

Acadia Healthcare Company, Inc.
Form SC 13G/A
February 14, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Acadia Healthcare Company, Inc.

(Name of issuer)

Common Stock, par value \$0.01

(Title of class of securities)

00404A109

(CUSIP number)

December 31, 2012

(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page. The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13G

CUSIP No. 00404A109

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(1) Names of reporting persons

Waud Capital Partners II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 4,834,295 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

4,834,295 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

4,834,295 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

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9.7% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus Supplement (Registration No. 333-184456) of Acadia Healthcare Company, Inc. (the Company) filed with the Securities and Exchange Commission on December 7, 2012 pursuant to Rules 424(b)(5) and 424(b)(7) (the Prospectus).

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CUSIP No. 00404A109

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(1) Names of reporting persons

Waud Capital Partners QP II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares
 (6) Shared voting power

beneficially

owned by
 each (7) Sole dispositive power

reporting

person
 (8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

7.5% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Reeve B. Waud 2011 Family Trust

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Illinois

(5) Sole voting power

Number of

shares (6) Shared voting power

beneficially

owned by
each (7) Sole dispositive power

reporting

person (8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

1.3% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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CUSIP No. 00404A109

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(1) Names of reporting persons

Waud Family Partners, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 72,057 (See Item 4)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

72,057 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

72,057 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.1% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

WCP FIF II (Acadia), L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 568,655 (See Item 4)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

568,655 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

568,655 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

1.1% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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CUSIP No. 00404A109

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(1) Names of reporting persons

Waud Capital Affiliates II, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 582,401 (See Item 4)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

582,401 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

582,401 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

1.2% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Waud Capital Affiliates III, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) Shared voting power

beneficially

owned by (7) Sole dispositive power
each

reporting

person (8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.6% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

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(1) Names of reporting persons

WCP FIF III (Acadia), L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 811,863 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

811,863 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

811,863 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

1.6% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Waud Capital Partners QP III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 1,849,888 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

1,849,888 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

1,849,888 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

3.7% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Waud Capital Partners III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 327,133 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

(9) 327,133 (See Item 4)
Aggregate amount beneficially owned by each reporting person

(10) 327,133 (See Item 4)
Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.7% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Waud Capital Partners Management II, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares
(6) Shared voting power

beneficially

owned by
each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

19.5% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Waud Capital Partners II, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares
(6) Shared voting power

beneficially

owned by
each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

19.5% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

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(1) Names of reporting persons

Waud Capital Partners Management III, L.P.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 3,287,773 (See Item 4)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

3,287,773 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

3,287,773 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

6.6% (See Item 4)

(12) Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

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(1) Names of reporting persons

Waud Capital Partners III, L.L.C.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Delaware

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 3,287,773 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

3,287,773 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

3,287,773 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

6.6% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

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(1) Names of reporting persons

Reeve B. Waud

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
 Shared voting power

beneficially

owned by (7) 14,553,624 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
 Shared dispositive power

with:

14,553,624 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

14,553,624 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

29.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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CUSIP No. 00404A109

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(1) Names of reporting persons

Joey A. Jacobs

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 1,077,334 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

1,077,334 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

1,077,334 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

2.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Joey A. Jacobs 2011 Grantor Retained Annuity Trust (Acadia)

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Tennessee

(5) Sole voting power

Number of

shares 0
(6) Shared voting power

beneficially

owned by 878,519 (See Item 4)
each (7) Sole dispositive power

reporting

person 0
(8) Shared dispositive power

with:

878,519 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

878,519 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

1.8% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

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(1) Names of reporting persons

Brent Turner

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 290,157 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

290,157 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

290,157 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.6% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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CUSIP No. 00404A109

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(1) Names of reporting persons

William Brent Turner 2011 Grantor Retained Annuity Trust

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Tennessee

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 236,925 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

236,925 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

236,925 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Norman K. Carter, III

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 240,896 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

240,896 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

240,896 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Ronald M. Fincher

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
 Shared voting power

beneficially

owned by (7) 248,663 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
 Shared dispositive power

with:

248,663 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

248,663 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Ron Fincher 2011 Grantor Retained Annuity Trust

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

Tennessee

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 177,694 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

177,694 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

177,694 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

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(11) Percent of class represented by amount in Row (9)

0.4% (See Item 4)

(12) Type of reporting person (see instructions)

OO

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Jack E. Polson

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) Shared voting power

beneficially

owned by (7) Sole dispositive power
each

reporting

person (8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Christopher L. Howard

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 243,121 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

243,121 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

243,121 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

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(1) Names of reporting persons

Danny E. Carpenter

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
Shared voting power

beneficially

owned by (7) 81,334 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
Shared dispositive power

with:

81,334 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

81,334 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

Page 27 of 44

(1) Names of reporting persons

Karen M. Prince

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) Shared voting power

beneficially

owned by
each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.4% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

Page 28 of 44

(1) Names of reporting persons

Robert W. Swinson

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
 Shared voting power

beneficially

owned by (7) 92,351 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
 Shared dispositive power

with:

92,351 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

92,351 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

Page 29 of 44

(1) Names of reporting persons

Fred T. Dodd, Jr.

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares
(6) Shared voting power

beneficially

owned by
each (7) Sole dispositive power

reporting

person
(8) Shared dispositive power

with:

(9) Aggregate amount beneficially owned by each reporting person

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

SCHEDULE 13G

CUSIP No. 00404A109

Page 30 of 44

(1) Names of reporting persons

Randall P. Goldberg

(2) Check the appropriate box if a member of a group (see instructions)

(a) (b)

(3) SEC use only

(4) Citizenship or place of organization

United States

(5) Sole voting power

Number of

shares (6) 0
 Shared voting power

beneficially

owned by (7) 12,167 (See Item 4)
each Sole dispositive power

reporting

person (8) 0
 Shared dispositive power

with:

12,167 (See Item 4)

(9) Aggregate amount beneficially owned by each reporting person

12,167 (See Item 4)

(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

Edgar Filing: Acadia Healthcare Company, Inc. - Form SC 13G/A

(11) Percent of class represented by amount in Row (9)

0.0% (See Item 4)

(12) Type of reporting person (see instructions)

IN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus.

Item 1(a) Name of Issuer:

Acadia Healthcare Company, Inc. (the Company)

Item 1(b) Address of Issuer's Principal Executive Offices:

The Company's principal executive offices are at 830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067.

Item 2(a) Name of Person Filing:

This Amendment No. 1 to Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Act: (i) Waud Capital Partners II, L.P. (WCP II); (ii) Waud Capital Partners QP II, L.P. (Waud QP II); (iii) the Reeve B. Waud 2011 Family Trust (the Waud Family Trust); (iv) Waud Family Partners, L.P. (WFP LP); (v) WCP FIF II (Acadia), L.P. (WCP FIF II); (vi) Waud Capital Affiliates II, L.L.C. (Waud Affiliates II); (vii) Waud Capital Affiliates III, L.L.C. (Waud Affiliates III); (viii) WCP FIF III (Acadia), L.P. (WCP FIF III); (ix) Waud Capital Partners QP III, L.P. (Waud QP III); (x) Waud Capital Partners III, L.P. (WCP III); (xi) Reeve B. Waud; (xii) Waud Capital Partners Management II, L.P. (WCPM II); (xiii) Waud Capital Partners II, L.L.C. (Waud II LLC); (xiv) Waud Capital Partners Management III, L.P. (WCPM III); (xv) Waud Capital Partners III, L.L.C. (Waud III LLC); (xvi) Joey A. Jacobs; (xvii) the Joey A. Jacobs 2011 Grantor Retained Annuity Trust (Acadia) (the Jacobs Family Trust); (xviii) Brent Turner; (xix) the William Brent Turner 2011 Grantor Retained Annuity Trust (the Turner Family Trust); (xx) Norman K. Carter, III; (xxi) Ronald M. Fincher; (xxii) the Ron Fincher 2011 Grantor Retained Annuity Trust (the Fincher Family Trust); (xxiii) Jack E. Polson; (xxiv) Christopher L. Howard; (xxv) Danny E. Carpenter; (xxvi) Karen M. Prince; (xxvii) Robert W. Swinson; (xxviii) Fred T. Dodd, Jr.; and (xxix) Randall P. Goldberg (collectively, the Reporting Persons).

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2013, a copy of which is attached as Exhibit A to this statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the following Reporting Persons is 300 N. LaSalle Street, Suite 4900, Chicago, Illinois 60654: WCP II; Waud QP II; the Waud Family Trust; WFP LP; WCP FIF II; Waud Affiliates II; Waud Affiliates III; WCP FIF III; Waud QP III; WCP III; Mr. Waud; WCPM II; Waud II LLC; WCPM III; and Waud III LLC.

The address of the principal business office of the other Reporting Persons is c/o Acadia Healthcare Company, Inc., 830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067.

Item 2(c) Citizenship:

WCP II, Waud QP II, WFP LP, WCP FIF II, Waud Affiliates II, Waud Affiliates III, WCP FIF III, Waud QP III, WCP III, WCPM II, Waud II LLC, WCPM III and Waud III LLC were organized under the laws of the State of Delaware.

The Waud Family Trust was organized under the laws of the State of Illinois.

The Jacobs Family Trust, the Turner Family Trust and the Fincher Family Trust were organized under the laws of the State of Tennessee.

Messrs. Waud, Jacobs, Turner, Carter, Fincher, Polson, Howard, Carpenter, Swinson, Dodd and Goldberg and Ms. Prince are citizens of the United States.

Item 2(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share (the Common Stock)

Item 2(e) CUSIP Number:

00404A109

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G).
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).
- (j) Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Not Applicable.

Item 4 Ownership:

- (a) Amount beneficially owned: In the aggregate, the Reporting Persons beneficially own 14,553,624 shares of Common Stock. 11,757,454 of the reported shares of Common Stock (the Waud Shares) are owned of record as follows: (i) 2,038,125 shares by WCP II; (ii) 3,726,016 shares by Waud QP II; (iii) 648,507 shares by the Waud Family Trust; (iv) 72,057 shares by WFP LP; (v) 568,655 shares by WCP FIF II; (vi) 582,401 shares by Waud Affiliates II; (vii) 298,889 shares by Waud Affiliates III; (viii) 811,863 shares by WCP FIF III; (ix) 1,849,888 shares by Waud QP III; (x) 327,133 shares by WCP III; (xi) 4,920 shares by Mr. Waud; (xii)

795,667 shares by Crystal Cove LP; and (xiii) 33,333 shares by Melissa W. Waud, Mr. Waud's wife. WCPM II, as the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II, and Waud II LLC, as the general partner of WCPM II, may be deemed to share beneficial ownership of the shares of Common Stock held of record by such Reporting Person(s). WCPM III, as the general partner of WCP FIF III, Waud QP III and WCP III and the manager of Waud Affiliates III, and Waud III LLC, as the general partner of WCPM III, may be deemed to share beneficial ownership of the shares of Common Stock held of record by such Reporting Person(s). Mr. Waud may be deemed to beneficially own the Waud Shares by virtue of his (A) making decisions for the limited partner committee of each of WCPM II and WCPM III, (B) being the manager of Waud II LLC and Waud III LLC, (C) being the general partner of WFP LP and Crystal Cove LP, (D) being the investment advisor of the Waud Family Trust and (E) being married to Ms. Waud.

In connection with the Company's acquisition of PHC, Inc., certain affiliates of Waud Capital Partners, L.L.C. (Waud Capital Partners) entered into a stockholders agreement (the Stockholders Agreement) with the Company and certain members of the Company's management. The members of the Company's management party to the Stockholders Agreement granted WCP II a proxy to vote their shares in connection with the election and removal of directors and certain other matters in the manner directed by the holders of a majority of the stock held by Waud Capital Partners. As a result of the foregoing, WCP II, WCPM II, Waud II LLC and Mr. Waud may also be deemed to share beneficial ownership of the remaining 2,796,170 of the reported shares of Common Stock held by the members of Acadia's management that have granted Waud Capital Partners a proxy pursuant to the Stockholders Agreement (the Acadia Management Shares). The Acadia Management Shares are owned of record as follows: (1) 198,815 shares by Mr. Jacobs, (2) 878,519 shares by the Jacobs Family Trust, (3) 53,232 shares by Mr. Turner, (4) 236,925 shares by the Turner Family Trust, (5) 240,896 shares by Mr. Carter, (6) 70,969 shares by Mr. Fincher, (7) 177,694 shares by the Fincher Family Trust, (8) 234,907 shares by Mr. Polson, (9) 243,121 shares by Mr. Howard, (10) 81,334 shares by Mr. Carpenter, (11) 188,326 shares by Ms. Prince, (12) 92,351 shares by Mr. Swinson, (13) 86,914 shares by Mr. Dodd and (14) 12,167 shares by Mr. Goldberg.

As the trustee of the Jacobs Family Trust, Mr. Jacobs may be deemed to beneficially own the Acadia Management Shares owned of record by the Jacobs Family Trust. As the trustee of the Turner Family Trust, Mr. Turner may be deemed to beneficially own the Acadia Management Shares owned of record by the Turner Family Trust. As the trustee of the Fincher Family Trust, Mr. Fincher may be deemed to beneficially own the Acadia Management Shares owned of record by the Fincher Family Trust.

- (b) Percent of class: In the aggregate, the Reporting Persons beneficially own 14,553,624 shares of Common Stock, or 29.2% of the total number of shares of Common Stock outstanding.

All percentages calculated in this Schedule 13G are based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Company's Prospectus Supplement (Registration No. 333-184456) filed with the Securities and Exchange Commission on December 7, 2012 pursuant to Rules 424(b)(5) and 424(b)(7).

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: See Item 5 on the cover pages hereto.

(ii) shared power to vote or to direct the vote: See Item 6 on the cover pages hereto.

(iii) sole power to dispose or to direct the disposition of: See Item 7 on the cover pages hereto.

(iv) shared power to dispose or to direct the disposition of: See Item 8 on the cover pages hereto.

Pursuant to Rule 13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as an admission that any such person is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any securities covered by this statement held by any other person, except WCP II with respect to the Acadia Management Shares over which it has a proxy. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More Than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

See Items 2(a) 2(c).

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

Not Applicable.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

By: /s/ Reeve B. Waud
Name: Reeve B. Waud

By: /s/ Joey A. Jacobs
Name: Joey A. Jacobs

By: /s/ Brent Turner
Name: Brent Turner

By: /s/ Norman K. Carter, III
Name: Norman K Carter, III

By: /s/ Ronald M. Fincher
Name: Ronald M. Fincher

By: /s/ Jack E. Polson
Name: Jack E. Polson

By: /s/ Christopher L. Howard
Name: Christopher L. Howard

By: /s/ Danny E. Carpenter
Name: Danny E. Carpenter

By: /s/ Karen M. Prince
Name: Karen M. Prince

By: /s/ Robert W. Swinson
Name: Robert W. Swinson

By: /s/ Fred T. Dodd, Jr.
Name: Fred T. Dodd, Jr.

By: /s/ Randall P. Goldberg
Name: Randall P. Goldberg

WAUD CAPITAL PARTNERS II, L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS QP II, L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WCP FIF II (ACADIA), L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

**WAUD CAPITAL PARTNERS MANAGEMENT II,
L.P.**

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS II, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS MANAGEMENT III, L.P.

By: Waud Capital Partners III, L.L.C.
Its: General Partners

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS III, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS III, L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS QP III, L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD FIF III (ACADIA), L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL AFFILIATES II, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL AFFILIATES III, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD FAMILY PARTNERS, L.P.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

REEVE B. WAUD 2011 FAMILY TRUST

By: /s/ Cornelius B. Waud
Name: Cornelius B. Waud
Its: Trustee

JOEY A. JACOBS 2011 GRANTOR RETAINED

ANNUITY TRUST (ACADIA)

By: /s/ Joey A. Jacobs
Name: Joey A. Jacobs
Its: Trustee

WILLIAM BRENT TURNER 2011 GRANTOR

RETAINED ANNUITY TRUST

By: /s/ Brent Turner
Name: Brent Turner
Its: Trustee

RON FINCHER 2011 GRANTOR RETAINED

ANNUITY TRUST

By: /s/ Ronald M. Fincher
Name: Ronald M. Fincher
Its: Trustee

Exhibit A

AGREEMENT REGARDING THE JOINT FILING OF SCHEDULE 13G

The undersigned hereby agree that a single Schedule 13G (or any amendment thereto) relating to the common stock of Acadia Healthcare Company, Inc. may be filed on behalf of each of the undersigned and that this Agreement shall be filed as an exhibit to such Schedule 13G.

Date: February 14, 2013

By: /s/ Reeve B. Waud
Name: Reeve B. Waud

By: /s/ Joey A. Jacobs
Name: Joey A. Jacobs

By: /s/ Brent Turner
Name: Brent Turner

By: /s/ Norman K. Carter, III
Name: Norman K. Carter, III

By: /s/ Ronald M. Fincher
Name: Ronald M. Fincher

By: /s/ Jack E. Polson
Name: Jack E. Polson

By: /s/ Christopher L. Howard
Name: Christopher L. Howard

By: /s/ Danny E. Carpenter
Name: Danny E. Carpenter

By: /s/ Karen M. Prince
Name: Karen M. Prince

By: /s/ Robert W. Swinson
Name: Robert W. Swinson

By: /s/ Fred T. Dodd, Jr.
Name: Fred T. Dodd, Jr.

By: /s/ Randall P. Goldberg
Name: Randall P. Goldberg

[Signature Page to Joint Filing Agreement]

WAUD CAPITAL PARTNERS II, L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS QP II, L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WCP FIF II (ACADIA), L.P.

By: Waud Capital Partners Management II, L.P.
Its: General Partner

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

**WAUD CAPITAL PARTNERS MANAGEMENT II,
L.P.**

By: Waud Capital Partners II, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS II, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

[Signature Page to Joint Filing Agreement]

WAUD CAPITAL PARTNERS MANAGEMENT

III, L.P.

By: Waud Capital Partners III, L.L.C.
Its: General Partners

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS III, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS III, L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL PARTNERS QP III, L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD FIF III (ACADIA), L.P.

By: Waud Capital Partners Management III, L.P.
Its: General Partner

By: Waud Capital Partners III, L.L.C.
Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

[Signature Page to Joint Filing Agreement]

WAUD CAPITAL AFFILIATES II, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD CAPITAL AFFILIATES III, L.L.C.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

WAUD FAMILY PARTNERS, L.P.

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
Its: Authorized Signatory

REEVE B. WAUD 2011 FAMILY TRUST

By: /s/ Cornelius B. Waud
Name: Cornelius B. Waud
Its: Trustee

[Signature Page to Joint Filing Agreement]

JOEY A. JACOBS 2011 GRANTOR RETAINED

ANNUITY TRUST (ACADIA)

By: /s/ Joey A. Jacobs
Name: Joey A. Jacobs
Its: Trustee

WILLIAM BRENT TURNER 2011 GRANTOR

RETAINED ANNUITY TRUST

By: /s/ Brent Turner
Name: Brent Turner
Its: Trustee

RON FINCHER 2011 GRANTOR RETAINED

ANNUITY TRUST

By: /s/ Ronald M. Fincher
Name: Ronald M. Fincher
Its: Trustee

[Signature Page to Joint Filing Agreement]