

PROVIDENCE SERVICE CORP  
Form DEFA14A  
February 18, 2009

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 18, 2009**

**The Providence Service Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34221**  
(Commission File  
Number)

**86-0845127**  
(IRS Employer  
Identification No.)

**5524 East Fourth Street, Tucson, Arizona**  
(Address of principal executive offices)

**85711**  
(Zip Code)

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

**Not Applicable**

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

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:

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- 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))

**Item 8.01 Other Events.**

On February 18, 2009, The Providence Service Corporation (the Company ) responded to a demand letter for access to the Company's books and records that it had received on February 10, 2009 from an affiliate of Avalon Correctional Services, Inc. (Avalon ) pursuant to Section 220 of the Delaware General Corporation Law, as amended (the DGCL ). The demand letter is extremely broad in scope, and seeks access to various confidential information contained in the Company's books and records (the Demand for Books and Records ). In addition to alluding to a possible proxy contest to be brought by Avalon against the Company and including such proxy contest as one of the purposes for the demands made in the Demand for Books and Records, Avalon also includes a wide-ranging list of other purposes for requesting the information. The Demand for Books and Records provides no credible justification for the extraordinarily overbroad nature of the information being demanded. A copy of the Company's response to the Demand for Books and Records is attached hereto as Exhibit 99.1, and is incorporated herein by reference in its entirety. Any description contained herein of such document is qualified in its entirety by reference to the complete text of such document attached hereto.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit</b>	<b>Description</b>
99.1	Response of The Providence Service Corporation delivered on February 18, 2009 to an affiliate of Avalon Correctional Services, Inc. responding to its demand made on February 10, 2009 to inspect and copy various books and records of the Company.

**SIGNATURE**

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**

Dated: February 18, 2009

By: /s/ Michael N. Deitch  
Name: Michael N. Deitch  
Title: Chief Financial Officer

**EXHIBIT INDEX**

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