

Coliseum Capital Co-Invest, L.P.
Form 4
January 23, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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

(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)

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

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

METRO CENTER, 1 STATION PLACE, 7TH FLOOR SOUTH

(Street)

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

STAMFORD, CT 06902

(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 <u>(1)</u>	A	<u>(1)</u>	2,226,468 <u>(1)</u>	I	See Footnote <u>(1)</u>
Common Stock	01/21/2015		D ⁽¹⁾		4,167 <u>(1)</u>	D	\$ <u>(1)</u>	37.31 2,222,301 <u>(1)</u>	I	See Footnote <u>(1)</u>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control

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)	8. 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 X X
 STAMFORD, CT 06902

BLACKWELL PARTNERS LLC - SERIES A
 C/O DUMAC, LLC X X
 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.

Edgar Filing: Coliseum Capital Co-Invest, L.P. - Form 4

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.