Coliseum Capital Management, LLC Form 4

March 05, 2019

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB APPROVAL OMB

3235-0287 Number:

January 31, Expires: 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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

(Zip)

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Coliseum Capital Management, LLC

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PROVIDENCE SERVICE CORP

(Check all applicable)

[PRSC]

(Last) (First) (Middle)

(Street)

(State)

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

X_ Director Officer (give title below)

X 10% Owner Other (specify

105 ROWAYTON AVE.

03/03/2019

Filed(Month/Day/Year)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person _X_ Form filed by More than One Reporting

ROWAYTON, CT 06853

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Person

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	any Code		Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)		d of	5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)			
Common Stock	03/03/2019		M	1,032 (1) (2) (3)	A	\$ 0 (1) (2)	1,225,589	I	See Footnote (4)	
Common Stock	03/03/2019		D	1,032 (1) (2) (3)	D	\$ 69.5 (1) (2)	1,224,557	I	See Footnotes (4) (5)	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Edgar Filing: Coliseum Capital Management, LLC - Form 4

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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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 II S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Stock	<u>(1)</u>	03/03/2019		M		1,032	03/03/2019	03/03/2019	Common Stock	1,032	

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Plante, Plantess	Director	10% Owner	Officer	Other			
Coliseum Capital Management, LLC 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
Shackelton Christopher S 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
Coliseum Capital, LLC 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
COLISEUM CAPITAL PARTNERS, L.P. 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
Coliseum Capital Partners II, L.P. 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
Gray Adam 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					
Coliseum Capital Co-Invest, L.P. 105 ROWAYTON AVE. ROWAYTON, CT 06853	X	X					

Reporting Owners 2

Signatures

Coliseum Capital Management, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date
Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact Chivonne Cassar, Attorney-in-fact	03/05/2019
**Signature of Reporting Person	Date

Explanation of Responses:

the extent of that person's pecuniary interest therein.

- * 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).
- Each share of phantom stock is the economic equivalent of one share of the common stock (the "Common Stock") of The Providence Service Corporation (the "Issuer"). Each share of phantom stock is entitled to a cash payment equal to the fair market value of one share of the Common Stock as of the payment date based on the closing market price of the Common Stock as of such payment date, which was \$69.50 based on the closing price of the Common Stock on March 1, 2019.
- (2) The cash settlement of 1,032 shares of phantom stock is reported for purposes of Form 4 as the disposition of the phantom stock and a simultaneous acquisition and disposition of the underlying Common Stock.
 - The phantom stock was received by Coliseum Capital Partners, L.P. ("CCP") pursuant to an agreement under which Christopher Shackelton ("Shackelton") assigned to CCP the right to receive all compensation (including equity compensation) that Shackelton would otherwise receive as a director of the Issuer. Coliseum Capital, LLC ("CC") serves as the general partner for CCP and Coliseum
- Capital Partners II, L.P. ("CCP2"); Coliseum Capital Management, LLC ("CCM") serves as investment advisor to CCP and CCP2. Shackelton and Adam Gray ("Gray") are managers of and have an ownership interest in CC and may be deemed to have an indirect pecuniary interest in the phantom stock held by CCP due to CC's right to receive performance-related fees from CCP. Each of Shackelton, Gray, CC, CCM, CCP, CCP2, and Coliseum Capital Co-Invest, L.P. ("CCC") disclaims beneficial ownership of the phantom stock except to the extent of that person's pecuniary interest therein.
- The Common Stock is held directly by (a) CCP, (b) CCP2 and (c) a separate account investment advisory client of CCM (the "Separate Account"). Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the shares held by the CCP, CCP2 and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from CCP and CCP2. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC, CCM and CCC disclaims beneficial ownership of these securities except to
- (5) Following the transactions reported herein, CCP, CCP2, the Separate Account and CCC directly owned 625,591; 207,475; 391,491; and 0 shares of Common Stock, respectively.

Signatures 3

Edgar Filing: Coliseum Capital Management, LLC - Form 4

Remarks:

Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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.