

PROVIDENCE SERVICE CORP
Form 8-K
September 22, 2010

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): September 17, 2010

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.)

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64 East Broadway Blvd., Tucson, Arizona
(Address of principal executive offices)

85701
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 17, 2010, The Providence Service Corporation (the Company) provided notice of non-renewal of the separate employment agreements dated March 22, 2007, all as amended, between the Company and each of Fletcher Jay McCusker, the Company's chief executive officer, Craig A. Norris, the Company's chief operating officer, Michael N. Deitch, the Company's chief financial officer, and Fred D. Furman, the Company's executive vice president and general counsel, pursuant to Section 3 of the respective employment agreements. As such, each employment agreement will terminate on March 22, 2011. The Company expects that it will enter into new employment agreements with each of the above named executive officers and such agreements are anticipated to include a double trigger change in control mechanism (which would require both a change in control and a negative employment action before certain change in control payments are payable under the employment agreements) rather than a single trigger change in control mechanism.

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: September 21, 2010

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