

Acadia Healthcare Company, Inc.
Form 8-K
August 18, 2017

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): August 18, 2017 (August 16, 2017)

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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On August 16, 2017, Acadia Healthcare Company, Inc., a Delaware corporation (Acadia), entered into an underwriting agreement (the Underwriting Agreement) with Citigroup Global Markets Inc. (the Underwriter) and the selling stockholders named therein (collectively, the Selling Stockholders), in connection with the sale by the Selling Stockholders of an aggregate of 2,825,016 shares (the Shares) of Acadia s common stock, par value \$0.01 per share (Common Stock), at a price of \$50.69 per share (the Offering).

Acadia will not receive any proceeds from the Offering. The closing of the Offering is scheduled to occur on August 22, 2017.

The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions. Pursuant to the Underwriting Agreement, Acadia and the Selling Stockholders agreed to indemnify the Underwriter 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 Acadia and certain of the Selling Stockholders have entered into 45-day lock-up agreements.

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. 333-218648).

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 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit Number | Description |
|---------------------------|--|
| 1 | Underwriting Agreement, dated August 16, 2017, by and among Acadia, Citigroup Global Markets Inc. and the Selling Stockholders |
| 5 | Opinion of Waller Lansden Dortch & Davis, LLP |
| 23 | Consent of Waller Lansden Dortch & Davis, LLP (included in Exhibit 5) |

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: August 18, 2017

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

EXHIBIT INDEX

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