

PROVIDENCE SERVICE CORP  
Form 8-K  
May 07, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): May 6, 2015**

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**The Providence Service Corporation**

**(Exact name of registrant as specified in its charter)**

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**Delaware**                      **001-34221**      **86-0845127**  
**(State or other jurisdiction**   **(Commission**   **(IRS Employer**  
**of incorporation)**              **File Number)**   **Identification No.)**

**64 East Broadway Blvd., Tucson, Arizona 85701**  
**(Address of principal executive offices) (Zip Code)**

**Registrant's telephone number, including area code: (520) 747-6600**

**Not Applicable**

**(Former name or former address, if changed since last report)**

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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:

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))

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**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

The stockholders of The Providence Service Corporation (the “Company”) previously approved an amendment to the certificate of incorporation of the Company, decreasing the minimum number of directors from five (5) to four (4). The certificate of amendment was filed with the Secretary of State of the State of Delaware on May 6, 2015. A copy of the certificate of amendment is furnished as Exhibit 3.1 hereto and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit<br/>Number</b> | <b>Description</b>   |
|---------------------------|--|
| 3.1                       | Certificate of Amendment to the Certificate of Incorporation of the Company, as filed with the Delaware Secretary of State on May 6, 2015. |

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**SIGNATURES**

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.

**THE PROVIDENCE SERVICE CORPORATION**

Date: May 7, 2015    By:    /s/ Michael-Bryant Hicks  
Name: Michael-Bryant Hicks  
Title: Senior Vice President, General Counsel,  
Corporate Secretary and Chief Compliance Officer