

Acadia Healthcare Company, Inc.
Form 8-K
June 12, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 8-K

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

Date of report (Date of earliest event reported): June 12, 2014 (June 11, 2014)

Acadia Healthcare Company, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

001-35331
(Commission

46-2492228
(IRS Employer

of Incorporation)

File Number)

Identification No.)

830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067

(Address of Principal Executive Offices)

(615) 861-6000

(Registrant's Telephone Number, including Area Code)

Not Applicable

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (See General Instruction A.2. below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

On June 11, 2014, Acadia Healthcare Company, Inc., a Delaware corporation (Acadia or the Company), entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Jefferies LLC, as representatives of the several underwriters named therein (collectively, the Underwriters), and the selling stockholder named therein (collectively, the Selling Stockholder) in connection with the sale by Acadia and the Selling Stockholder (the Offering) of an aggregate of 7,727,273 shares (the Firm Shares) of Acadia's common stock, par value \$0.01 per share (Common Stock), at a public offering price of \$44.00 per share. Pursuant to the Underwriting Agreement, Acadia and the Selling Stockholder have granted the Underwriters a 30-day option to purchase an aggregate of up to an additional 1,159,090 shares of Common Stock, of which up to 1,154,521 shares could be sold by Acadia and up to 4,569 shares could be sold by the Selling Stockholder.

The net proceeds to the Company, after underwriting discounts and commissions and before giving effect to the Underwriters' option, if exercised, will be approximately \$325 million. Acadia intends to use the net proceeds from the Offering principally to fund the Company's acquisition strategy, particularly the planned acquisition of Partnerships in Care and the fees and expenses related to the transaction. Acadia will not receive any proceeds from the sale of shares of Common Stock by the Selling Stockholder. The closing of the sale of the Firm Shares is scheduled to occur on or about June 17, 2014.

The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions. Pursuant to the Underwriting Agreement, Acadia and the Selling Stockholder agreed to indemnify the underwriters against certain liabilities that could be incurred by them in connection with the Offering. In connection with the Offering, the directors and executive officers of the Company and the Selling Stockholder have entered into 60-day lock-up agreements.

The Underwriters and/or their affiliates have provided and in the future may provide investment banking, commercial banking and/or advisory services to Acadia from time to time for which they have received and in the future may receive customary fees and expenses and may have entered into and in the future may enter into other transactions with Acadia. In particular, affiliates of certain of the Underwriters are lenders under the Company's senior secured credit facility.

The Offering was made pursuant to a prospectus supplement and an accompanying prospectus filed with the Securities and Exchange Commission pursuant to Acadia's automatic shelf registration statement on Form S-3 (File No. 333-196611).

The foregoing summary of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the Underwriting Agreement attached hereto as Exhibit 1 and incorporated herein by reference.

Item 8.01. Other Events.

On June 11, 2014, Acadia issued a press release announcing the pricing of the Offering, a copy of which is attached hereto as Exhibit 99 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit Number	Description
1	Underwriting Agreement, dated June 11, 2014, by and among Acadia and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Jefferies LLC, as representatives of the several underwriters named therein, and the Selling Stockholder
5	Opinion of Waller Lansden Dortch & Davis, LLP
23	Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5)
99	Press release of Acadia Healthcare Company, Inc., dated June 11, 2014

SIGNATURE

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

ACADIA HEALTHCARE COMPANY, INC.

Date: June 12, 2014

By: /s/ Christopher L. Howard
Christopher L. Howard
Executive Vice President, Secretary and General
Counsel

EXHIBIT INDEX

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