

Gray Adam
Form 4
January 29, 2014

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)
01/21/2014

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

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(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)	
			Code	V	Amount or Price			
Common Stock	01/21/2014		M ⁽¹⁾		4,166 <u>(1)</u>	A	\$ 0 ⁽¹⁾ 2,326,516 ⁽¹⁾ I	See Footnote ⁽¹⁾
Common Stock	01/21/2014		D ⁽¹⁾		4,166 <u>(1)</u>	D	\$ 24.82 ⁽¹⁾ 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)

number.

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. Amount or Number of Shares
Phantom Stock	(1)	01/21/2014		M(1)	4,166 (1)	01/21/2014 01/21/2014	Common Stock	4,166 (1)

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	
			X	

BLACKWELL PARTNERS LLC
 C/O DUMAC, LLC
 280 SOUTH MANGUM STREET, SUITE 210
 DURHAM, NC 27701

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

Signatures

/s/ Christopher Shackelton		01/29/2014
	**Signature of Reporting Person	Date
Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager		01/29/2014
	**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: Christopher Shackelton, Manager		01/29/2014
	**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		01/29/2014
	**Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: Christopher Shackelton, Manager		01/29/2014
	**Signature of Reporting Person	Date
Blackwell Partners, LLC, By: Coliseum Capital Management, LLC, its Attorney-in-fact, By: Christopher Shackelton, Manager		01/29/2014
	**Signature of Reporting Person	Date
/s/ Adam Gray		01/29/2014
	**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., Coliseum Capital Management and Adam Gray 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.