

PROVIDENCE SERVICE CORP

Form 8-K

November 20, 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): November 19, 2009

The Providence Service Corporation

(Exact name of registrant as specified in its charter)

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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:

- 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 November 19, 2009, a Special Meeting of Stockholders (the Special Meeting) of The Providence Service Corporation (the Company) was held to ratify the adoption by the Board of Directors of the Preferred Stock Rights Agreement, dated December 9, 2008, and as amended on October 9, 2009, by and between the Company and Computershare Trust Company, N.A., as rights agent (the Rights Agreement). At the Special Meeting, the proposal to ratify the adoption by the Board of Directors of the Rights Agreement was approved by a majority of stockholders present in person or represented by proxy and entitled to vote at the Special Meeting.

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: November 20, 2009

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