
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): May 15, 2012

Acadia Healthcare Company, Inc.

(Exact name of registrant as specified in its charter)

Delaware
**(State or other jurisdiction
of incorporation)**

001-35331
**(Commission
File Number)**

46-2492228
**(IRS Employer
Identification No.)**

830 Crescent Centre Drive, Suite 610
Franklin, Tennessee 37067
(Address of Principal executive offices, including Zip Code)

615-861-6000
(Registrant's telephone number, including area code)

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))
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Item 1.01. Entry into a Material Definitive Agreement.

On May 15, 2012, Acadia Healthcare Company, Inc. (“Acadia”) entered into an underwriting agreement (the “Underwriting Agreement”) with Citigroup Global Markets Inc., Merrill Lynch, Pierce, Fenner & Smith Incorporated, and Jefferies & Company, Inc., as representatives of the several underwriters named therein, in connection with the offering of 8,250,000 shares of Acadia’s common stock (the “Offering”) at a public offering price of \$15.50 per share. The Underwriting Agreement grants the underwriters a 30-day option to purchase an additional 1,237,500 shares of Acadia’s common stock from Acadia, which the underwriters exercised in full on May 17, 2012. The Underwriting Agreement contains customary representations, warranties, covenants and closing conditions. In the Underwriting Agreement, Acadia agreed to indemnify the underwriters against certain liabilities that could be incurred by them in connection with the Offering.

The closing of the sale of the shares contemplated by the Underwriting Agreement, including shares sold pursuant to the underwriters’ option to purchase additional shares, occurred on May 21, 2012. Acadia received approximately \$139 million in net proceeds from the Offering, after deducting underwriting discounts and commissions and estimated expenses of the Offering. Acadia expects to use the net proceeds from the Offering principally to fund its acquisition strategy, and otherwise for general corporate purposes.

The Offering was made pursuant to a prospectus dated May 15, 2012, filed as part of Acadia’s registration statement on Form S-1 (File No. 333-181025), as amended (the “Registration Statement”), originally filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2012. The SEC declared the Registration Statement effective on May 15, 2012.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the form of Underwriting Agreement filed as Exhibit 1.1 to the Registration Statement.

Item 8.01. Other Events.

On May 16, 2012, Acadia issued a press release announcing the pricing of the Offering. The press release is attached hereto as Exhibit 99.1 and is incorporated in this Item 8.01 by reference.

On May 21, 2012, Acadia issued a press release announcing the closing of the Offering and the exercise of the underwriters’ option to purchase additional shares. The press release is attached hereto as Exhibit 99.2 and is incorporated in this Item 8.01 by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Acadia Healthcare Company, Inc., dated May 16, 2012.
99.2	Press Release of Acadia Healthcare Company, Inc., dated May 21, 2012.

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.

ACADIA HEALTHCARE COMPANY, INC.

By: /s/ Christopher L. Howard
Christopher L. Howard
Executive Vice President, General Counsel

Date: May 21, 2012

Exhibit Index

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**Contact:**

Brent Turner
President
(615) 861-6000

Acadia Healthcare Announces Pricing of Follow-On Offering of 8,250,000 Shares of Common Stock

FRANKLIN, Tenn. – May 16, 2012 — Acadia Healthcare Company, Inc. (NASDAQ: ACHC) (the “Company”) today announced the pricing of a registered follow-on offering of 8,250,000 shares of its common stock at a public offering price of \$15.50 per share. In addition, the Company has granted the underwriters a 30-day option to purchase up to an additional 1,237,500 shares of common stock.

The Company intends to use the proceeds from this offering principally to fund its acquisition strategy. The Company plans to use the proceeds for general corporate purposes to the extent not used for acquisitions.

Citigroup, BofA Merrill Lynch and Jefferies & Company, Inc. are acting as joint bookrunners for the offering, and Raymond James & Associates, Inc., RBC Capital Markets, LLC and Avondale Partners, LLC are acting as co-managers. The offering is being made only by means of a written prospectus, copies of which may be obtained by contacting: Citigroup, Attention: Prospectus Department, Brooklyn Army Terminal, 140 East 58th Street, 8th Floor, Brooklyn, NY 11220 or telephone: (800) 831-9146 or email: BATProspectusdept@citi.com; BofA Merrill Lynch, Attn: Prospectus Department, 4 World Financial Center, New York, NY 10080 or email: dg.prospectus_requests@baml.com; or from Jefferies & Company, Inc., 520 Madison Ave., 12th Floor, New York, NY 10022, Attn: Equity Syndicate Prospectus Department or telephone (877) 547-6340 or email Prospectus_Department@Jefferies.com. A registration statement relating to the shares of common stock of the Company has been declared effective by the Securities and Exchange Commission.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Forward-Looking Statements

This news release contains forward-looking statements. Generally words such as “may,” “will,” “should,” “could,” “anticipate,” “expect,” “intend,” “estimate,” “plan,” “continue,” and “believe” or the negative of or other variation on these and other similar expressions identify forward-looking statements. These forward-looking statements are made only as of the date of this news

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May 16, 2012

release. The Company does not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are based on current expectations and involve risks and uncertainties and Acadia's future results could differ significantly from those expressed or implied by the forward-looking statements.

About Acadia

Acadia is a provider of inpatient behavioral health care services. Acadia operates a network of 33 behavioral health facilities with approximately 2,150 licensed beds in 19 states. Acadia provides psychiatric and chemical dependency services to its patients in a variety of settings, including inpatient psychiatric hospitals, residential treatment centers, outpatient clinics and therapeutic school-based programs.

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**Contact:**

Brent Turner
President
(615) 861-6000

Acadia Healthcare Announces Closing of Follow-On Offering and Exercise of Option to Purchase Additional Shares

FRANKLIN, Tenn. – May 21, 2012 — Acadia Healthcare Company, Inc. (NASDAQ: ACHC) (the “Company”) today announced the closing of its previously announced registered follow-on offering of 8,250,000 shares of its common stock at a public offering price of \$15.50 per share. Prior to closing, the underwriters exercised in full their option to purchase an additional 1,237,500 shares of common stock from the Company. As a result, the total offering size was 9,487,500 shares of common stock.

Acadia received approximately \$139 million in net proceeds from the offering, after deducting underwriting discounts and commissions and estimated expenses of the offering. Acadia expects to use the net proceeds from this offering principally to fund its acquisition strategy. The Company plans to use the net proceeds for general corporate purposes to the extent not used for acquisitions.

Citigroup, BofA Merrill Lynch and Jefferies & Company, Inc. acted as joint bookrunners for the offering, and Raymond James & Associates, Inc., RBC Capital Markets, LLC and Avondale Partners, LLC acted as co-managers. The offering was made only by means of a written prospectus, copies of which may be obtained by contacting: Citigroup, Attention: Prospectus Department, Brooklyn Army Terminal, 140 East 58th Street, 8th Floor, Brooklyn, NY 11220 or telephone: (800) 831-9146 or email: BATProspectusdept@citi.com; BofA Merrill Lynch, Attn: Prospectus Department, 4 World Financial Center, New York, NY 10080 or email: dg.prospectus_requests@baml.com; or from Jefferies & Company, Inc., 520 Madison Ave., 12th Floor, New York, NY 10022, Attn: Equity Syndicate Prospectus Department or telephone (877) 547-6340 or email Prospectus_Department@Jefferies.com. A registration statement relating to these shares of common stock of the Company was declared effective by the Securities and Exchange Commission (the “SEC”) on May 15, 2012. The final prospectus may also be obtained on the SEC’s website at <http://www.sec.gov>.

This press release shall not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

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