

Acadia Healthcare Company, Inc.
Form 8-K
September 15, 2015

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): September 15, 2015 (September 14, 2015)

Acadia Healthcare Company, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction

of Incorporation)

001-35331
(Commission File Number)

45-2492228
(IRS Employer Identification

No.)

6100 Tower Circle, Suite 1000

Franklin, Tennessee
(Address of Principal Executive Offices)

37067
(Zip Code)

(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 September 14, 2015, Acadia Healthcare Company, Inc., a Delaware corporation (the Company) and its subsidiary guarantors named therein (the Guarantors) entered into a Purchase Agreement pursuant to which it agreed to sell \$275 million in aggregate principal amount of its 5.625% senior notes due 2023 (the Senior Notes due 2023) to Merrill Lynch, Pierce, Fenner & Smith Incorporated, Jefferies LLC and the several other initial purchasers named in Schedule 1 to the Purchase Agreement (the Initial Purchasers). The offering of the Senior Notes due 2023 is being made through a private placement to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the Act) and to certain non-U.S. persons in transactions outside the United States in reliance on Regulation S under the Act.

The Company intends to use its proceeds from the offering to fund a cash tender offer for any and all of its outstanding 12.875% senior notes due 2018, repay outstanding indebtedness under its senior secured revolving line of credit, and use any remaining proceeds for general corporate purposes, including to fund acquisition activity.

The description of the Purchase Agreement contained in this Current Report on Form 8-K is qualified in its entirety by reference to the complete text of the Purchase Agreement, a copy of which is filed as Exhibit 10 hereto and incorporated herein by reference.

Item 8.01. Other Events.

On September 14, 2015, the Company issued a press release announcing the pricing of its offering of Senior Notes due 2023. A copy of the press release is attached as Exhibit 99 to this Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

| Exhibit Number | Description |
|-----------------------|---|
| 10 | Purchase Agreement, dated September 14, 2015, by and among the Company, the Guarantors, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Jefferies LLC as representatives of the initial purchasers named therein |
| 99 | Press release, dated September 14, 2015 |

SIGNATURES

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: September 15, 2015

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

EXHIBIT INDEX

| Exhibit Number | Description |
|---------------------------|---|
| 10 | Purchase Agreement, dated September 14, 2015, by and among the Company, the Guarantors, Merrill Lynch, Pierce, Fenner & Smith Incorporated and Jefferies LLC as representatives of the initial purchasers named therein |
| 99 | Press release, dated September 14, 2015 |