

PROVIDENCE SERVICE CORP  
Form 8-K  
March 17, 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): March 16, 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 2.02 Results of Operations and Financial Condition.**

On March 16, 2015, we issued a press release containing certain financial information for the quarter and year ended December 31, 2014. As noted in the press release, we have provided non-GAAP financial measures (earnings before interest, taxes, depreciation and amortization (EBITDA) and Adjusted EBITDA), the reasons we have provided such measures and a reconciliation of the non-GAAP measures to the most directly comparable GAAP measure. Readers should consider the non-GAAP measures in addition to, and not as a substitute for, the measure of financial performance prepared in accordance with GAAP. In this regard, GAAP refers to accounting principles generally accepted in the United States. A copy of the press release is being furnished hereto as Exhibit 99.1 and is incorporated herein by reference.

On our earnings call scheduled for March 17, 2015, we intend to provide certain pro forma financial measures assuming our acquisitions of both Ingeus Limited (“Ingeus”) and CCHN Group Holdings, Inc., the parent company of Community Care Health Network, Inc. (d/b/a Matrix Medical Network) (“Matrix”) occurred on January 1, 2013. The table below presents our revenue and a reconciliation of net income to Adjusted EBITDA for the year ended December 31, 2014, assuming that we had acquired Ingeus and Matirx on January 1, 2013:

	(in thousands) <b>Pro forma year ended December 31, 2014</b>
<b>Service revenue</b>	\$ 1,801,696
<b>Net income</b>	\$ 43,868
Interest expense, net	33,119
Provision for income taxes	19,643
Depreciation and amortization	61,953
<b>EBITDA</b>	158,583
Acquisition costs	167
Integration and restructuring charges	2,785
Ingeus acquisition related equity compensation	5,926
(Gain) on foreign currency translation	(37 )
Contingent consideration adjustments	(16,314 )
Asset impairment charges	6,915
Payments related to retirement of executive officers, net	511

**Adjusted EBITDA**

\$ 158,536

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Company's Press Release dated March 16, 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: March 16, 2015 By: /s/ Michael-Bryant Hicks  
Name: Michael-Bryant Hicks  
Title: Senior Vice President, General Counsel,  
Corporate Secretary and Chief Compliance  
Officer