

Coliseum Capital Co-Invest, L.P.

Form 4

January 23, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(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)

METRO CENTER, 1 STATION
PLACE, 7TH FLOOR SOUTH

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/21/2015

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

STAMFORD, CT 06902

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

(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 (A) or (D)	Price				
Common Stock	01/21/2015		M ⁽¹⁾		4,167 ⁽¹⁾	A	⁽¹⁾	2,226,468 ⁽¹⁾	I	See Footnote ⁽¹⁾
Common Stock	01/21/2015		D ⁽¹⁾		4,167 ⁽¹⁾	D	\$ 37.31 ⁽¹⁾	2,222,301 ⁽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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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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Phantom Stock	(1)	01/21/2015		M(1)	4,167 (1)	01/21/2015	01/21/2015	Common Stock	4,167 (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		
	X	X		

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

Coliseum Capital Co-Invest, L.P.

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

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

Signatures

Coliseum Capital Management, LLC, By: /s/ Christopher Shackelton, Manager 01/23/2015

__Signature of Reporting Person

Date

/s/ Christopher Shackelton

01/23/2015

__Signature of Reporting Person

Date

Coliseum Capital, LLC, By: /s/ Christopher Shackelton, Manager

01/23/2015

__Signature of Reporting Person

Date

Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Christopher Shackelton, Manager

01/23/2015

__Signature of Reporting Person

Date

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Christopher Shackelton, Manager

01/23/2015

__Signature of Reporting Person

Date

Blackwell Partners LLC Series A, By: Coliseum Capital Management, LLC, its
Attorney-in-fact, By: /s/ Christopher Shackelton, Manager

01/23/2015

__Signature of Reporting Person

Date

/s/ Adam Gray

01/23/2015

__Signature of Reporting Person

Date

Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/
Christopher Shackelton, Manager

01/23/2015

__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) 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, the following persons may be deemed directors by deputization

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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