

Gray Adam
Form 4
March 17, 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 *
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)
03/13/2015

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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	03/13/2015		M		2,065 (1) (2)	A	\$ 0 (1) 2,224,366	I	See Footnote (3)
Common Stock	03/13/2013		D		2,065 (1) (2)	D	\$ 46.17 (1) 2,222,301	I	See Footnote (3) (4)

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

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SEC 1474 (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	(2)	03/13/2015		M	2,065 (1)	03/13/2015 03/13/2015	Common Stock	2,065

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		
	X	X		

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 1 STATION PLACE, 7TH FLOOR SOUTH
 STAMFORD, CT 06902

Coliseum Capital Co-Invest, L.P.
 METRO CENTER
 1 STATION PLACE, 7TH FLOOR SOUTH X X
 STAMFORD, CT 06902

Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager	03/17/2015
__Signature of Reporting Person	Date
/s/ Christopher Shackelton	03/17/2015
__Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Christopher Shackelton, Manager	03/17/2015
__Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	03/17/2015
__Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	03/17/2015
__Signature of Reporting Person	Date
/s/ Adam Gray	03/17/2015
__Signature of Reporting Person	Date
Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Christopher Shackelton, Manager	03/17/2015
__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) Relates to cash settlement of phantom stock, each share of which is the economic equivalent of one share of the Issuer's common stock (the "Common Stock"). The cash settlement of 2,065 shares of phantom stock is reported for purposes of Form 4 as the disposition of the phantom stock and a simultaneous acquisition and disposition of the underlying Common Stock. The phantom stock is entitled to a cash payment equal to the fair market value of one share of the Common Stock as of the payment date based on the closing market price of the Common Stock on such date. The closing market price of the Common Stock on the March 13, 2015 payment date was \$46.17.
 - (2) The phantom stock was received by CCP pursuant to an agreement under which Shackelton assigned to CCP the right to receive all compensation (including equity compensation) that Shackelton would otherwise receive as a director of the Issuer. CC serves as the general partner for CCP and CCM serves as investment advisor to CCP, Shackelton and Gray are managers of and have an ownership interest in CC and may be deemed to have an indirect pecuniary interest in the phantom stock held by CCP due to CC's right to receive performance-related fees from CCP. Each of Shackelton, Gray, CC CCM and CCP disclaim beneficial ownership of the phantom stock except to the extent of that person's pecuniary interest therein.
 - (3) The Common Stock is held directly by (a) CCP, (b) CCP2 and (c) a separate account investment advisory client of CCM (the "Separate Account"). Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the shares held by the CCP, CCP2 and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from CCP and CCP2. Each of

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Shackelton, Gray, CCP, CCP2, the Separate Account, CC and CCM disclaim beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.

- (4) Following the transactions reported herein, the Separate Account directly beneficially owned 629,608 shares of Common Stock, CCP directly beneficially owned 1,253,004 shares of Common Stock and CCP2 directly beneficially owned 339,689 shares of Common Stock.

Remarks:

Christopher Shackelton ("Shackelton") is a director of the Issuer. As a result, the following persons may be deemed directors b

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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