

Acadia Healthcare Company, Inc.

Form S-4

May 20, 2016

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As filed with the Securities and Exchange Commission on May 20, 2016

Registration No. 333-\_\_\_\_\_

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

**FORM S-4**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**ACADIA HEALTHCARE COMPANY, INC.\***

**(Exact Name of Registrant as Specified in its Charter)**

**Delaware**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**8093**  
**(Primary Standard Industrial**  
**Classification Code Number)**

**45-2492228**  
**(I.R.S. Employer**  
**Identification Number)**

**6100 Tower Circle, Suite 1000**

**Franklin, Tennessee 37067**

**(615) 861-6000**

**(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)**

**Christopher L. Howard**

**Executive Vice President, General Counsel and Secretary**

**Acadia Healthcare Company, Inc.**

**6100 Tower Circle, Suite 1000**

**Franklin, Tennessee 37067**

**(615) 861-6000**

**(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent for Service)**

*Copy to:*

**James H. Nixon III**

**Waller Lansden Dortch & Davis, LLP**

**511 Union Street, Suite 2700**

**Nashville City Center**

**Nashville, Tennessee 37219**

**(615) 244-6380**

\* The co-registrants listed on the next page are also included in this Form S-4 registration statement as additional registrants.

**Approximate Date of Commencement of Proposed Sale to the Public:** As soon as reasonably practicable after this registration statement becomes effective.

If the securities being registered on this form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the Securities Act), check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934 (Check One):

Large accelerated filer:  Accelerated filer:

Non-accelerated filer (Do not check if a smaller reporting company):  Smaller reporting company:

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issuer Tender Offer):

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer):

### CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities to Be Registered	Amount to be Registered	Proposed Maximum Offering Price per Note	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
6.500% Senior Notes due 2024	\$390,000,000	100%	\$390,000,000	\$39,273.00
Guarantees related to the 6.500% Senior Notes due 2024 (2)	N/A	N/A	N/A	N/A

(1) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(o) promulgated under the Securities Act.

- (2) No separate consideration will be received for the guarantees, and no separate fee is payable, pursuant to Rule 457(n) under the Securities Act.

**THE REGISTRANTS HEREBY AMEND THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANTS SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933, AS AMENDED, OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE SECURITIES EXCHANGE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.**

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<b>Name of Additional Registrants*</b>	<b>State or Other Jurisdiction of Incorporation or Formation</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
Abilene Behavioral Health, LLC	Delaware	8093	20-8041863
Abilene Holding Company, LLC	Delaware	8093	90-1036622
Acadia Management Company, LLC	Delaware	8093	20-3879717
Acadia Merger Sub, LLC	Delaware	8093	45-2352463
Acadiana Addiction Center, LLC	Delaware	8093	26-4178782
Advanced Treatment Systems, LLC	Virginia	8093	54-1876602
Ascent Acquisition CYPDC, LLC	Arkansas	8093	20-5189115
Ascent Acquisition PSC, LLC	Arkansas	8093	20-5099744
Ascent Acquisition, LLC	Arkansas	8093	20-5099728
Aspen Education Group, Inc.	California	8093	95-4678230
Aspen Youth, Inc.	California	8093	95-4773191
ATS of Cecil County, LLC	Virginia	8093	06-1561033
ATS of Delaware, LLC	Virginia	8093	31-1686117
ATS of North Carolina, LLC	Virginia	8093	31-1589568
Austin Behavioral Hospital, LLC	Delaware	8093	90-1028656
Austin Eating Disorders Partners, LLC	Missouri	8093	26-2741993
Baton Rouge Treatment Center, LLC	Louisiana	8093	72-1298904
Bayside Marin, Inc.	Delaware	8093	26-0494652
BCA of Detroit, LLC	Delaware	8093	26-3333652
Beckley Treatment Center, LLC	West Virginia	8093	31-1815119
Behavioral Centers of America, LLC	Delaware	8093	20-2789011
Belmont Behavioral Hospital, LLC	Delaware	8093	30-0827397
BGI of Brandywine, LLC	Virginia	8093	54-1405096
Bowling Green Inn of Pensacola, LLC	Virginia	8093	58-1795523
Bowling Green Inn of South Dakota, Inc.	Virginia	8093	54-1477879
California Treatment Services, LLC	California	8093	33-0329068
CAPS of Virginia, LLC	Virginia	8093	54-1805415
Cartersville Center, LLC	Georgia	8093	57-1074380
Cascade Behavioral Holding Company, LLC	Delaware	8093	32-0456044
Cascade Behavioral Hospital, LLC	Delaware	8093	90-0813876
Center for Behavioral Health HA, LLC	Pennsylvania	8093	05-0462164
Center for Behavioral Health ME, Inc.	Maine	8093	01-0475592
Center for Behavioral Health PA, LLC	Pennsylvania	8093	06-1292720
Centerpointe Community Based Services, LLC	Indiana	8093	30-0828425
Charleston Treatment Center, LLC	West Virginia	8093	55-0772536
Clarksburg Treatment Center, LLC	West Virginia	8093	55-0785369
Commodore Acquisition Sub, LLC	Delaware	8093	61-1697372
CRC ED Treatment, LLC	Delaware	8093	72-1604917
CRC Group, LLC	Delaware	8093	20-3678958

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CRC Health, LLC	Delaware	8093	73-1650429
CRC Health Oregon, Inc.	Oregon	8093	20-4966951
CRC Health Tennessee, LLC	Tennessee	8093	20-4882276
CRC Recovery, Inc.	Delaware	8093	94-3231485
CRC Wisconsin RD, LLC	Wisconsin	8093	26-2163057
Crossroads Regional Hospital, LLC	Delaware	8093	80-0948632
Delta Medical Services, LLC	Tennessee	8093	45-4350976
Detroit Behavioral Institute, Inc.	Massachusetts	8093	13-4265013
DHG Services, LLC	Delaware	8093	27-1209257
Discovery House, LLC	Pennsylvania	8093	06-1423345
Discovery House BC, LLC	Pennsylvania	8093	26-0580581
Discovery House BR, Inc.	Maine	8093	20-5934322
Discovery House CC, LLC	Pennsylvania	8093	47-2061080
Discovery House CU, LLC	Pennsylvania	8093	01-0720090
Discovery House Group, LLC	Delaware	8093	05-0501720
Discovery House HZ, LLC	Pennsylvania	8093	26-0580529
Discovery House LT, Inc.	Utah	8093	20-8457330
Discovery House MA, Inc.	Massachusetts	8093	47-1339387
Discovery House Monroeville, LLC	Pennsylvania	8093	20-1287179
Discovery House NC, LLC	Pennsylvania	8093	26-0580423
Discovery House of Central Maine, Inc.	Maine	8093	05-0497127
Discovery House TV, Inc.	Utah	8093	20-5568554
Discovery House UC, Inc.	Utah	8093	20-2895963
Discovery House Utah, Inc.	Utah	8093	06-1423346
Discovery House WC Inc.	Maine	8093	20-1287137
DMC-Memphis, LLC	Tennessee	8093	62-1650705
Duffy s Napa Valley Rehab, LLC	Delaware	8093	30-0879488
East Indiana Treatment Center, LLC	Indiana	8093	35-1928552
Evansville Treatment Center, LLC	Indiana	8093	35-1921842
Four Circles Recovery Center, LLC	Delaware	8093	20-4481458
Galax Treatment Center, LLC	Virginia	8093	54-1436056
Generations BH, LLC	Ohio	8093	80-0820243
Greenbrier Acquisition, LLC	Delaware	8093	36-4809884

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<b>Name of Additional Registrants*</b>	<b>State or Other Jurisdiction of Incorporation or Formation</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
Greenbrier Holdings, L.L.C.	Louisiana	8093	20-2894480
Greenbrier Hospital, L.L.C.	Louisiana	8093	05-0557888
Greenbrier Realty, L.L.C.	Louisiana	8093	N/A
Greenleaf Center, LLC	Delaware	8093	35-2450561
Habilitation Center, LLC	Arkansas	8093	74-2474097
Habit Opco, Inc.	Delaware	8093	20-5054049
Hermitage Behavioral, LLC	Delaware	8093	90-0784925
HMIH Cedar Crest, LLC	Delaware	8093	20-1915868
Huntington Treatment Center, LLC	West Virginia	8093	31-1815118
Indianapolis Treatment Center, LLC	Indiana	8093	35-1866298
Kids Behavioral Health of Montana, Inc.	Montana	8093	62-1681724
Lakeland Hospital Acquisition, LLC	Georgia	8093	58-2291915
McCallum Group, LLC	Missouri	8093	68-0547309
McCallum Properties, LLC	Missouri	8093	91-2194873
Millcreek School of Arkansas, LLC	Arkansas	8093	74-2474098
Millcreek Schools, LLC	Mississippi	8093	64-0653443
Milwaukee Health Services System, LLC	California	8093	33-0144867
Northeast Behavioral Health, LLC	Delaware	8093	30-0751914
Ohio Hospital for Psychiatry, LLC	Ohio	8093	02-0679468
Options Treatment Center Acquisition Corporation	Indiana	8093	03-0512678
Park Royal Fee Owner, LLC	Delaware	8093	N/A
Parkersburg Treatment Center, LLC	West Virginia	8093	31-1815116
PHC Meadowwood, LLC	Delaware	8093	45-1343206
PHC of Michigan, Inc.	Massachusetts	8093	04-3232990
PHC of Nevada, Inc.	Massachusetts	8093	04-3290453
PHC of Utah, Inc.	Massachusetts	8093	87-0401574
PHC of Virginia, LLC	Massachusetts	8093	04-2901824
Piney Ridge Treatment Center, LLC	Delaware	8093	20-5192904
Psychiatric Resource Partners, LLC	Delaware	8093	37-1647527
Quality Addiction Management, Inc.	Wisconsin	8093	39-1498501
Rebound Behavioral Health, LLC	South Carolina	8093	30-0701952
Red River Holding Company, LLC	Delaware	8093	80-0967600
Red River Hospital, LLC	Delaware	8093	35-2351651
Rehabilitation Centers, LLC	Mississippi	8093	64-0568382
Resolute Acquisition Corporation	Indiana	8093	03-0512672
Richmond Treatment Center, LLC	Indiana	8093	35-2022541
R.I.S.A.T., LLC	Rhode Island	8093	05-0444312
Riverview Behavioral Health, LLC	Texas	8093	26-3679084
RiverWoods Behavioral Health, LLC	Delaware	8093	26-2700697
Rolling Hills Hospital, LLC	Oklahoma	8093	20-5629197
RTC Resource Acquisition Corporation	Indiana	8093	03-0512675
Sahara Health Systems, L.L.C.	Louisiana	8093	20-0246398
San Diego Health Alliance	California	8093	95-3149367

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San Diego Treatment Services, LLC	California	8093	33-0234191
Serenity Knolls	California	8093	68-0213464
Seven Hills Hospital, Inc.	Delaware	8093	51-0578850
Shaker Clinic, LLC	Ohio	8093	06-1680672
Sheltered Living Incorporated	Texas	8093	76-0300425
Sierra Tucson Inc.	Delaware	8093	35-2250273
Skyway House, LLC	Delaware	8093	35-2520649
Sober Living by the Sea, Inc.	California	8093	33-0738764
Sonora Behavioral Health Hospital, LLC	Delaware	8093	20-5778133
Southern Indiana Treatment Center, LLC	Indiana	8093	35-1879147
Southwestern Children's Health Services, Inc.	Arizona	8093	86-0768611
Southwood Psychiatric Hospital, LLC	Pennsylvania	8093	25-1414990
Structure House, LLC	Delaware	8093	26-0166077
Success Acquisition, LLC	Indiana	8093	36-4785653
SUWS of the Carolinas, Inc.	Delaware	8093	95-4794120
Ten Broeck Tampa, LLC	Florida	8093	26-1938381
Ten Lakes Center, LLC	Ohio	8093	20-5270148
Texarkana Behavioral Associates, L.C.	Texas	8093	75-2888880
The Camp Recovery Center, LLC	California	8093	77-0411689
The Refuge, A Healing Place, LLC	Florida	8093	71-0943490
TK Behavioral Holding Company, LLC	Delaware	8093	80-0968123
TK Behavioral, LLC	Delaware	8093	32-0383042
Transcultural Health Development, Inc.	California	8093	95-3693122
Treatment Associates, Inc.	California	8093	33-0846311
Valley Behavioral Health System, LLC	Delaware	8093	32-0370029
Vermilion Hospital, LLC	Delaware	8093	20-4765040
Village Behavioral Health, LLC	Delaware	8093	27-0788813
Virginia Treatment Center, LLC	Virginia	8093	03-0401739
Vista Behavioral Holding Company, LLC	Delaware	8093	36-4801020
Vista Behavioral Hospital, LLC	Delaware	8093	80-0951740
Vita Nova, LLC	Rhode Island	8093	26-3429899



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<b>Name of Additional Registrants*</b>	<b>State or Other Jurisdiction of Incorporation or Formation</b>	<b>Primary Standard Industrial Classification Code Number</b>	<b>I.R.S. Employer Identification No.</b>
Volunteer Treatment Center, LLC	Tennessee	8093	62-1514921
WCHS, Inc.	California	8093	33-0652655
Webster Wellness Professionals, LLC	Missouri	8093	27-1752552
Wellplace, Inc.	Massachusetts	8093	13-4265014
Wheeling Treatment Center, LLC	West Virginia	8093	31-1815112
White Deer Realty, LLC	Pennsylvania	8093	23-2937977
White Deer Run, LLC	Pennsylvania	8093	22-3168733
Wichita Treatment Center Inc.	Kansas	8093	48-1127030
Williamson Treatment Center, LLC	West Virginia	8093	31-1815102
Wilmington Treatment Center, LLC	Virginia	8093	54-1436102
Youth and Family Centered Services of New Mexico, Inc.	New Mexico	8093	74-2753620
Youth Care of Utah, Inc.	Delaware	8093	94-3346533

\* Address and telephone numbers of principal executive offices are the same as those of Acadia Healthcare Company, Inc.

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**The information in this preliminary prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This preliminary prospectus is not an offer to sell these securities and it is not a solicitation of an offer to buy these securities in any jurisdiction where the offering is not permitted.**

**Subject to Completion, dated May 20, 2016**

**Preliminary Prospectus**

**\$390,000,000**

**ACADIA HEALTHCARE COMPANY, INC.**

**EXCHANGE OFFER FOR**

**6.500% SENIOR NOTES DUE 2024**

Offer (which we refer to as the Exchange Offer ) for outstanding 6.500% Senior Notes due 2024, in the aggregate principal amount of \$390,000,000 (which we refer to as the Outstanding Notes ), in exchange for up to \$390,000,000 in aggregate principal amount of 6.500% Senior Notes due 2024 which have been registered under the Securities Act of 1933, as amended (which we refer to as the Exchange Notes and, together with the Outstanding Notes, the notes ).

**Material Terms of the Exchange Offer:**

Expires 5:00 p.m., New York City time, on [\_\_\_\_], 2016, unless extended.

You may withdraw tendered Outstanding Notes any time before the expiration of the Exchange Offer.

Not subject to any condition other than that the Exchange Offer does not violate applicable law or any interpretation of the staff of the United States Securities and Exchange Commission (the SEC ).

We can amend or terminate the Exchange Offer.

We will not receive any proceeds from the Exchange Offer.

The exchange of Outstanding Notes for the Exchange Notes should not be a taxable exchange for United States federal income tax purposes. See [Certain Material United States Federal Income Tax Considerations](#).

**Terms of the Exchange Notes:**

The terms of the Exchange Notes are substantially identical to those of the Outstanding Notes, except the transfer restrictions, registration rights and additional interest provisions relating to the Outstanding Notes do not apply to the Exchange Notes.

The Exchange Notes and the related guarantees will be our and the guarantors' general unsecured senior obligations and will be subordinated to all of our and the guarantors' existing and future secured debt to the extent of the assets securing that secured debt. In addition, the Exchange Notes will be effectively subordinated to all of the liabilities of our subsidiaries that are not guaranteeing the Exchange Notes, to the extent of the assets of those subsidiaries.

The Exchange Notes will mature on March 1, 2024. The Exchange Notes will bear interest semi-annually in cash in arrears on March 1 and September 1 of each year. No interest will be paid on either the Exchange Notes or the Outstanding Notes at the time of the exchange. The Exchange Notes will accrue interest from and including the last interest payment date on which interest has been paid on the Outstanding Notes.

We may redeem the Exchange Notes in whole or in part from time to time. See [Description of the Exchange Notes](#).

**For a discussion of the specific risks that you should consider before tendering your Outstanding Notes in the Exchange Offer, see [Risk Factors](#) beginning on page 16 of this prospectus.**

There is no established trading market for the Outstanding Notes or the Exchange Notes.

Each broker-dealer that receives Exchange Notes for its own account pursuant to the Exchange Offer must acknowledge that it will deliver a prospectus in connection with any resale of such Exchange Notes. A broker-dealer who acquired Outstanding Notes as a result of market making or other trading activities may use this Exchange Offer prospectus, as supplemented or amended from time to time, in connection with any resales of the Exchange Notes.

**Neither the SEC nor any state securities commission has approved or disapproved of the Exchange Notes or passed upon the adequacy or accuracy of this prospectus. Any representation to the contrary is a criminal offense.**

**The date of this prospectus is [\_\_\_\_], 2016**

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