

PROVIDENCE SERVICE CORP
Form 4
August 14, 2013

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 *
Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol
PROVIDENCE SERVICE CORP
[PRSC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

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

Director 10% Owner
 Officer (give title below) Other (specify below)

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

08/12/2013

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

STAMFORD, CT 06902

(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 Beneficial Ownership (Instr. 4)
Common Stock	08/12/2013		J(1)	V Amount (A) or (D) Price	212,604 (1) \$ 28.71	2,322,350 (1) I	See Footnote (1)
Common Stock	08/12/2013		J(1)	V Amount (A) or (D) Price	144,783 (1) \$ 28.71	2,322,350 (1) I	See Footnote (1)
Common Stock	08/12/2013		J(1)	V Amount (A) or (D) Price	67,821 (1) \$ 28.71	2,322,350 (1) I	See Footnote (1)

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

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(9-02)

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 Beneficially Owned (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
Coliseum Capital Management, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Shackelton Christopher S METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital, LLC METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
COLISEUM CAPITAL PARTNERS L P METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902	X	X		
Coliseum Capital Partners II, L.P. METRO CENTER 1 STATION PLACE, 7TH FLOOR SOUTH STAMFORD, CT 06902			X	

BLACKWELL PARTNERS LLC
 C/O DUMAC, LLC X
 406 BLACKWELL STREET, SUITE 300
 DURHAM, NC 27701

Gray Adam
 METRO CENTER X X
 1 STATION PLACE, 7TH FLOOR SOUTH
 STAMFORD, CT 06902

Signatures

/s/ Christopher Shackelton		08/14/2013
	**Signature of Reporting Person	Date
Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager		08/14/2013
	**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: Christopher Shackelton, Manager		08/14/2013
	**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		08/14/2013
	**Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		08/14/2013
	**Signature of Reporting Person	Date
Blackwell Partners, LLC, By: Coliseum Capital Management, LLC, its Attorney-in-fact, By: Christopher Shackelton, Manager		08/14/2013
	**Signature of Reporting Person	Date
/s/ Adam Gray		08/14/2013
	**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) See Joint Filer Information on Exhibit 99.1 for information with respect to the nature of Coliseum Capital Management, LLC's indirect ownership and details regarding the transactions reported herein and the nature of the beneficial ownership of the reporting persons.

Remarks:

Christopher Shackelton is a director of the Issuer. As a result, Coliseum Capital, LLC, Coliseum Capital Partners, L.P. and Ad may be deemed directors by deputization of the Issuer solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.