Incentive Compensation Plan (the Equity Incentive Plan). As of September 30, 2017, a maximum of 8,200,000 shares of the Company s common stock were authorized for issuance as stock options, restricted stock and restricted stock units or other share-based compensation under the Equity Incentive Plan, of which 4,490,249 were available for future grant. Stock options may be granted for terms of up to ten years. The Company recognizes expense on all share-based awards on a straight-line basis over the requisite service period of the entire award. Grants to employees generally vest in annual increments of 25% each year, commencing one year after the date of grant. The exercise prices of stock options are equal to the most recent closing price of the Company s common stock on the date of grant.

The Company recognized $4.2 million and $7.1 million in equity-based compensation expense for the three months ended September 30, 2017 and 2016, respectively, and $19.0 million and $21.0 million for the nine months ended September 30, 2017 and 2016, respectively. As of September 30, 2017, there was $50.3 million of unrecognized compensation expense related to unvested options, restricted stock and restricted stock units, which is expected to be recognized over the remaining weighted average vesting period of 1.2 years. As of September 30, 2017, there were no warrants outstanding. The Company recognized a deferred income tax benefit of $1.5 million and $2.9 million for the three months ended September 30, 2017 and 2016, respectively, related to equity-based compensation expense. The Company recognized a deferred income tax benefit of $7.3 million and $8.3 million for the nine months ended September 30, 2017 and 2016, respectively, related to equity-based compensation expense.

Stock option activity during 2016 and 2017 was as follows (aggregate intrinsic value in thousands):

	Number of Options	Weighted Average Exercise Price	Weighted Average Remaining Contractual Term (in years)	Aggregate Intrinsic Value
Options outstanding at January 1, 2016	694,743	$ 42.87	7.70	$ 20,717
Options granted	503,850	57.98	9.28	297
Options exercised	(57,397)	31.92	N/A	1,530
Options cancelled	(140,250)	57.13	N/A	N/A
Options outstanding at December 31, 2016	1,000,946	49.42	7.80	8,166
Options granted	236,600	43.11	9.49	382
Options exercised	(81,992)	26.48	N/A	1,528
Options cancelled	(173,988)	54.73	N/A	N/A
Options outstanding at September 30, 2017	981,566	$ 47.47	7.63	$ 4,648
Options exercisable at December 31, 2016	288,959	$ 42.81	6.22	$ 6,111
Options exercisable at September 30, 2017	407,571	$ 41.02	6.20	$ 4,172

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Restricted stock activity during 2016 and 2017 was as follows:

	Number of Shares	Weighted Average Grant-Date Fair Value
Unvested at January 1, 2016	944,562	$ 52.74
Granted	387,347	55.38
Cancelled	(122,178)	57.02
Vested	(365,312)	47.18
Unvested at December 31, 2016	844,419	$ 55.76
Granted	371,924	43.22
Cancelled	(124,743)	55.42
Vested	(275,294)	53.78
Unvested at September 30, 2017	816,306	$ 50.77

Restricted stock unit activity during 2016 and 2017 was as follows:

	Number of Units	Weighted Average Grant-Date Fair Value
Unvested at January 1, 2016	218,084	$ 56.97
Granted	230,750	56.95
Cancelled		
Vested	(175,235)	52.71
Unvested at December 31, 2016	273,599	$ 59.68
Granted	219,840	43.23
Cancelled		
Vested	(132,530)	58.67
Unvested at September 30, 2017	360,909	$ 50.04

The grant-date fair value of the Company s stock options is estimated using the Black-Scholes option pricing model. The following table summarizes the grant-date fair value of options and the assumptions used to develop the fair value estimates for options granted during the nine months ended September 30, 2017 and year ended December 31, 2016:

	September 30, 2017	December 31, 2016
	$ 14.67	$ 18.96

Weighted average grant-date fair value of options		
Risk-free interest rate	2.0%	1.4%
Expected volatility	33%	33%
Expected life (in years)	5.5	5.5

The Company s estimate of expected volatility for stock options is based upon the volatility of guideline companies given the lack of sufficient historical trading experience of the Company s common stock. The risk-free interest rate is the approximate yield on U. S. Treasury Strips having a life equal to the expected option life on the date of grant. The expected life is an estimate of the number of years an option will be held before it is exercised.

10. Income Taxes

The Company adopted ASU 2016-09 as of January 1, 2017, which changes how the Company accounts for share-based awards for tax purposes. Income tax effects of share-based awards are now recognized in the income statement, instead of through equity, when the awards vest.

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Excess tax benefits/deficiencies are generated when the deduction for tax purposes is greater/less than the compensation cost for financial reporting purposes. Upon adoption of ASU 2016-09, the Company no longer records excess tax benefits/deficiencies in additional paid-in capital as a component of equity. Instead, excess tax benefits/deficiencies are included in the provision for income taxes on the condensed consolidated statements of operations. These changes are recorded prospectively as of January 1, 2017, which resulted in an increase in our income tax provision of $1.7 million, or an increase in the effective tax rate of 1.0%, for the nine months ended September 30, 2017. Prior periods have not been adjusted. An adjustment for prior period excess tax benefits of $8.6 million is recorded as a cumulative-effect adjustment in retained earnings at September 30, 2017 as the Company adopted this amendment using the modified transition method. Excess tax benefits were previously required to be included in financing activities on the condensed consolidated statement of cash flows and are now required to be included in operating activities. The changes to the condensed consolidated statement of cash flows are recorded prospectively as of January 1, 2017. Additionally, the Company has elected not to adjust its policy on accounting for forfeitures and will continue to estimate forfeiture rates.

The provision for income taxes for the three months ended September 30, 2017 and 2016 reflects effective tax rates of 26.0% and (2.1)%, respectively. The provision for income taxes for the nine months ended September 30, 2017 and 2016 reflects effective tax rates of 26.3% and (292.8)%, respectively. The increase in the effective tax rate for the three and nine months ended September 30, 2017 was primarily attributable to the disparity in the accounting treatment and the tax treatment of the U.K. Divestiture, the reduction in ongoing U.K. earnings as a result of the U.K. Divestiture, changes in the foreign exchange rate between U.S. dollars (USD) and British pounds (GBP) and the adoption of ASU 2016-09.

11. Derivative Instruments

The Company entered into foreign currency forward contracts during the nine months ended September 30, 2017 and the three and nine months ended 2016 in connection with (i) acquisitions in the U.K. and (ii) transfers of cash between the U.S. and U.K. under the Company s cash management and foreign currency risk management programs. Foreign currency forward contracts limit the economic risk of changes in the exchange rate between USD and GBP associated with cash transfers.

The foreign currency forward contracts entered into during the three and nine months ended September 30, 2016 resulted in gains of $15 thousand and $0.5 million, respectively, which have been recorded in the condensed consolidated statements of operations.

In May 2016, the Company entered into multiple cross currency swap agreements with an aggregate notional amount of $650.0 million to manage foreign currency risk by effectively converting a portion of its fixed-rate USD-denominated senior notes, including the semi-annual interest payments thereunder, to fixed-rate GBP-denominated debt of £449.3 million. The senior notes effectively converted include $150.0 million aggregate principal amount of 6.125% Senior Notes, $300.0 million aggregate principal amount of 5.125% Senior Notes and $200.0 million aggregate principal amount of 5.625% Senior Notes. During the term of the swap agreements, the Company will receive semi-annual interest payments in USD from the counterparties at fixed interest rates, and the Company will make semi-annual interest payments in GBP to the counterparties at fixed interest rates. The interest payments under the cross-currency swap agreements result in £24.7 million of annual cash flows, from the Company s U.K. business being converted to $35.8 million (at a 1.45 exchange rate). The interest rates applicable to the GBP interest payments are substantially the same as the interest rates in place for the existing USD-denominated debt. At maturity, the Company will repay the principal amounts listed above in GBP and receive the principal amount in USD.

The Company has designated the cross currency swap agreements and certain forward contracts entered into during 2016 and the three and nine months ended September 30, 2017 as qualifying hedging instruments and is accounting for these as net investment hedges. The fair value of these derivatives of $26.2 million is recorded as derivative instruments on the condensed consolidated balance sheets. The gains and losses resulting from fair value adjustments to these derivatives are recorded in accumulated other comprehensive loss as the swaps are effective in hedging the designated risk. Cash flows related to these derivatives are included in operating activities in the condensed consolidated statements of cash flows.

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12. Fair Value Measurements

The carrying amounts reported for cash and cash equivalents, accounts receivable, other current assets, accounts payable and other current liabilities approximate fair value because of the short-term maturity of these instruments. The carrying amounts and fair values of the Company s Amended and Restated Senior Credit Facility, 6.125% Senior Notes, 5.125% Senior Notes, 5.625% Senior Notes, 6.500% Senior Notes, 9.0% and 9.5% Revenue Bonds, derivative instruments and contingent consideration liabilities as of September 30, 2017 and December 31, 2016 were as follows (in thousands):

	Carrying Amount		Fair Value	
	September 30, 2017	December 31, 2016	September 30, 2017	December 31, 2016
Amended and Restated Senior Credit Facility	$ 1,778,798	$ 1,799,993	$ 1,778,798	$ 1,799,993
6.125% Senior Notes due 2021	$ 147,964	$ 147,574	$ 152,359	$ 152,186
5.125% Senior Notes due 2022	$ 295,988	$ 295,442	$ 306,466	$ 293,595
5.625% Senior Notes due 2023	$ 641,554	$ 640,574	$ 673,632	$ 640,574
6.500% Senior Notes due 2024	$ 381,998	$ 381,268	$ 410,170	$ 389,847
9.0% and 9.5% Revenue Bonds	$ 22,648	$ 22,959	$ 22,648	$ 22,959
Derivative instruments	$ 26,176	$ 73,509	$ 26,176	$ 73,509
Contingent consideration liabilities	$	$ 107	$	$ 107

The Company s Amended and Restated Senior Credit Facility, 6.125% Senior Notes, 5.125% Senior Notes, 5.625% Senior Notes, 6.500% Senior Notes and 9.0% and 9.5% Revenue Bonds were categorized as Level 2 in the GAAP fair value hierarchy. Fair values were based on trading activity among the Company s lenders and the average bid and ask price as determined using published rates.

The fair values of the derivative instruments were categorized as Level 2 in the GAAP fair value hierarchy and were based on observable market inputs including applicable exchange rates and interest rates.

The fair value of the contingent consideration liabilities were categorized as Level 3 in the GAAP fair value hierarchy. The contingent consideration liabilities were valued using a probability-weighted discounted cash flow method. This analysis reflected the contractual terms of the purchase agreements and utilized assumptions with regard to future earnings, probabilities of achieving such future earnings and a discount rate.

13. Commitments and Contingencies

Professional and General Liability

A portion of the Company s professional liability risks is insured through a wholly-owned insurance subsidiary. The Company s wholly-owned insurance subsidiary insures the Company for professional liability losses up to $78.0 million in the aggregate. The insurance subsidiary has obtained reinsurance with unrelated commercial insurers for professional liability risks of $75.0 million in excess of a retention level of $3.0 million.

Legal Proceedings

The Company is, from time to time, subject to various claims, governmental investigations and regulatory actions that arise in the ordinary course of the Company s business, including claims for damages for personal injuries, medical malpractice, overpayments, breach of contract, tort and employment related claims. In these actions, plaintiffs request a variety of damages, including, in some instances, punitive and other types of damages that may not be covered by insurance. In the opinion of management, the Company is not currently a party to any proceeding that would individually or in the aggregate have a material adverse effect on the Company s business, financial condition or results of operations.

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14. Noncontrolling Interests

Noncontrolling interests in the consolidated financial statements represents the portion of equity held by noncontrolling partners in non-wholly owned subsidiaries the Company controls. At September 30, 2017, certain of these non-wholly owned subsidiaries operated two facilities. The Company owns between 60% and 75% of the equity interests in the entity that owns each facility, and noncontrolling partners own the remaining equity interests. The initial value of the noncontrolling interests is based on the fair value of contributions, and the Company consolidates the operations of each facility based on its equity ownership and its control of the entity. The noncontrolling interests are reflected as redeemable noncontrolling interests on the accompanying consolidated balance sheets based on put rights that could require the Company to purchase the noncontrolling interests upon the occurrence of a change in control.

15. Other Current Assets

Other current assets consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
Other receivables	$ 30,910	$ 44,975
Prepaid expenses	28,874	27,455
Workers compensation deposits current portion	10,000	10,000
Income taxes receivable	9,472	11,714
Insurance receivable-current portion	6,472	6,472
Inventory	4,698	4,633
Other	1,981	2,288
Other current assets	$ 92,407	$ 107,537

16. Other Accrued Liabilities

Other accrued liabilities consisted of the following (in thousands):

	September 30, 2017	December 31, 2016
Accrued expenses	$ 39,610	$ 37,323
Unearned income	25,062	28,805
Accrued interest	15,058	33,616
Insurance liability current portion	11,672	11,672
Income taxes payable	7,384	527
Accrued property taxes	5,257	2,732
Other	7,360	8,283
Other accrued liabilities	$ 111,403	$ 122,958

17. Segment Information

The Company operates in one line of business, which is operating acute inpatient psychiatric facilities, specialty treatment facilities, residential treatment centers and facilities providing outpatient behavioral healthcare services. As management reviews the operating results of its facilities in the U.S. (the U.S. Facilities) and its facilities in the U.K. (the U.K. Facilities) separately to assess performance and make decisions, the Company s operating segments include its U.S. Facilities and U.K. Facilities. At September 30, 2017, the U.S. Facilities included 208 behavioral healthcare facilities with approximately 8,700 beds in 39 states and Puerto Rico, and the U.K. Facilities included 371 behavioral healthcare facilities with approximately 8,700 beds in the U.K.

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The following tables set forth the financial information by operating segment, including a reconciliation of Segment EBITDA to income before income taxes (in thousands):

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Revenue:				
U.S. Facilities	$ 453,678	$ 431,521	$ 1,355,315	$ 1,269,994
U.K. Facilities	263,036	303,146	756,489	836,004
Corporate and Other		(2)		2,028
	$ 716,714	$ 734,665	$ 2,111,804	$ 2,108,026
Segment EBITDA (1):				
U.S. Facilities	$ 118,744	$ 108,810	$ 359,250	$ 334,230
U.K. Facilities	50,665	67,795	146,941	185,664
Corporate and Other	(17,153)	(20,767)	(55,346)	(60,818)
	$ 152,256	$ 155,838	$ 450,845	$ 459,076

	Three Months Ended September 30, 2017	Three Months Ended September 30, 2016	Nine Months Ended September 30, 2017	Nine Months Ended September 30, 2016
Segment EBITDA (1)	$ 152,256	$ 155,838	$ 450,845	$ 459,076
Plus (less):				
Equity-based compensation expense	(4,175)	(7,145)	(19,007)	(20,989)
Debt extinguishment costs		(3,411)	(810)	(3,411)
Loss on divestiture		(174,739)		(174,739)
Gain on foreign currency derivatives		15		523
Transaction-related expenses	(5,665)	(1,111)	(18,836)	(33,483)
Interest expense, net	(44,515)	(48,843)	(130,777)	(135,315)
Depreciation and amortization	(36,442)	(36,418)	(105,256)	(101,145)
Income before income taxes	$ 61,459	$ (115,814)	$ 176,159	$ (9,483)

	U.S. Facilities	U.K. Facilities	Corporate and Other	Consolidated
Goodwill:				
Balance at January 1, 2017	$ 2,041,795	$ 639,393	$	$ 2,681,188
Foreign currency translation		55,260		55,260
Purchase price allocation and other	797	(6,883)		(6,086)
Balance at September 30, 2017	$ 2,042,592	$ 687,770	$	$ 2,730,362

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	September 30, 2017	December 31, 2016
Assets (2):		
U.S. Facilities	$ 3,521,080	$ 3,382,167
U.K. Facilities	2,615,828	2,441,018
Corporate and Other	205,678	201,541
	$ 6,342,586	$ 6,024,726

(1) Segment EBITDA is defined as income before provision for income taxes, equity-based compensation expense, debt extinguishment costs, loss on divestiture, gain on foreign currency derivatives, transaction-related expenses, interest expense and depreciation and amortization. The Company uses Segment EBITDA as an analytical indicator to measure the performance of the Company s segments and to develop strategic objectives and operating plans for those segments. Segment EBITDA is commonly used as an analytical indicator within the health care industry, and also serves as a measure of leverage capacity and debt service ability. Segment EBITDA should not be considered as a measure of financial performance under GAAP, and the items excluded from Segment EBITDA are significant components in understanding and assessing financial performance. Because Segment EBITDA is not a measurement determined in accordance with GAAP and is thus susceptible to varying calculations, Segment EBITDA, as presented, may not be comparable to other similarly titled measures of other companies.

(2) Assets include property and equipment for the U.S. Facilities of $1.1 billion, U.K. Facilities of $1.8 billion and corporate and other of $36.7 million at September 30, 2017. Assets include property and equipment for the U.S. Facilities of $1.0 billion, U.K. Facilities of $1.7 billion and corporate and other of $27.1 million at December 31, 2016.

18. Accumulated Other Comprehensive Loss

The components of accumulated other comprehensive loss are as follows (in thousands):

	Foreign Currency Translation Adjustments	Change in Fair Value of Derivative Instruments	Pension Plan	Total
Balance at December 31, 2016	$ (584,081)	$ 40,598	$ (6,087)	$ (549,570)
Foreign currency translation gain	189,265		(521)	188,744
Loss on derivative instruments, net of tax of $(18.8) million		(24,354)		(24,354)
Balance at September 30, 2017	$ (394,816)	$ 16,244	$ (6,608)	$ (385,180)

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19. Financial Information for the Company and Its Subsidiaries

The Company conducts substantially all of its business through its subsidiaries. The 6.125% Senior Notes, 5.125% Senior Notes, 5.625% Senior Notes and 6.500% Senior Notes are jointly and severally guaranteed on an unsecured senior basis by all of the Company s subsidiaries that guarantee the Company s obligations under the Amended and Restated Senior Credit Facility. Presented below is condensed consolidating financial information for the Company and its subsidiaries as of September 30, 2017 and December 31, 2016, and for the three and nine months ended September 30, 2017 and 2016. The information segregates the parent company (Acadia Healthcare Company, Inc.), the combined wholly-owned subsidiary guarantors, the combined non-guarantor subsidiaries and eliminations.

Acadia Healthcare Company, Inc.

Condensed Consolidating Balance Sheets

September 30, 2017

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Current assets:					
Cash and cash equivalents	$	$ 43,714	$ 31,947	$	$ 75,661
Accounts receivable, net		230,283	65,473		295,756
Other current assets		68,978	23,429		92,407
Total current assets		342,975	120,849		463,824
Property and equipment, net		1,042,800	1,923,415		2,966,215
Goodwill		1,936,057	794,305		2,730,362
Intangible assets, net		57,392	29,559		86,951
Deferred tax assets noncurrent	3,378		4,399	(4,088)	3,689
Derivative instruments	26,176				26,176
Investment in subsidiaries	5,228,165			(5,228,165)	
Other assets	490,535	53,903	8,375	(487,444)	65,369
Total assets	$ 5,748,254	$ 3,433,127	$ 2,880,902	$ (5,719,697)	$ 6,342,586
Current liabilities:					
Current portion of long-term debt	$ 34,550	$	$ 255	$	$ 34,805
Accounts payable		62,655	32,450		95,105
Accrued salaries and benefits		68,271	31,622		99,893
Other accrued liabilities	14,365	12,392	84,646		111,403
Total current liabilities	48,915	143,318	148,973		341,206
Long-term debt	3,211,754		509,836	(487,444)	3,234,146
Deferred tax liabilities noncurrent		36,341	49,419	(4,088)	81,672

Other liabilities		112,094	67,235		179,329
Total liabilities	3,260,669	291,753	775,463	(491,532)	3,836,353
Redeemable noncontrolling interests			18,648		18,648
Total equity	2,487,585	3,141,374	2,086,791	(5,228,165)	2,487,585
Total liabilities and equity	$ 5,748,254	$ 3,433,127	$ 2,880,902	$ (5,719,697)	$ 6,342,586

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Acadia Healthcare Company, Inc.

Condensed Consolidating Balance Sheets

December 31, 2016

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Current assets:					
Cash and cash equivalents	$	$ 15,681	$ 41,382	$	$ 57,063
Accounts receivable, net		209,124	54,203		263,327
Other current assets		61,724	45,813		107,537
Total current assets		286,529	141,398		427,927
Property and equipment, net		940,880	1,762,815		2,703,695
Goodwill		1,935,260	745,928		2,681,188
Intangible assets, net		56,676	26,634		83,310
Deferred tax assets noncurrent	13,522		4,606	(14,348)	3,780
Derivative instruments	73,509				73,509
Investment in subsidiaries	4,885,865			(4,885,865)	
Other assets	493,294	40,480	7,189	(489,646)	51,317
Total assets	$ 5,466,190	$ 3,259,825	$ 2,688,570	$ (5,389,859)	$ 6,024,726
Current liabilities:					
Current portion of long-term debt	$ 34,550	$	$ 255	$	$ 34,805
Accounts payable		49,205	30,829		80,034
Accrued salaries and benefits		72,835	32,233		105,068
Other accrued liabilities	33,616	24,375	64,967		122,958
Total current liabilities	68,166	146,415	128,284		342,865
Long-term debt	3,230,300		512,350	(489,646)	3,253,004
Deferred tax liabilities noncurrent		40,574	52,294	(14,348)	78,520
Other liabilities		101,938	62,921		164,859
Total liabilities	3,298,466	288,927	755,849	(503,994)	3,839,248
Redeemable noncontrolling interests			17,754		17,754
Total equity	2,167,724	2,970,898	1,914,967	(4,885,865)	2,167,724
Total liabilities and equity	$ 5,466,190	$ 3,259,825	$ 2,688,570	$ (5,389,859)	$ 6,024,726

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Comprehensive Income (Loss)

Three Months Ended September 30, 2017

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Revenue before provision for doubtful accounts	$	$ 440,423	$ 288,289	$	$ 728,712
Provision for doubtful accounts		(10,310)	(1,688)		(11,998)
Revenue		430,113	286,601		716,714
Salaries, wages and benefits	4,175	225,001	156,386		385,562
Professional fees		24,385	28,657		53,042
Supplies		18,843	9,809		28,652
Rents and leases		8,127	10,922		19,049
Other operating expenses		55,077	27,251		82,328
Depreciation and amortization		16,963	19,479		36,442
Interest expense, net	15,933	19,304	9,278		44,515
Transaction-related expenses		2,211	3,454		5,665
Total expenses	20,108	369,911	265,236		655,255
(Loss) income before income taxes	(20,108)	60,202	21,365		61,459
Equity in earnings of subsidiaries	55,925			(55,925)	
(Benefit from) provision for income taxes	(9,672)	21,202	4,440		15,970
Net income (loss)	45,489	39,000	16,925	(55,925)	45,489
Net loss attributable to noncontrolling interests			129		129
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 45,489	$ 39,000	$ 17,054	$ (55,925)	$ 45,618
Other comprehensive income (loss):					
Foreign currency translation gain			69,622		69,622
Loss on derivative instruments	(9,402)				(9,402)
Other comprehensive (loss) income	(9,402)		69,622		60,220
Comprehensive income (loss) attributable to Acadia Healthcare Company, Inc.	$ 36,087	$ 39,000	$ 86,676	$ (55,925)	$ 105,838

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Comprehensive Income (Loss)

Three Months Ended September 30, 2016

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Revenue before provision for doubtful accounts	$	$ 420,061	$ 324,741	$	$ 744,802
Provision for doubtful accounts		(9,383)	(754)		(10,137)
Revenue		410,678	323,987		734,665
Salaries, wages and benefits	7,145	224,692	176,405		408,242
Professional fees		21,140	26,547		47,687
Supplies		19,467	11,088		30,555
Rents and leases		8,759	10,981		19,740
Other operating expenses		51,536	28,212		79,748
Depreciation and amortization		15,105	21,313		36,418
Interest expense, net	13,388	19,258	16,197		48,843
Debt extinguishment costs	3,411				3,411
Loss on divestiture			174,739		174,739
Gain on foreign currency derivatives	(15)				(15)
Transaction-related expenses			1,111		1,111
Total expenses	23,929	359,957	466,593		850,479
(Loss) income before income taxes	(23,929)	50,721	(142,606)		(115,814)
Equity in earnings of subsidiaries	(99,875)			99,875	
(Benefit from) provision for income taxes	(5,594)	38,654	(30,664)		2,396
Net (loss) income	(118,210)	12,067	(111,942)	99,875	(118,210)
Net loss attributable to noncontrolling interests			402		402
Net (loss) income attributable to Acadia Healthcare Company, Inc.	$ (118,210)	$ 12,067	$ (111,540)	$ 99,875	$ (117,808)
Other comprehensive loss:					
Foreign currency translation loss			(89,645)		(89,645)
Gain on derivative instruments	6,387				6,387
Other comprehensive income (loss)	6,387		(89,645)		(83,258)

Comprehensive (loss) income attributable to Acadia Healthcare Company, Inc.	$ (111,823)	$ 12,067	$ (201,185)	$ 99,875	$ (201,066)

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Comprehensive Income (Loss)

Nine Months Ended September 30, 2017

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Revenue before provision for doubtful accounts	$	$ 1,311,937	$ 831,759	$	$ 2,143,696
Provision for doubtful accounts		(28,007)	(3,885)		(31,892)
Revenue		1,283,930	827,874		2,111,804
Salaries, wages and benefits	19,007	675,206	451,365		1,145,578
Professional fees		69,796	72,976		142,772
Supplies		56,502	28,498		85,000
Rents and leases		25,139	32,316		57,455
Other operating expenses		164,596	84,565		249,161
Depreciation and amortization		48,918	56,338		105,256
Interest expense, net	46,392	57,054	27,331		130,777
Debt extinguishment costs	810				810
Transaction-related expenses		6,219	12,617		18,836
Total expenses	66,209	1,103,430	766,006		1,935,645
(Loss) income before income taxes	(66,209)	180,500	61,868		176,159
Equity in earnings of subsidiaries	163,931			(163,931)	
(Benefit from) provision for income taxes	(32,178)	66,124	12,313		46,259
Net income (loss)	129,900	114,376	49,555	(163,931)	129,900
Net loss attributable to noncontrolling interests			306		306
Net income (loss) attributable to Acadia Healthcare Company, Inc.	$ 129,900	$ 114,376	$ 49,861	$ (163,931)	$ 130,206
Other comprehensive income (loss):					
Foreign currency translation gain			188,744		188,744
Loss on derivative instruments	(24,354)				(24,354)
Other comprehensive (loss) income	(24,354)		188,744		164,390
Comprehensive income (loss) attributable to Acadia Healthcare Company, Inc.	$ 105,546	$ 114,376	$ 238,605	$ (163,931)	$ 294,596

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Comprehensive Income (Loss)

Nine Months Ended September 30, 2016

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Revenue before provision for doubtful accounts	$	$ 1,245,227	$ 893,812	$	$ 2,139,039
Provision for doubtful accounts		(28,318)	(2,695)		(31,013)
Revenue		1,216,909	891,117		2,108,026
Salaries, wages and benefits	20,989	648,669	487,899		1,157,557
Professional fees		66,967	71,003		137,970
Supplies		57,456	30,993		88,449
Rents and leases		25,857	29,156		55,013
Other operating expenses		151,485	79,465		230,950
Depreciation and amortization		42,072	59,073		101,145
Interest expense, net	37,452	57,394	40,469		135,315
Debt extinguishment costs	3,411				3,411
Loss on divestiture			174,739		174,739
Gain on foreign currency derivatives	(523)				(523)
Transaction-related expenses		25,624	7,859		33,483
Total expenses	61,329	1,075,524	980,656		2,117,509
(Loss) income before income taxes	(61,329)	141,385	(89,539)		(9,483)
Equity in earnings of subsidiaries	8,937			(8,937)	
(Benefit from) provision for income taxes	(15,142)	62,247	(19,338)		27,767
Net (loss) income	(37,250)	79,138	(70,201)	(8,937)	(37,250)
Net loss attributable to noncontrolling interests			1,575		1,575
Net (loss) income attributable to Acadia Healthcare Company, Inc.	$ (37,250)	$ 79,138	$ (68,626)	$ (8,937)	$ (35,675)
Other comprehensive loss:					
Foreign currency translation loss			(351,528)		(351,528)
Gain on derivative instruments	30,306				30,306
Other comprehensive income (loss)	30,306		(351,528)		(321,222)

Comprehensive (loss) income attributable to Acadia Healthcare Company, Inc.	$ (6,944)	$ 79,138	$ (420,154)	$ (8,937)	$ (356,897)

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Cash Flows

Nine Months Ended September 30, 2017

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Operating activities:					
Net income (loss)	$ 129,900	$ 114,376	$ 49,555	$ (163,931)	$ 129,900
Adjustments to reconcile net income (loss) to net cash (used in) provided by continuing operating activities:					
Equity in earnings of subsidiaries	(163,931)			163,931	
Depreciation and amortization		48,918	56,338		105,256
Amortization of debt issuance costs	7,652		(312)		7,340
Equity-based compensation expense	19,007				19,007
Deferred income tax expense	156	22,401	6,859		29,416
Debt extinguishment costs	810				810
Other	4,216	1,727	4,729		10,672
Change in operating assets and liabilities, net of effect of acquisitions:					
Accounts receivable, net		(21,183)	(7,498)		(28,681)
Other current assets		1,126	24,973		26,099
Other assets	3,479	(705)	139	(3,479)	(566)
Accounts payable and other accrued liabilities		(22,372)	(4,009)		(26,381)
Accrued salaries and benefits		(4,759)	(3,178)		(7,937)
Other liabilities		4,084	3,593		7,677
Net cash provided by (used in) continuing operating activities	1,289	143,613	131,189	(3,479)	272,612
Net cash used in discontinued operating activities		(1,261)			(1,261)
Net cash provided by (used in) operating activities	1,289	142,352	131,189	(3,479)	271,351
Investing activities:					
Cash paid for capital expenditures		(114,130)	(79,687)		(193,817)
Cash paid for real estate acquisitions		(33,297)			(33,297)
Other		(7,984)	1,922		(6,062)
Net cash used in investing activities		(155,411)	(77,765)		(233,176)

Financing activities:					
Principal payments on long-term debt	(25,913)		(3,479)	3,479	(25,913)
Common stock withheld for minimum statutory taxes, net	(3,278)				(3,278)
Other		1,649			1,649
Cash provided by (used in) intercompany activity	27,902	39,443	(67,345)		
Net cash (used in) provided by financing activities	(1,289)	41,092	(70,824)	3,479	(27,542)
Effect of exchange rate changes on cash			7,965		7,965
Net increase in cash and cash equivalents		28,033	(9,435)		18,598
Cash and cash equivalents at beginning of the period		15,681	41,382		57,063
Cash and cash equivalents at end of the period	$	$ 43,714	$ 31,947	$	$ 75,661

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Acadia Healthcare Company, Inc.

Condensed Consolidating Statement of Cash Flows

Nine Months Ended September 30, 2016

(In thousands)

	Parent	Combined Subsidiary Guarantors	Combined Non-Guarantors	Consolidating Adjustments	Total Consolidated Amounts
Operating activities:					
Net (loss) income	$ (37,250)	$ 79,138	$ (70,201)	$ (8,937)	$ (37,250)
Adjustments to reconcile net income (loss) to net cash (used in) provided by continuing operating activities:					
Equity in earnings of subsidiaries	(8,937)			8,937	
Depreciation and amortization		42,072	59,073		101,145
Amortization of debt issuance costs	8,035		(321)		7,714
Equity-based compensation expense	20,989				20,989
Deferred income tax (benefit) expense		26,381	(524)		25,857
Debt extinguishment costs	3,411				3,411
Loss on divestiture			174,739		174,739
Gain on foreign currency derivatives	(523)				(523)
Other		826	(95)		731
Change in operating assets and liabilities, net of effect of acquisitions:					
Accounts receivable, net		(26,055)	13,476		(12,579)
Other current assets		(4,901)	(8,072)		(12,973)
Other assets	(2,780)	(818)	(316)	2,780	(1,134)
Accounts payable and other accrued liabilities		31,633	(29,566)		2,067
Accrued salaries and benefits		3,527	(14,286)		(10,759)
Other liabilities		5,975	(2,229)		3,746
Net cash (used in) provided by continuing operating activities	(17,055)	157,778	121,678	2,780	265,181
Net cash used in discontinued operating activities		(5,524)			(5,524)
Net cash (used in) provided by operating activities	(17,055)	152,254	121,678	2,780	259,657
Investing activities:					
Cash paid for acquisitions, net of cash acquired		(103,189)	(580,096)		(683,285)
Cash paid for capital expenditures		(142,626)	(107,335)		(249,961)

Cash paid for real estate acquisitions		(26,146)	(11,801)		(37,947)
Settlement of foreign currency derivatives		523			523
Other		(1,135)			(1,135)
Net cash used in investing activities		(272,573)	(699,232)		(971,805)
Financing activities:					
Borrowings on long-term debt	1,480,000				1,480,000
Borrowings on revolving credit facility	179,000				179,000
Principal payments on revolving credit facility	(166,000)				(166,000)
Principal payments on long-term debt	(46,069)		(2,780)	2,780	(46,069)
Repayment of assumed debt	(1,348,389)				(1,348,389)
Payment of debt issuance costs	(35,748)				(35,748)
Issuance of common stock	685,097				685,097
Common stock withheld for minimum statutory taxes, net	(7,917)				(7,917)
Other		(1,821)			(1,821)
Cash (used in) provided by intercompany activity	(722,919)	125,313	603,166	(5,560)	
Net cash provided by (used in) financing activities	17,055	123,492	600,386	(2,780)	738,153
Effect of exchange rate changes on cash			(9,469)		(9,469)
Net increase in cash and cash equivalents		3,173	13,363		16,536
Cash and cash equivalents at beginning of the period		1,987	9,228		11,215
Cash and cash equivalents at end of the period	$	$ 5,160	$ 22,591	$	$ 27,751

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations.

This Quarterly Report on Form 10-Q contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include any statements that address future results or occurrences. In some cases you can identify forward-looking statements by terminology such as may, might, will, would, should, could or the negative thereof. Generally, the words anticipate, believe, continue, expect, i estimate, project, plan and similar expressions identify forward-looking statements. In particular, statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance contained are forward-looking statements.

We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, many of which are outside of our control, which could cause our actual results, performance or achievements to differ materially from any results, performance or achievements expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to:

our significant indebtedness, our ability to meet our debt obligations, and our ability to incur substantially more debt;

difficulties in successfully integrating the operations of acquired facilities, including those acquired in the Priory acquisition, or realizing the potential benefits and synergies of our acquisitions and joint ventures;

our ability to implement our business strategies in the U.S. and the U.K. and adapt to the regulatory and business environment in the U.K.;

potential difficulties operating our business in light of political and economic instability in the U.K. and globally following the referendum in the U.K. on June 23, 2016, in which voters approved an exit from the European Union, or Brexit;

the impact of fluctuations in foreign exchange rates, including the devaluations of the GBP relative to the USD following the Brexit vote;

the impact of payments received from the government and third-party payors on our revenue and results of operations including the significant dependence of our U.K. facilities on payments received from the National Health Service (the NHS);

the occurrence of patient incidents, which could result in negative media coverage, adversely affect the price of our securities and result in incremental regulatory burdens and governmental investigations;

our future cash flow and earnings;

our restrictive covenants, which may restrict our business and financing activities;

our ability to make payments on our financing arrangements;

the impact of the economic and employment conditions in the U.S. and the U.K. on our business and future results of operations;

compliance with laws and government regulations;

the impact of claims brought against us or our facilities;

the impact of governmental investigations, regulatory actions and whistleblower lawsuits;

the impact of healthcare reform in the U.S. and abroad, including the potential repeal of the Patient Protection and Affordable Care Act;

the impact of our highly competitive industry on patient volumes;

our ability to recruit and retain quality psychiatrists and other physicians;

the impact of competition for staffing on our labor costs and profitability;

the impact of increases to our labor costs;

our dependence on key management personnel, key executives and local facility management personnel;

our acquisition, joint venture and de novo strategies, which expose us to a variety of operational and financial risks, as well as legal and regulatory risks;

the impact of state efforts to regulate the construction or expansion of healthcare facilities on our ability to operate and expand our operations;

our potential inability to extend leases at expiration;

the impact of controls designed to reduce inpatient services on our revenue;

the impact of different interpretations of accounting principles on our results of operations or financial condition;

the impact of environmental, health and safety laws and regulations, especially in locations where we have concentrated operations;

the impact of an increase in uninsured and underinsured patients or the deterioration in the collectability of the accounts of such patients on our results of operations;

the risk of a cyber-security incident and any resulting violation of laws and regulations regarding information privacy or other negative impact;

the impact of laws and regulations relating to privacy and security of patient health information and standards for electronic transactions;

our ability to cultivate and maintain relationships with referral sources;

the impact of a change in the mix of our U.S. and U.K. earnings, adverse changes in our effective tax rate and adverse developments in tax laws generally;

failure to maintain effective internal control over financial reporting;

the impact of fluctuations in our operating results, quarter to quarter earnings and other factors on the price of our securities;

the impact of the trend for insurance companies and managed care organizations to enter into sole source contracts on our ability to obtain patients;

the impact of value-based purchasing programs on our revenue; and

those risks and uncertainties described from time to time in our filings with the SEC.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. These risks and uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. These forward-looking statements are made only as of the date of this Quarterly Report on Form 10-Q. We do not undertake and specifically decline any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments.

Overview

Our business strategy is to acquire and develop behavioral healthcare facilities and improve our operating results within our facilities and our other behavioral healthcare operations. We strive to improve the operating results of our facilities by providing high-quality services, expanding referral networks and marketing initiatives while meeting the increased demand for behavioral healthcare services through expansion of our current locations as well as developing new services within existing locations. At September 30, 2017, we operated 579 behavioral healthcare facilities with approximately 17,400 beds in 39 states, the U.K. and Puerto Rico. During the nine months ended September 30, 2017, we added 352 beds to existing facilities. For the year ending December 31, 2017, we expect to add approximately 800 total beds exclusive of acquisitions.

We are the leading publicly traded pure-play provider of behavioral healthcare services, with operations in the U.S. and the U.K. Management believes that we are positioned as a leading platform in a highly fragmented industry under the direction of an experienced management team that has significant industry expertise. Management expects to take advantage of several strategies that are more accessible as a result of our increased size and geographic scale, including continuing a national marketing strategy to attract new patients and referral sources, increasing our volume of out-of-state referrals, providing a broader range of services to new and existing patients and clients and selectively pursuing opportunities to expand our facility and bed count in the U.S and U.K.

Acquisitions

2016 U.S. Acquisitions

On June 1, 2016, we completed the acquisition of Pocono Mountain, an inpatient psychiatric facility with 108 beds located in Henryville, Pennsylvania, for cash consideration of approximately $25.4 million.

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On May 1, 2016, we completed the acquisition of TrustPoint, an inpatient psychiatric facility with 100 beds located in Murfreesboro, Tennessee, for cash consideration of approximately $62.7 million.

On April 1, 2016, we completed the acquisition of Serenity Knolls, an inpatient psychiatric facility with 30 beds located in Forest Knolls, California, for cash consideration of approximately $10.0 million.

Priory

On February 16, 2016, we completed the acquisition of Priory for a total purchase price of approximately $2.2 billion, including cash consideration of approximately $1.9 billion and the issuance of 4,033,561 shares of our common stock to shareholders of Priory. Priory was the leading independent provider of behavioral healthcare services in the U.K. operating 324 facilities with approximately 7,100 beds at the acquisition date.

The CMA in the U.K. reviewed our acquisition of Priory. On July 14, 2016, the CMA announced that our acquisition of Priory was referred for a phase 2 investigation unless we offered acceptable undertakings to address the CMA s competition concerns relating to the provision of behavioral healthcare services in certain markets. On July 28, 2016, the CMA announced that we had offered undertakings to address the CMA s concerns and that, in lieu of a phase 2 investigation, the CMA would consider our undertakings.

On October 18, 2016, we signed a definitive agreement with BC Partners for the sale of 21 existing U.K. behavioral health facilities and one de novo behavioral health facility with an aggregate of approximately 1,000 beds. On November 10, 2016, the CMA accepted our undertakings to sell the U.K. Disposal Group to BC Partners and confirmed that the divestiture satisfied the CMA s concerns about the impact of our acquisition of Priory on competition for the provision of behavioral healthcare services in certain markets in the U.K. As a result of the CMA s acceptance of our undertakings, our acquisition of Priory was not referred for a phase 2 investigation. On November 30, 2016, we completed the sale of the U.K. Disposal Group to BC Partners for £320 million cash.

In conjunction with the sale, the Company recorded a loss on divestiture of $174.7 million in the consolidated statements of operations for the three and nine months ended September 30, 2016. The loss on divestiture consisted of an allocation of goodwill to the U.K. Disposal Group of $106.9 million, loss on the sale of properties of $42.2 million and estimated transaction-related expenses of $25.6 million. The allocation of goodwill was based on the fair value of the U.K. Disposal Group relative to the total fair value of the Company s U.K. Facilities segment.

Revenue

Our revenue is primarily derived from services rendered to patients for inpatient psychiatric and substance abuse care, outpatient psychiatric care and adolescent residential treatment. We receive payments from the following sources for services rendered in our facilities: (i) state governments under their respective Medicaid and other programs; (ii) commercial insurers; (iii) the federal government under the Medicare program administered by CMS; (iv) publicly funded sources in the U.K. (including the NHS, Clinical Commissioning Groups and local authorities in England, Scotland and Wales) and (v) individual patients and clients. Revenue is recorded in the period in which services are provided at established billing rates less contractual adjustments based on amounts reimbursable by Medicare or Medicaid under provisions of cost or prospective reimbursement formulas or amounts due from other third-party payors at contractually determined rates.

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The following table presents revenue by payor type and as a percentage of revenue before provision for doubtful accounts for the three and nine months ended September 30, 2017 and 2016 (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017		2016		2017		2016	
	Amount	%	Amount	%	Amount	%	Amount	%
Commercial	$ 142,870	19.6%	$ 136,014	18.3%	$ 431,818	20.2%	$ 398,011	18.6%
Medicare	73,593	10.1%	70,563	9.5%	212,992	9.9%	198,183	9.3%
Medicaid	199,592	27.4%	182,432	24.5%	587,705	27.4%	542,594	25.4%
NHS	236,778	32.5%	278,524	37.4%	694,059	32.4%	771,496	36.1%
Self-Pay	68,257	9.4%	68,608	9.2%	186,154	8.7%	200,451	9.4%
Other	7,622	1.0%	8,661	1.1%	30,968	1.4%	28,304	1.2%
Revenue before provision for doubtful accounts	728,712	100.0%	744,802	100.0%	2,143,696	100.0%	2,139,039	100.0%
Provision for doubtful accounts	(11,998)		(10,137)		(31,892)		(31,013)	
Revenue	$ 716,714		$ 734,665		$ 2,111,804		$ 2,108,026	

The following tables present a summary of our aging of accounts receivable as of September 30, 2017 and December 31, 2016:

September 30, 2017

	Current	30-90	90-150	>150	Total
Commercial	17.3%	7.6%	3.5%	6.1%	34.5%
Medicare	9.9%	1.8%	0.7%	1.3%	13.7%
Medicaid	20.5%	5.2%	2.2%	5.4%	33.3%
NHS	8.0%	1.3%	0.2%	%	9.5%
Self-Pay	1.2%	1.3%	1.3%	3.0%	6.8%
Other	0.9%	0.4%	0.2%	0.7%	2.2%
Total	57.8%	17.6%	8.1%	16.5%	100.0%

December 31, 2016

	Current	30-90	90-150	>150	Total
Commercial	15.8%	8.5%	3.0%	5.3%	32.6%
Medicare	12.0%	1.6%	0.8%	1.2%	15.6%
Medicaid	18.7%	6.5%	2.9%	5.5%	33.6%
NHS	5.1%	3.4%	0.6%	0.4%	9.5%

Self-Pay	1.8%	1.5%	1.5%	3.3%	8.1%
Other	0.1%	0.1%	0.1%	0.3%	0.6%
Total	53.5%	21.6%	8.9%	16.0%	100.0%

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Results of Operations

The following table illustrates our consolidated results of operations for the respective periods shown (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2017		2016		2017		2016	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue before provision for doubtful accounts	$ 728,712		$ 744,802		$ 2,143,696		$ 2,139,039	
Provision for doubtful accounts	(11,998)		(10,137)		(31,892)		(31,013)	
Revenue	716,714	100.0%	734,665	100.0%	2,111,804	100.%	2,108,026	100.0%
Salaries, wages and benefits	385,562	53.8%	408,242	55.6%	1,145,578	54.2%	1,157,557	54.9%
Professional fees	53,042	7.4%	47,687	6.5%	142,772	6.8%	137,970	6.5%
Supplies	28,652	4.0%	30,555	4.2%	85,000	4.0%	88,449	4.2%
Rents and leases	19,049	2.6%	19,740	2.7%	57,455	2.7%	55,013	2.6%
Other operating expenses	82,328	11.5%	79,748	10.9%	249,161	11.8%	230,950	11.0%
Depreciation and amortization	36,442	5.1%	36,418	5.0%	105,256	5.0%	101,145	4.8%
Interest expense	44,515	6.2%	48,843	6.6%	130,777	6.2%	135,315	6.4%
Debt extinguishment costs		0.0%	3,411	0.5%	810	0.1%	3,411	0.2%
Loss on divestiture		0.0%	174,739	23.8%		0.0%	174,739	8.3%
Gain on foreign currency derivatives		0.0%	(15)	(0.1)%		0.0%	(523)	(0.1)%
Transaction-related expenses	5,665	0.8%	1,111	0.1%	18,836	0.9%	33,483	1.6%
Total expenses	655,255	91.4%	850,479	115.8%	1,935,645	91.7%	2,117,509	100.4%
Income (loss) before income taxes	61,459	8.6%	(115,814)	(15.8)%	176,159	8.3%	(9,483)	(0.4)%
Provision for income taxes	15,970	2.2%	2,396	0.3%	46,259	2.1%	27,767	1.3%
Net income (loss)	$ 45,489	6.4%	$ (118,210)	(16.1)%	$ 129,900	6.2%	$ (37,250)	(1.7)%

Three months ended September 30, 2017 compared to the three months ended September 30, 2016

Revenue before provision for doubtful accounts. Revenue before provision for doubtful accounts decreased $16.1 million, or 2.2%, to $728.7 million for the three months ended September 30, 2017 from $744.8 million for the three months ended September 30, 2016. The decrease related primarily to the reduction in revenue before provision for doubtful accounts related to the U.K. Divestiture of $45.4 million offset by same facility patient day growth. Same-facility revenue before provision for doubtful accounts increased by $37.8 million, or 5.7%, for the three months ended September 30, 2017 compared to the three months ended September 30, 2016, resulting from same-facility growth in patient days of 3.5% and an increase in same-facility revenue per day of 1.9%. Consistent with the same-facility patient day growth in 2016, the growth in same-facility patient days for the three months ended September 30, 2017 compared to the three months ended September 30, 2016 resulted from the addition of beds to our existing facilities and ongoing demand for our services.

Provision for doubtful accounts. The provision for doubtful accounts was $12.0 million for the three months ended September 30, 2017, or 1.6% of revenue before provision for doubtful accounts, compared to $10.1 million for the three months ended September 30, 2016, or 1.4% of revenue before provision for doubtful accounts.

Salaries, wages and benefits. Salaries, wages and benefits (SWB) expense was $385.6 million for the three months ended September 30, 2017 compared to $408.2 million for the three months ended September 30, 2016, a decrease of $22.6 million. SWB expense included $4.2 million and $7.1 million of equity-based compensation expense for the three months ended September 30, 2017 and 2016, respectively. Excluding equity-based compensation expense, SWB expense was $381.4 million, or 53.2% of revenue, for the three months ended September 30, 2017, compared to $401.1 million, or 54.6% of revenue, for the three months ended September 30, 2016. The $19.7 million decrease in SWB expense, excluding equity-based compensation expense, was primarily attributable to the reduction in expense related to the U.K. Divestiture. Same-facility SWB expense was $351.3 million for the three months ended September 30, 2017, or 51.1% of revenue, compared to $338.1 million for the three months ended September 30, 2016, or 51.9% of revenue.

Professional fees. Professional fees were $53.0 million for the three months ended September 30, 2017, or 7.4% of revenue, compared to $47.7 million for the three months ended September 30, 2016, or 6.5% of revenue. The $5.3 million increase was primarily attributable to higher contract labor costs in our U.K. Facilities offset by the reduction in expense related to the U.K. Divestiture. Same-facility professional fees were $45.1 million for the three months ended September 30, 2017, or 6.6% of revenue, compared to $37.6 million, for the three months ended September 30, 2016, or 5.7% of revenue.

Supplies. Supplies expense was $28.7 million for the three months ended September 30, 2017, or 4.0% of revenue, compared to $30.6 million for the three months ended September 30, 2016, or 4.2% of revenue. The $1.9 million decrease was primarily attributable to the reduction in expense related to the U.K. Divestiture. Same-facility supplies expense was $26.8 million for the three months ended September 30, 2017, or 3.9% of revenue, compared to $26.4 million for the three months ended September 30, 2016, or 4.0% of revenue.

Rents and leases. Rents and leases were $19.1 million for the three months ended September 30, 2017, or 2.7% of revenue, compared to $19.7 million for the three months ended September 30, 2016, or 2.7% of revenue. Same-facility rents and leases were $15.4 million for the three months ended September 30, 2017, or 2.2% of revenue, compared to $16.0 million for the three months ended September 30, 2016, or 2.5% of revenue.

Other operating expenses. Other operating expenses consisted primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $82.3 million for the three months ended September 30, 2017, or 11.5% of revenue, compared to $79.7 million for the three months ended September 30, 2016, or 10.9% of revenue. Same-facility other operating expenses were $77.2 million for the three months ended September 30, 2017, or 11.3% of revenue, compared to $70.7 million for the three months ended September 30, 2016, or 10.9% of revenue.

Depreciation and amortization. Depreciation and amortization expense was $36.4 million for the three months ended September 30, 2017, or 5.1% of revenue, compared to $36.4 million for the three months ended September 30, 2016, or 5.0% of revenue. The slight change in depreciation and amortization was attributable to reduction in expense related to the U.K. Divestiture offset by depreciation associated with capital expenditures during 2016 and 2017.

Interest expense. Interest expense was $44.5 million for the three months ended September 30, 2017 compared to $48.8 million for the three months ended September 30, 2016. The decrease in interest expense was primarily a result of the debt paydown on November 30, 2016 using proceeds from the U.K. Divestiture. Interest expense was also impacted by lower interest rates in connection with amendments to the Amended and Restated Senior Credit Facility offset by higher interest rates applicable to our variable rate debt.

Debt extinguishment costs. The debt extinguishment costs for the three months ended September 30, 2016 represent $3.4 million of charges recorded in connection with the Tranche B-2 Repricing Amendment.

Loss on divestiture. As part of our divestiture in the U.K., we recorded $174.7 million of loss on divestiture for the three months ended September 30, 2016, which included an allocation of goodwill to the U.K. Disposal Group of approximately $106.9 million, estimated transaction-related expenses of approximately $25.6 million and a loss on the sale of property of $42.2 million.

Gain on foreign currency derivatives. We entered into foreign currency forward contracts during the three months ended September 30, 2016 in connection with (i) acquisitions in the U.K. and (ii) transfers of cash between the U.S. and U.K. under our cash management and foreign currency risk management programs. Exchange rate changes between the contract date and the settlement date resulted in a gain on foreign currency derivatives of $15,000 for the three months ended September 30, 2016.

Transaction-related expenses. Transaction-related expenses were $5.7 million for the three months ended September 30, 2017 compared to $1.1 million for the three months ended September 30, 2016. Transaction-related expenses represent costs incurred in the respective periods, primarily related to the 2016 Acquisitions, the U.K. Divestiture and related integration efforts, as summarized below (in thousands):

	Three Months Ended September 30,	
	2017	2016
Legal, accounting and other costs	$ 3,845	$ 1,111
Severance and contract termination costs	1,820	
	$ 5,665	$ 1,111

Provision for income taxes. For the three months ended September 30, 2017, the provision for income taxes was $16.0 million, reflecting an effective tax rate of 26.0%, compared to $2.4 million, reflecting an effective tax rate of (2.1)%, for the three months ended September 30, 2016. The increase in the effective tax rate for the three and nine months ended September 30, 2017 was primarily attributable to the disparity in the accounting treatment and the tax treatment of the U.K. Divestiture, the reduction in ongoing U.K. earnings as a result of the U.K. Divestiture, changes in the foreign exchange rate between USD and GBP and the adoption of ASU 2016-09.

Nine months ended September 30, 2017 compared to the nine months ended September 30, 2016

Revenue before provision for doubtful accounts. Revenue before provision for doubtful accounts increased $4.7 million, or 0.2%, to $2.1 billion for the nine months ended September 30, 2017 from $2.1 billion for the nine months ended September 30, 2016. The increase related primarily to revenue generated during the nine months ended September 30, 2017 from the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory, offset by the reduction in revenue before provision for doubtful accounts related to the U.K. Divestiture of $129.1 million and the decline in the exchange rate between USD and GBP of $64.5 million. Same-facility revenue before provision for doubtful accounts increased $103.7 million, or 5.7%, for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016, resulting from same-facility growth in patient days of 4.1% and an increase in same-facility revenue per day of 1.5%. Consistent with the same-facility patient day growth in 2016, the growth in same-facility patient days for the nine months ended September 30, 2017 compared to the nine months ended September 30, 2016 resulted from the addition of beds to our existing facilities and ongoing demand for our services.

Provision for doubtful accounts. The provision for doubtful accounts was $31.9 million for the nine months ended September 30, 2017, or 1.5% of revenue before provision for doubtful accounts, compared to $31.0 million for the nine months ended September 30, 2016, or 1.4% of revenue before provision for doubtful accounts.

Salaries, wages and benefits. SWB expense was $1.2 billion for both the nine months ended September 30, 2017 and 2016. SWB expense included $19.0 million and $21.0 million of equity-based compensation expense for the nine months ended September 30, 2017 and 2016, respectively. Excluding equity-based compensation expense, SWB expense was $1.1 billion, or 53.3% of revenue, for the nine months ended September 30, 2017, compared to $1.1 billion, or 53.9% of revenue, for the nine months ended September 30, 2016. The slight decrease in SWB expense, excluding equity-based compensation expense, was primarily attributable to the reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP offset by SWB expense incurred by the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory. Same-facility SWB expense was $967.2 million for the nine months ended September 30, 2017, or 50.7% of revenue, compared to $920.4 million for the nine months ended September 30, 2016, or 50.9% of revenue.

Professional fees. Professional fees were $142.8 million for the nine months ended September 30, 2017, or 6.8% of revenue, compared to $138.0 million for the nine months ended September 30, 2016, or 6.5% of revenue. The $4.8 million increase was primarily attributable to professional fees incurred by the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory, and higher contract labor costs in the U.K. Facilities offset by the reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP. Same-facility professional fees were $114.6 million for the nine months ended September 30, 2017, or 6.0% of revenue, compared to $104.9 million, for the nine months ended September 30, 2016, or 5.8% of revenue.

Supplies. Supplies expense was $85.0 million for the nine months ended September 30, 2017, or 4.0% of revenue, compared to $88.4 million for the nine months ended September 30, 2016, or 4.2% of revenue. The $3.4 million decrease was primarily attributable to the reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP slightly offset by supplies expense incurred by the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory. Same-facility supplies expense was $76.0 million for the nine months ended September 30, 2017, or 4.0% of revenue, compared to $73.9 million for the nine months ended September 30, 2016, or 4.1% of revenue.

Rents and leases. Rents and leases were $57.5 million for the nine months ended September 30, 2017, or 2.7% of revenue, compared to $55.0 million for the nine months ended September 30, 2016, or 2.6% of revenue. The $2.4 million increase was primarily attributable to rents and leases incurred by the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory, slightly offset by the reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP. Same-facility rents and leases were $42.3 million for the nine months ended September 30, 2017, or 2.2% of revenue, compared to $42.3 million for the nine months ended September 30, 2016, or 2.3% of revenue.

Other operating expenses. Other operating expenses consisted primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $249.2 million for the nine months ended September 30, 2017, or 11.8% of revenue, compared to $231.0 million for the nine months ended September 30, 2016, or 11.0% of revenue. The $18.2 million increase was primarily attributable to other operating expenses incurred by the facilities acquired in our 2016 Acquisitions, particularly the acquisition of Priory, slightly offset by the reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP. Same-facility other operating expenses were $220.0 million for the nine months ended September 30, 2017, or 11.4% of revenue, compared to $198.5 million for the nine months ended September 30, 2016, or 10.9% of revenue.

Depreciation and amortization. Depreciation and amortization expense was $105.3 million for the nine months ended September 30, 2017, or 5.0% of revenue, compared to $101.1 million for the nine months ended September 30, 2016, or 4.8% of revenue. The increase in depreciation and amortization was attributable to depreciation associated with capital expenditures during 2016 and 2017 and real estate acquired as part of the 2016 Acquisitions, particularly the acquisition of Priory, offset by reduction in expense related to the U.K. Divestiture and the decline in the exchange rate between USD and GBP.

Interest expense. Interest expense was $130.8 million for the nine months ended September 30, 2017 compared to $135.3 million for the nine months ended September 30, 2016. The decrease in interest expense was primarily a result of the lower interest rates in connection with amendments to the Amended and Restated Senior Credit Facility and the debt paydown on November 30, 2016 using proceeds from the U.K. Divestiture. Interest expense was also impacted by higher interest rates applicable to our variable rate debt, borrowings under the Amended and Restated Senior Credit Facility and the issuance of the 6.500% Senior Notes on February 16, 2016.

Debt extinguishment costs. Debt extinguishment costs for the nine months ended September 30, 2017 represent $0.5 million of charges and $0.3 of non-cash charges recorded in connection with the Third Repricing Amendment to the Amended and Restated Senior Credit Facility. The debt extinguishment costs for the nine months ended September 30, 2016 represent $3.4 million of charges recorded in connection with the Tranche B-2 Repricing Amendment.

Loss on divestiture. As part of our divestiture in the U.K., we recorded $174.7 million of loss on divestiture for the nine months ended September 30, 2016, which included an allocation of goodwill to the U.K. Disposal Group of approximately $106.9 million, estimated transaction-related expenses of approximately $25.6 million and a loss on the sale of property of $42.2 million.

Gain on foreign currency derivatives. We entered into foreign currency forward contracts during the nine months ended September 30, 2016 in connection with (i) acquisitions in the U.K. and (ii) transfers of cash between the U.S. and the U.K. under our cash management and foreign currency risk management programs. Exchange rate changes between the contract date and the settlement date resulted in a gain on foreign currency derivatives of $0.5 million for the nine months ended September 30, 2016.

Transaction-related expenses. Transaction-related expenses were $18.8 million for the nine months ended September 30, 2017 compared to $33.5 million for the nine months ended September 30, 2016. Transaction-related expenses represent costs incurred in the respective periods, primarily related to the 2016 Acquisitions, the U.K. Divestiture and related integration efforts, as summarized below (in thousands):

	Nine Months Ended September 30,

	2017	2016
Legal, accounting and other costs	$ 7,286	$ 17,212
Severance and contract termination costs	11,550	1,421
Advisory and financing commitment fees		14,850
	$ 18,836	$ 33,483

Provision for income taxes. For the nine months ended September 30, 2017, the provision for income taxes was $46.3 million, reflecting an effective tax rate of 26.3%, compared to $27.8 million, reflecting an effective tax rate of (292.8)%, for the nine months ended September 30, 2016. The increase in the effective tax rate for the three and nine months ended September 30, 2017 was primarily attributable to the disparity in the accounting treatment and the tax treatment of the U.K. Divestiture, the reduction in ongoing U.K. earnings as a result of the U.K. Divestiture, changes in the foreign exchange rate between USD and GBP and the adoption of ASU 2016-09.

Liquidity and Capital Resources

Cash provided by continuing operating activities for the nine months ended September 30, 2017 was $272.6 million compared to $265.2 million for the nine months ended September 30, 2016. The increase in cash provided by continuing operating activities was primarily attributable to cash provided by operating activities from our 2016 Acquisitions offset by the U.K. Divestiture and the decline in the exchange rate between USD and GBP. Days sales outstanding were 38 as of September 30, 2017 compared to 34 as of December 31, 2016. As of September 30, 2017 and December 31, 2016, we had working capital of $122.6 million and $85.1 million, respectively.

Cash used in investing activities for the nine months ended September 30, 2017 was $233.2 million compared to $971.8 million for the nine months ended September 30, 2016. Cash used in investing activities for the nine months ended September 30, 2017 primarily consisted of $193.8 million of cash paid for capital expenditures and $33.3 million of cash paid for real estate. Cash paid for capital expenditures for the nine months ended September 30, 2017 consisted of $52.1 million of routine capital expenditures and $141.7 million of expansion capital expenditures. We define expansion capital expenditures as those that increase the capacity of our facilities or otherwise enhance revenue. Routine capital expenditures were 2.5% of revenue for the nine months ended September 30, 2017. Cash used in investing activities for the nine months ended September 30, 2016 primarily consisted of $683.3 million of cash paid for acquisitions, $250.0 million of cash paid for capital expenditures and $37.9 million of cash paid for real estate acquisitions.

Cash used in financing activities for the nine months ended September 30, 2017 was $27.5 million compared to cash provided by financing activities of $738.2 million for the nine months ended September 30, 2016. Cash used in financing activities for the nine months ended September 30, 2017 primarily consisted of principal payments on long-term debt of $25.9 million and common stock withheld for minimum statutory taxes of $3.3 million. Cash provided by financing activities for the nine months ended September 30, 2016 primarily consisted of borrowings on long-term debt of $1.5 billion, borrowings on our revolving credit facility of $179.0 million, issuance of common stock of $685.1 million, partially offset by repayment of assumed Priory debt of $1.3 billion, payment on revolving credit facility of $166.0 million, payment of debt issuance costs of $35.8 million, principal payments on long-term debt of $46.1 million and common stock withheld for minimum statutory taxes of $7.9 million.

We had total available cash and cash equivalents of $75.7 million and $57.1 million as of September 30, 2017 and December 31, 2016, respectively, of which approximately $31.9 million and $41.4 million was held by our foreign subsidiaries, respectively. Our strategic plan does not require the repatriation of foreign cash in order to fund our operations in the U.S., and it is our current intention to permanently reinvest our foreign cash and cash equivalents outside of the U.S. If we were to repatriate foreign cash to the U.S., we may be required to accrue and pay U.S. taxes in accordance with applicable U.S. tax rules and regulations as a result of the repatriation.

Amended and Restated Senior Credit Facility

We entered into the Senior Secured Credit Facility on April 1, 2011. On December 31, 2012, we entered into the Amended and Restated Credit Agreement which amended and restated the Senior Secured Credit Facility. We have amended the Amended and Restated Credit Agreement from time to time as described in our prior filings with the SEC.

On January 25, 2016, we entered into the Ninth Amendment to our Amended and Restated Credit Agreement. The Ninth Amendment modified certain definitions and provides increased flexibility to us in terms of our financial covenants. Our baskets for permitted investments were also increased to provide increased flexibility for us to invest in non-wholly owned subsidiaries, joint ventures and foreign subsidiaries. As a result of the Ninth Amendment, we may invest in non-wholly owned subsidiaries and joint ventures up to 10.0% of our and our subsidiaries total assets in any consecutive four fiscal quarter period, and up to 12.5% of our and our subsidiaries total assets during the term of the Amended and Restated Credit Agreement. We may also invest in foreign subsidiaries that are not loan parties up to 10% of our and our subsidiaries total assets in any consecutive four fiscal quarter period, and up to 15% of our and our subsidiaries total assets during the term of the Amended and Restated Credit Agreement. The foregoing permitted investments are subject to an aggregate cap of 25% of our and our subsidiaries total assets in any fiscal year.

On February 16, 2016, we entered into the Second Incremental Facility Amendment to our Amended and Restated Credit Agreement. The Second Incremental Amendment activated a new $955.0 million incremental Term Loan B facility and added $135.0 million to the Term Loan A facility to our Amended and Restated Senior Secured Credit Facility, subject to limited conditionality provisions. Borrowings under the New TLB Facility were used to fund a portion of the purchase price for the acquisition of Priory and the fees and expenses for such acquisition and the related financing transactions. Borrowings under the TLA Facility were used to pay down the majority of our $300.0 million revolving credit facility.

On May 26, 2016, we entered into the Tranche B-1 Repricing Amendment to the Amended and Restated Credit Agreement. The Tranche B-1 Repricing Amendment reduced the Applicable Rate with respect to the Existing TLB Facility from 3.5% to 3.0% in the case of Eurodollar Rate loans and 2.5% to 2.0% in the case of Base Rate Loans.

On September 21, 2016, we entered into the Tranche B-2 Repricing Amendment to the Amended and Restated Credit Agreement. The Tranche B-2 Repricing Amendment reduced the Applicable Rate with respect to the New TLB Facility from 3.75% to 3.00% in the case of Eurodollar Rate loans and 2.75% to 2.00% in the case of Base Rate Loans. In connection with the Tranche B-2 Repricing Amendment, we recorded a debt extinguishment charge of $3.4 million, including the discount and write-off of deferred financing costs, which was recorded in debt extinguishment costs in the condensed consolidated statements of operations.

On November 22, 2016, we entered into the Tenth Amendment to the Amended and Restated Credit Agreement. The Tenth Amendment, among other things, (i) amended the negative covenant regarding dispositions, (ii) modified the collateral package to release any real property with a fair market value of less than $5.0 million and (iii) changed certain investment, indebtedness and lien baskets.

On November 30, 2016, we entered into the Refinancing Facilities Amendment to the Amended and Restated Credit Agreement. The Refinancing Amendment increased our line of credit on our revolving credit facility to $500.0 million from $300.0 million and reduced our TLA Facility to $400.0 million from $600.6 million. In addition, the Refinancing Amendment extended the maturity date for the Refinancing Facilities to November 30, 2021 from February 13, 2019, and lowered our effective interest rate on our line of credit on our revolving credit facility and TLA Facility by 50 basis points. In connection with the Refinancing Amendment, we recorded a debt extinguishment charge of $0.8 million, including the write-off of deferred financing costs, which was recorded in debt extinguishment costs in the condensed consolidated statements of operations.

On May 10, 2017, we entered into the Third Repricing Amendment to the Amended and Restated Credit Agreement. The Third Repricing Amendment reduced the Applicable Rate with respect to the Existing TLB Facility and the New TLB Facility from 3.0% to 2.75% in the case of Eurodollar Rate loans and 2.0% to 1.75% in the case of Base Rate Loans. In connection with the Third Repricing Amendment, we recorded a debt extinguishment charge of $0.8 million, including the discount and write-off of deferred financing costs, which was recorded in debt extinguishment costs in the condensed consolidated statements of operations.

We had $493.5 million of availability under the revolving line of credit and had standby letters of credit outstanding of $6.5 million related to security for the payment of claims required by our workers compensation insurance program as of September 30, 2017. Borrowings under the revolving line of credit are subject to customary conditions precedent to borrowing. The Amended and Restated Credit Agreement requires quarterly term loan principal repayments of our TLA Facility of $5.0 million for September 30, 2017 to December 31, 2019, $7.5 million for March 31, 2020 to December 31, 2020, and $10.0 million for March 31, 2021 to September 30, 2021, with the remaining principal balance of the TLA Facility due on the maturity date of November 30, 2021. We are required to repay the Existing TLB Facility in equal quarterly installments of $1.3 million on the last business day of each March, June, September and December, with the outstanding principal balance of the Existing TLB Facility due on February 11, 2022. We are required to repay the New TLB Facility in equal quarterly installments of approximately $2.4 million on the last business day of each March, June, September and December, with the outstanding principal balance of the New TLB Facility due on February 16, 2023.

Borrowings under the Amended and Restated Credit Agreement are guaranteed by each of our wholly-owned domestic subsidiaries (other than certain excluded subsidiaries) and are secured by a lien on substantially all of our and such subsidiaries assets. Borrowings with respect to the TLA Facility and our revolving credit facility (collectively, Pro Rata Facilities) under the Amended and Restated Credit Agreement bear interest at a rate tied to our Consolidated Leverage Ratio (defined as consolidated funded debt net of up to $40.0 million of unrestricted and unencumbered cash to consolidated EBITDA, in each case as defined in the Amended and Restated Credit Agreement). The Applicable Rate (as defined in the Amended and Restated Credit Agreement) for the Pro Rata

Facilities was 2.75% for Eurodollar Rate Loans (as defined in the Amended and Restated Credit Agreement) and 1.75% for Base Rate Loans (as defined in the Amended and Restated Credit Agreement) at September 30, 2017. Eurodollar Rate Loans with respect to the Pro Rata Facilities bear interest at the Applicable Rate plus the Eurodollar Rate (as defined in the Amended and Restated Credit Agreement) (based upon the LIBOR Rate (as defined in the Amended and Restated Credit Agreement) prior to commencement of the interest rate period). Base Rate Loans with respect to the Pro Rata Facilities bear interest at the Applicable Rate plus the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate and (iii) the Eurodollar Rate plus 1.0%. As of September 30, 2017, the Pro Rata Facilities bore interest at a rate of LIBOR plus 2.75%. In addition, we are required to pay a commitment fee on undrawn amounts under our revolving credit facility.

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The interest rates and the unused line fee on unused commitments related to the Pro Rata Facilities are based upon the following pricing tiers:

Pricing Tier	Consolidated Leverage Ratio	Eurodollar Rate Loans	Base Rate Loans	Commitment Fee
1	< 3.50:1.0	1.75%	0.75%	0.20%
2	>3.50:1.0 but < 4.00:1.0	2.00%	1.00%	0.25%
3	>4.00:1.0 but < 4.50:1.0	2.25%	1.25%	0.30%
4	>4.50:1.0 but < 5.25:1.0	2.50%	1.50%	0.35%
5	>5.25:1.0	2.75%	1.75%	0.40%

Eurodollar Rate Loans with respect to the Existing TLB Facility bear interest at the Existing TLB Applicable Rate (as defined below) plus the Eurodollar Rate (subject to a floor of 0.75% and based upon the LIBOR Rate prior to commencement of the interest rate period). Base Rate Loans bear interest at the Existing TLB Applicable Rate plus the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate and (iii) the Eurodollar Rate plus 1.0%. As used herein, the term Existing TLB Applicable Rate means, with respect to Eurodollar Rate Loans, 3.0%, and with respect to Base Rate Loans, 2.0%. The New TLB Facility bears interest as follows: Eurodollar Rate Loans bear interest at the Applicable Rate (as defined in the Amended and Restated Credit Agreement) plus the Eurodollar Rate (subject to a floor of 0.75% and based upon the LIBOR Rate prior to commencement of the interest rate period) and Base Rate Loans bear interest at the Applicable Rate plus the highest of (i) the federal funds rate plus 0.50%, (ii) the prime rate and (iii) the Eurodollar Rate plus 1.0%. As used herein, the term Applicable Rate means, with respect to Eurodollar Rate Loans, 3.0%, and with respect to Base Rate Loans, 2.0%.

The lenders who provided the Existing TLB Facility and New TLB Facility are not entitled to benefit from our maintenance of its financial covenants under the Amended and Restated Credit Agreement. Accordingly, if we fail to maintain its financial covenants, such failure shall not constitute an event of default under the Amended and Restated Credit Agreement with respect to the Existing TLB Facility or the New TLB Facility until and unless the Amended and Restated Senior Credit Facility is accelerated or the commitment of the lenders to make further loans is terminated.

The Amended and Restated Credit Agreement requires us and our subsidiaries to comply with customary affirmative, negative and financial covenants, including a fixed charge coverage ratio, consolidated leverage ratio and consolidated senior secured leverage ratio. We may be required to pay all of our indebtedness immediately if we default on any of the numerous financial or other restrictive covenants contained in any of our material debt agreements. Set forth below is a brief description of such covenants, all of which are subject to customary exceptions, materiality thresholds and qualifications:

a) the affirmative covenants include the following: (i) delivery of financial statements and other customary financial information; (ii) notices of events of default and other material events; (iii) maintenance of existence, ability to conduct business, properties, insurance and books and records; (iv) payment of taxes; (v) lender inspection rights; (vi) compliance with laws; (vii) use of proceeds; (viii) further assurances; and (ix) additional collateral and guarantor requirements.

b)

the negative covenants include limitations on the following: (i) liens; (ii) debt (including guaranties); (iii) investments; (iv) fundamental changes (including mergers, consolidations and liquidations); (v) dispositions; (vi) sale leasebacks; (vii) affiliate transactions; (viii) burdensome agreements; (ix) restricted payments; (x) use of proceeds; (xi) ownership of subsidiaries; (xii) changes to line of business; (xiii) changes to organizational documents, legal name, state of formation, form of entity and fiscal year; (xiv) prepayment or redemption of certain senior unsecured debt; and (xv) amendments to certain material agreements. We are generally not permitted to issue dividends or distributions other than with respect to the following: (w) certain tax distributions; (x) the repurchase of equity held by employees, officers or directors upon the occurrence of death, disability or termination subject to cap of $500,000 in any fiscal year and compliance with certain other conditions; (y) in the form of capital stock; and (z) scheduled payments of deferred purchase price, working capital adjustments and similar payments pursuant to the merger agreement or any permitted acquisition.

c) The financial covenants include maintenance of the following:

the fixed charge coverage ratio may not be less than 1.25:1.00 as of the end of any fiscal quarter;

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the total leverage ratio may not be greater than the following levels as of the end of each fiscal quarter listed below:

	March 31	June 30	September 30	December 31
2017	6.75x	6.75x	6.50x	6.50x
2018	6.50x	6.25x	6.00x	6.00x
2019	5.75x	5.75x	5.50x	5.50x
2020	5.25x	5.25x	5.25x	5.00x

the secured leverage ratio may not be greater than the following levels as of the end of each fiscal quarter listed below:

September 30, 2017- June 30, 2018	3.75x
September 30, 2018 and each fiscal quarter thereafter	3.50x

As of September 30, 2017, we were in compliance with all of the above covenants.

Senior Notes

6.125% Senior Notes Due 2021

On March 12, 2013, we issued $150.0 million of 6.125% Senior Notes due 2021. The 6.125% Senior Notes mature on March 15, 2021 and bear interest at a rate of 6.125% per annum, payable semi-annually in arrears on March 15 and September 15 of each year.

5.125% Senior Notes due 2022

On July 1, 2014, we issued $300.0 million of 5.125% Senior Notes due 2022. The 5.125% Senior Notes mature on July 1, 2022 and bear interest at a rate of 5.125% per annum, payable semi-annually in arrears on January 1 and July 1 of each year.

5.625% Senior Notes due 2023

On February 11, 2015, we issued $375.0 million of 5.625% Senior Notes due 2023. On September 21, 2015, we issued $275.0 million of additional 5.625% Senior Notes. The additional notes formed a single class of debt securities with the 5.625% Senior Notes issued in February 2015. Giving effect to this issuance, we have outstanding an aggregate of $650.0 million of 5.625% Senior Notes. The 5.625% Senior Notes mature on February 15, 2023 and bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on February 15 and August 15 of each year.

6.500% Senior Notes due 2024

On February 16, 2016, we issued $390.0 million of 6.500% Senior Notes due 2024. The 6.500% Senior Notes mature on March 1, 2024 and bear interest at a rate of 6.500% per annum, payable semi-annually in arrears on March 1 and September 1 of each year, beginning on September 1, 2016.

The indentures governing the Senior Notes contain covenants that, among other things, limit our ability and the ability of its restricted subsidiaries to: (i) pay dividends, redeem stock or make other distributions or investments; (ii) incur additional debt or issue certain preferred stock; (iii) transfer or sell assets; (iv) engage in certain transactions with affiliates; (v) create restrictions on dividends or other payments by the restricted subsidiaries; (vi) merge, consolidate or sell substantially all of our assets; and (vii) create liens on assets.

The Senior Notes issued by us are guaranteed by each of our subsidiaries that guarantee our obligations under the Amended and Restated Senior Credit Facility. The guarantees are full and unconditional and joint and several.

We may redeem the Senior Notes at its option, in whole or part, at the dates and amounts set forth in the indentures.

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9.0% and 9.5% Revenue Bonds

On November 11, 2012, in connection with the acquisition of Park Royal, we assumed debt of $23.0 million. The fair market value of the debt assumed was $25.6 million and resulted in a debt premium balance being recorded as of the acquisition date. The debt consisted of $7.5 million and $15.5 million of Lee County (Florida) Industrial Development Authority Healthcare Facilities Revenue Bonds, Series 2010 with stated interest rates of 9.0% and 9.5%, respectively. The 9.0% bonds in the amount of $7.5 million have a maturity date of December 1, 2030 and require yearly principal payments beginning in 2013. The 9.5% bonds in the amount of $15.5 million have a maturity date of December 1, 2040 and require yearly principal payments beginning in 2031. The principal payments establish a bond-sinking fund to be held with the trustee and shall be sufficient to redeem the principal amounts of the 9.0% and 9.5% Revenue Bonds on their respective maturity dates. As of September 30, 2017 and December 31, 2016, $2.3 million was recorded within other assets on the condensed consolidated balance sheets related to the debt service reserve fund requirements. The yearly principal payments, which establish a bond sinking fund, will increase the debt service reserve fund requirements. The bond premium amount of $2.6 million is amortized as a reduction of interest expense over the life of the 9.0% and 9.5% Revenue Bonds using the effective interest method.

Contractual Obligations

The following table presents a summary of contractual obligations as of September 30, 2017 (dollars in thousands):

	Payments Due by Period				
	Less Than 1 Year	1-3 Years	3-5 Years	More Than 5 Years	Total
Long-term debt (a)	$ 196,142	$ 395,699	$ 1,534,207	$ 2,048,740	$ 4,174,788
Operating leases	67,856	122,996	105,816	836,723	1,133,391
Purchase and other obligations (b)	4,365	7,357	34,603	27,332	73,657
Total obligations and commitments	$ 268,363	$ 526,052	$ 1,674,626	$ 2,912,795	$ 5,381,836

(a) Amounts include required principal and interest payments. The projected interest payments reflect the interest rates in place on our variable-rate debt as of September 30, 2017.
(b) Amounts relate to purchase obligations, including capital lease payments.

Off-Balance Sheet Arrangements

As of September 30, 2017, we had standby letters of credit outstanding of $6.5 million related to security for the payment of claims as required by our workers   compensation insurance program.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Interest Rate Risk

Our interest expense is sensitive to changes in market interest rates. Our long-term debt outstanding at September 30, 2017 was composed of $1.5 billion of fixed-rate debt and $1.8 billion of variable-rate debt with interest based on

LIBOR plus an applicable margin. A hypothetical 10% increase in interest rates (which would equate to a 0.39% higher rate on our variable rate debt) would decrease our net income and cash flows by $4.5 million on an annual basis based upon our borrowing level at September 30, 2017.

Foreign Currency Risk

The functional currency for our U.K. facilities is the British pound or GBP. Our revenue and earnings are sensitive to changes in the GBP to USD exchange rate from the translation of our earnings into USD at exchange rates that may fluctuate. Based upon the level of our U.K. operations relative to the Company as a whole, a hypothetical 10% change in the exchange rate (which would equate to an increase or decrease in the exchange rate of 0.13) would cause a change in our net income of $10.3 million on an annual basis. In May 2016, we entered into multiple cross currency swap agreements with an aggregate notional amount of $650.0 million to manage foreign currency exchange risk by effectively converting a portion of our fixed-rate USD denominated senior notes, including the semi-annual interest payments thereunder, to fixed-rate, GBP-denominated debt of £449.3 million. The cross currency swap agreements limit the impact of changes in the exchange rate on our cash flows and leverage. Following the Brexit vote, the GBP dropped to its lowest level against the USD in more than 30 years. If the exchange rate remains low, our results of operations will be negatively impacted in future periods.

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Item 4. Controls and Procedures
Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management conducted an evaluation, with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the Exchange Act)). Based on this evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC s rules and forms and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended September 30, 2017 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

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PART II OTHER INFORMATION

Item 1. Legal Proceedings

We are, from time to time, subject to various claims and legal actions that arise in the ordinary course of our business, including claims for damages for personal injuries, medical malpractice, breach of contract, tort and employment related claims. In these actions, plaintiffs request a variety of damages, including, in some instances, punitive and other types of damages that may not be covered by insurance. In the opinion of management, we are not currently a party to any proceeding that would have a material adverse effect on our business, financial condition or results of operations.

Item 1A. Risk Factors

In addition to the other information set forth in this report, an investor should carefully consider the factors discussed in Part I, Item 1A. Risk Factors in the Company s Annual Report on Form 10-K for the year ended December 31, 2016. The risks, as described in the Company s Annual Report on Form 10-K for the year ended December 31, 2016, are not the only risks facing the Company. Additional risks and uncertainties not currently known to management or that management currently deems immaterial also may materially, adversely affect the Company s business, financial condition, operating results or cash flows.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the three months ended September 30, 2017, the Company withheld shares of Company common stock to satisfy employee minimum statutory tax withholding obligations payable upon the vesting of restricted stock, as follows:

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs	Maximum Number of Shares that May Yet Be Purchased Under the Plans or Programs
July 1 July 31	4,400	$ 50.08		
August 1 August 31	3,016	50.29		
September 1 September 30	198	47.28		
Total	7,614			

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Item 6. Exhibits

Exhibit No.	Exhibit Description
3.1	Amended and Restated Certificate of Incorporation, as filed on October 28, 2011 with the Secretary of State of the State of Delaware, as amended by the Certificate of Amendment filed on May 25, 2017. (1)
3.2	Amended and Restated Bylaws of the Company, as amended May 25, 2017. (1)
31.1*	Certification of the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32*	Certification of Chief Executive Officer and Chief Financial Officer of the Company pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Calculation Linkbase Document.
101.DEF**	XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB**	XBRL Taxonomy Labels Linkbase Document.
101.PRE**	XBRL Taxonomy Presentation Linkbase Document.

(1) Incorporated by reference to exhibits filed with the Company s Current Report on Form 8-K filed May 25, 2017 (File No. 001-35331).
* Filed herewith.
** The XBRL related information in Exhibit 101 to this quarterly report on Form 10-Q shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Acadia Healthcare Company, Inc.

By: /s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer

Dated: October 25, 2017