

WAUD CAPITAL AFFILIATES II, L.L.C.

Form 4

September 14, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
**WAUD CAPITAL PARTNERS II,
L.L.C.**

2. Issuer Name **and** Ticker or Trading
Symbol
**Acadia Healthcare Company, Inc.
[ACHC]**

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
**300 N. LASALLE STREET, SUITE
4900**

3. Date of Earliest Transaction
(Month/Day/Year)
09/12/2016

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
____X____ Form filed by More than One Reporting
Person

CHICAGO, IL 60654

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock, par value \$0.01 per share	09/12/2016		S		48,321 ⁽¹⁾	D \$ 51.77 ⁽²⁾	4,707,214	I	See footnotes ⁽³⁾ ⁽⁷⁾
Common Stock, par value \$0.01 per share	09/13/2016		S		5,933 ⁽⁴⁾	D \$ 51.23 ⁽⁵⁾	4,701,281	I	See footnotes ⁽³⁾ ⁽⁶⁾ ⁽⁷⁾

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Report Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
WAUD CAPITAL PARTNERS II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X
WAUD CAPITAL PARTNERS MANAGEMENT II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X
WAUD CAPITAL PARTNERS II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X
WAUD CAPITAL PARTNERS QP II, L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X
WCP FIF II (ACADIA), L.P. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X
WAUD CAPITAL AFFILIATES II, L.L.C. 300 N. LASALLE STREET, SUITE 4900 CHICAGO, IL 60654	X

09/14/2016

Date _____

09/14/2016

Date _____

09/14/2016

Date _____

09/14/2016

Date _____

09/14/2016

Date _____

09/14/2016

Date _____

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents shares sold in multiple transactions under Rule 144 as follows: (i) 9,095 shares by Waud Capital Partners II, L.P. ("WCP II"), (ii) 27,464 shares by Waud Capital Partners QP II, L.P. ("Waud QP II"), (iii) 5,811 shares by WCP FIF II (Acadia), L.P. ("WCP FIF II") and (iv) 5,951 shares by Waud Capital Affiliates II, L.L.C. ("Waud Affiliates II").

- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions under Rule 144 at prices ranging from \$51.58 to \$52.01, inclusive. The reporting persons undertake to provide to Acadia Healthcare Company, Inc., any security holder of Acadia Healthcare Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (1) to this Form 4.

- (3) Reeve B. Waud is a member of the board of directors of Acadia Healthcare Company, Inc. Mr. Waud is also the manager of Waud Capital Partners II, L.L.C. ("Waud II LLC") and a member of the Limited Partner Committee of Waud Capital Partners Management II, L.P. ("WCPM II"). Waud II LLC is the general partner of WCPM II. WCPM II is the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II. As a result, each of Mr. Waud, Waud II LLC and WCPM II may be deemed to share beneficial ownership of the reported shares.

- (4) Represents shares sold in multiple transactions under Rule 144 as follows: (i) 1,117 shares by WCP II, (ii) 3,372 shares by Waud QP II, (iii) 713 shares by WCP FIF II and (iv) 731 shares by Waud Affiliates II.

- (5) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions under Rule 144 at prices ranging from \$51.15 to \$51.85, inclusive. The reporting persons undertake to provide to Acadia Healthcare Company, Inc., any security holder of Acadia Healthcare Company, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in Footnote (4) to this Form 4.

- (6) The reported shares are owned of record as follows: (i) 1,297,373 shares by WCP II, (ii) 2,557,606 shares by Waud QP II, (iii) 418,098 shares by WCP FIF II and (iv) 428,204 shares by Waud Affiliates II.

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- (7) Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of its pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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