

Acadia Healthcare Company, Inc.
Form SC 13D
February 18, 2015

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

SCHEDULE 13D
(Rule 13d-101)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(a)
Under the Securities Exchange Act of 1934

Acadia Healthcare Company, Inc.
(Name of issuer)

Common Stock, par value \$0.01
(Title of class of securities)

00404A109
(CUSIP number)

Waud Capital Partners

300 N. LaSalle St., Suite 4900

Chicago, IL 60654

(312) 676-8400

COPY TO:

Carol Anne Huff

Kirkland & Ellis LLP

300 N. LaSalle St.

Chicago, Illinois 60654

(312) 862-2000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

February 11, 2015

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box. "

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

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* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 00404A109

Page 2 of 35

(1) Names of reporting persons

Waud Capital Partners II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

2,038,125 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

2,038,125 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

2,038,125 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

3.1% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 3 of 35

(1) Names of reporting persons

Waud Capital Partners QP II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

3,726,016 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

3,726,016 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

3,726,016 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

5.6% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 4 of 35

(1) Names of reporting persons

Reeve B. Waud 2011 Family Trust

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Illinois

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

648,507 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

648,507 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

648,507 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

1.0% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 5 of 35

(1) Names of reporting persons

Waud Family Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

72,057 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

72,057 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

72,057 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

0.1% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 6 of 35

(1) Names of reporting persons

WCP FIF II (Acadia), L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

568,655 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

568,655 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

568,655 (See Item 4)

(12) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(13) Percent of class represented by amount in Row (9)

0.9% (See Item 4)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 7 of 35

(1) Names of reporting persons

Waud Capital Affiliates II, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

582,401 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

582,401 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

582,401 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

0.9% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 8 of 35

(1) Names of reporting persons

Waud Capital Affiliates III, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

298,889 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

298,889 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

298,889 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

0.5% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 9 of 35

(1) Names of reporting persons

WCP FIF III (Acadia), L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

811,863 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

811,863 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

811,863 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

1.2% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 10 of 35

(1) Names of reporting persons

Waud Capital Partners QP III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

1,849,888 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

1,849,888 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

1,849,888 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

2.8% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 11 of 35

(1) Names of reporting persons

Waud Capital Partners III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

327,133 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

327,133 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

327,133 (See Item 5)

(12) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(13) Percent of class represented by amount in Row (9)

0.5% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 12 of 35

(1) Names of reporting persons

Waud Capital Partners Management II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

14,962,216 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

14,962,216 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

14,962,216 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

22.7% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 13 of 35

(1) Names of reporting persons

Waud Capital Partners II, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

14,962,216 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

14,962,216 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

14,962,216 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

22.7% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 14 of 35

(1) Names of reporting persons

Waud Capital Partners Management III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

11,334,792 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

11,334,792 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

11,334,792 (See Item 5)

(12) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(13) Percent of class represented by amount in Row (9)

17.2% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 15 of 35

(1) Names of reporting persons

Waud Capital Partners III, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

11,334,792 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

11,334,792 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

11,334,792 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

17.2% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 16 of 35

(1) Names of reporting persons

Waud Capital Partners, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

35,942 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

35,942 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

35,942 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

0.1% (See Item 5)

(14) Type of reporting person (see instructions)

OO

SCHEDULE 13D

CUSIP No. 00404A109

Page 17 of 35

(1) Names of reporting persons

Crystal Cove LP

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

Delaware

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

795,667 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

795,667 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

795,667 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

1.2% (See Item 5)

(14) Type of reporting person (see instructions)

PN

SCHEDULE 13D

CUSIP No. 00404A109

Page 18 of 35

(1) Names of reporting persons

Reeve B. Waud

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

OO (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

United States

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

19,835,495 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

19,835,495 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

19,835,495 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

30.1% (See Item 5)

(14) Type of reporting person (see instructions)

IN

SCHEDULE 13D

CUSIP No. 00404A109

Page 19 of 35

(1) Names of reporting persons

Melissa W. Waud

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Source of funds (see instructions)

PF (See Item 3)

(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)

(6) Citizenship or place of organization

United States

Number of (7) Sole voting power

shares

beneficially 0

(8) Shared voting power

owned by

each

33,333 (See Item 5)

reporting

person (9) Sole dispositive power

with:

0
(10) Shared dispositive power

33,333 (See Item 5)

(11) Aggregate amount beneficially owned by each reporting person

33,333 (See Item 5)

(12) Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ..

(13) Percent of class represented by amount in Row (11)

0.1% (See Item 5)

(14) Type of reporting person (see instructions)

IN

SCHEDULE 13D

CUSIP No. 00404A109

Page 20 of 35

Item 1. Security and Issuer.

The class of equity security to which this statement relates is the common stock, par value \$0.01 per share (the Common Stock), of Acadia Healthcare Company, Inc. (the Company). The principal executive offices of the Company are located at 830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067.

Item 2. Identity and Background.

(a) This Schedule 13D is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Act: (i) Waud Capital Partners II, L.P. (WCP II); (ii) Waud Capital Partners QP II, L.P. (Waud QP II); (iii) the Reeve B. Waud 2011 Family Trust (the Waud Family Trust); (iv) Waud Family Partners, L.P. (WFP LP); (v) WCP FIF II (Acadia), L.P. (WCP FIF II); (vi) Waud Capital Affiliates II, L.L.C. (Waud Affiliates II); (vii) Waud Capital Affiliates III, L.L.C. (Waud Affiliates III); (viii) WCP FIF III (Acadia), L.P. (WCP FIF III); (ix) Waud Capital Partners QP III, L.P. (Waud QP III); (x) Waud Capital Partners III, L.P. (WCP III); (xi) Reeve B. Waud; (xii) Waud Capital Partners Management II, L.P. (WCPM II); (xiii) Waud Capital Partners II, L.L.C. (Waud II LLC); (xiv) Waud Capital Partners Management III, L.P. (WCPM III); (xv) Waud Capital Partners III, L.L.C. (Waud III LLC); (xvi) Waud Capital Partners, L.L.C. (Waud Capital Partners); (xvii) Crystal Cove LP (Crystal Cove); and (xviii) Melissa W. Waud (collectively, the Reporting Persons).

The Reporting Persons have previously filed statements on Schedule 13G with respect to the Common Stock reported on this Schedule 13D. As a result of the Stockholders Agreement (as defined in Item 4 below), the Reporting Persons, the current and former members of Company management listed below (collectively, Acadia Management) and the investment funds affiliated with Bain Capital Partners, LLC listed below (Bain Capital and collectively with the Reporting Persons and Acadia Management, the Investment Group) may be deemed to be a group pursuant to Rule 13d-5(b)(1) of the Act with respect to the Common Stock. As further described in Item 4 below, the Reporting Persons are filing this Schedule 13D to report the addition of new members to the group. Because Bain Capital, as the new members of the Investment Group, collectively owns greater than 2% of the outstanding Common Stock of the Company, the Reporting Persons are no longer eligible to report their ownership on Schedule 13G.

Acadia Management
Joey A. Jacobs

Bain Capital
Bain Capital Fund VIII, LLC