

BCIP Trust Associates III-B
Form 4
August 18, 2015

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
BAIN CAPITAL INVESTORS LLC

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)
JOHN HANCOCK TOWER, 200
CLARENDON STREET

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/14/2015

___ Director ___ 10% Owner
___ Officer (give title below) ___X___ Other (specify below)
Member of 10% Owner Group

BOSTON, MA 02116

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | Code V Amount (A) or (D) Price | | | |
| Common Stock, par value \$0.01 | 08/14/2015 | | S | 2,351,137 D \$ 80.47 | 3,452,202 | I | See Footnotes (1) (2) (3) (4) (5) (6) (7) (8) |

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

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SEC 1474 (9-02)

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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 Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | 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 |
| BAIN CAPITAL INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |
| BCIP Associates III JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |
| BCIP Associates III, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |
| BCIP Associates III-B JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |
| BCIP Associates III-B, LLC JOHN HANCOCK TOWER, 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |
| BCIP Trust Associates III JOHN HANCOCK TOWER 200 CLARENDON STREET BOSTON, MA 02116 | | | | Member of 10% Owner Group |

BCIP T Associates III, LLC
JOHN HANCOCK TOWER, 200 CLARENDON
STREET
BOSTON, MA 02116

Member of 10% Owner
Group

BCIP Trust Associates III-B
JOHN HANCOCK TOWER
200 CLARENDON ST.
BOSTON, MA 02116

Member of 10% Owner
Group

BCIP T Associates III-B, LLC
JOHN HANCOCK TOWER, 200 CLARENDON
STREET
BOSTON, MA 02116

Member of 10% Owner
Group

BCIP Associates-G
JOHN HANCOCK TOWER
200 CLARENDON STREET
BOSTON, MA 02116

Member of 10% Owner
Group

Signatures

/s/ Christopher
Gordon

08/18/2015

Signature of
Reporting Person

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).

(1) Bain Capital Investors, LLC ("BCI") is the general partner of Bain Capital Partners VIII, L.P. ("BCP VIII"), which is the general partner of Bain Capital Fund VIII, L.P. ("BCF VIII"), which is the sole member of Bain Capital Fund VIII, LLC ("Fund VIII"). As a result, BCI, BCP VIII and BCF VIII may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by Fund VIII. Each of BCI, BCP VIII and BCF VIII disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, Fund VIII sold 2,000,505 shares of Common Stock. Following such sale, Fund VIII held 2,941,666 shares of Common Stock.

(2) BCI is the general partner of BCP VIII, which is the general partner of Bain Capital VIII Coinvestment Fund, L.P. ("BC VIII-CO"), which is the sole member of Bain Capital VIII Coinvestment Fund, LLC ("Fund VIII-CO"). As a result, BCI, BCP VIII and BC VIII-CO may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by Fund VIII-CO. Each of BCI, BCP VIII and BC VIII-CO disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, Fund VIII-CO sold 268,471 shares of Common Stock. Following such sale, Fund VIII-CO held 387,155 shares of Common Stock.

(3) BCI is also the general partner of Bain Capital (CR), L.P. ("BC CR"). As a result, BCI may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by BC CR. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BC CR sold 10,935 shares of Common Stock. Following such sale, BC CR held 15,768 shares of Common Stock.

(4) BCI is also the managing partner of BCIP Associates III ("BCIPA III"), which is the manager of BCIP Associates III, LLC ("BCIP III"). As a result, BCI and BCIPA III may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by BCIP III. Each of BCI and BCIPA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BCIP III sold 42,254 shares of Common Stock. Following such sale, BCIP III held 65,813 shares of Common Stock.

(5) BCI is also the managing partner of BCIP Associates III-B ("BCIPA III-B"), which is the manager of BCIP Associates III-B, LLC ("BCIP III-B"). As a result, BCI and BCIPA III-B may be deemed to share voting and dispositive power with respect to all of the shares of Common Stock held by BCIP III-B. Each of BCI and BCIPA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BCIP III-B sold 6,234 shares of Common Stock. Following such sale, BCIP

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III-B held 9,010 shares of Common Stock.

BCI is also the managing partner of BCIP Trust Associates III ("BCIPTA III"), which is the manager of BCIP T Associates III, LLC ("BCIPT III"). As a result, BCI and BCIPTA III may be deemed to share voting and dispositive power with respect to all of the shares of

(6) Common Stock held by BCIPT III. Each of BCI and BCIPTA III disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BCIPT III sold 20,712 shares of Common Stock. Following such sale, BCIPT III held 29,868 shares of Common Stock.

BCI is also the managing partner of BCIP Trust Associates III-B ("BCIPTA III-B"), which is the manager of BCIP T Associates III-B, LLC ("BCIPT III-B"). As a result, BCI and BCIPTA III-B may be deemed to share voting and dispositive power with respect to all of the

(7) shares of Common Stock held by BCIPT III-B. Each of BCI and BCIPTA III-B disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BCIPT III-B sold 1,273 shares of Common Stock. Following such sale, BCIPT III-B held 1,835 shares of Common Stock.

BCI is also the managing partner of BCIP Associates-G ("BCIP-G"). As a result, BCI may be deemed to share voting and dispositive

(8) power with respect to all of the shares of Common Stock held by BCIP-G. BCI disclaims beneficial ownership of such securities except to the extent of its pecuniary interest therein. On August 14, 2015, BCIP-G sold 753 shares of Common Stock. Following such sale, BCIP-G held 1,087 shares of Common Stock.

Remarks:

1 of 2

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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