UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D/A (Rule 13d-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

> Under the Securities Exchange Act of 1934 (Amendment No. 3)

Acadia Healthcare Company, Inc.

(Name of issuer)

Common Stock, par value \$0.01 (Title of class of securities)

> 00404A109 (CUSIP number)

Waud Capital Partners 300 N. LaSalle St., Suite 4900 Chicago, IL 60654 (312) 676-8400

COPY TO:

Carol Anne Huff Kirkland & Ellis LLP 300 N. LaSalle St. Chicago, Illinois 60654 (312) 862-2000 (Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

> September 9, 2016 (Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box.

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* 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 disclosures provided in a prior cover page.

The information required on 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).

CUSIP	CUSIP No. 00404A109 Page 2 of			
(1)	Names o	of repo	rting persons	
	Waud	Capita	al Partners II, L.P.	
(2)	Check the check	he app (b)	ropriate box if a member of a group (see instructions)	
(3)	SEC use only			
(4)	Source of	of fund	ls (see instructions)	
	00 (S	ee Ite	m 3)	
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delaw	aro		
	Delaw	(7)	Sole voting power	
Nui	nber of		0	
	hares eficially	(8)	Shared voting power	
ow	ned by		1,141,420 (See Item 5)	
	each oorting	(9)	Sole dispositive power	
-	erson vith:		0	
		(10)	Shared dispositive power	
			1,141,420 (See Item 5)	
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person	
			See Item 5)	
(12)	Check if	f the ag	ggregate amount in Row (11) excludes certain shares (see instructions) \Box	
(13)	Percent	of clas	s represented by amount in Row (11)	
	1.3% (See It	tem 5)	
(14)	Type of	report	ing person (see instructions)	
	PN			

CUSIP	CUSIP No. 00404A109 Page 3 of			
(1)	Names of	of repo	rting persons	
	Waud	Capit	al Partners QP II, L.P.	
(2)	Check t (a) ⊠	he app (b)	ropriate box if a member of a group (see instructions)	
(3)	SEC use only			
(4)	Source	of fund	ls (see instructions)	
	00 (S	ee Ite	m 3)	
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delaw	are		
	Deluw	(7)	Sole voting power	
Nui	nber of		0	
s	hares eficially	(8)	Shared voting power	
ow	ned by		2,086,697 (See Item 5)	
	each oorting	(9)	Sole dispositive power	
	erson vith:		0	
		(10)	Shared dispositive power	
			2,086,697 (See Item 5)	
(11)	Aggrega	ate am	ount beneficially owned by each reporting person	
			See Item 5)	
(12)	Check i	f the a	ggregate amount in Row (11) excludes certain shares (see instructions) \Box	
(13)	Percent	of clas	is represented by amount in Row (11)	
	2.4% (See I	tem 5)	
(14)	Type of	report	ing person (see instructions)	
	PN			

CUSIP	CUSIP No. 00404A109 Page 4 of 2					
(1)	Names	of repo	orting persons			
			empt Family Trust			
(2)	Check t (a) 🗵	he app (b)	ropriate box if a member of a group (see instructions) \Box			
(3)	SEC use only					
(4)	Source	of fund	ds (see instructions)			
	00 (S	ee Ite	m 3)			
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
(6)	Citizens	hip or	place of organization			
	Illinois	-				
		(7)	Sole voting power			
Nu	mber of		0			
s	hares	(8)	Shared voting power			
	eficially ned by		751,113 (See Item 5)			
	each oorting	(9)	Sole dispositive power			
р	erson with:		0			
	w101.	(10)	Shared dispositive power			
			751,113 (See Item 5)			
(11)	Aggrega	ate am	ount beneficially owned by each reporting person			
	751,11	.3 (Se	e Item 5)			
(12)			ggregate amount in Row (11) excludes certain shares (see instructions)			
(13)	Percent	of clas	ss represented by amount in Row (11)			
	0.9% (tem 5)			
(14)	,		ing person (see instructions)			
	00					
	50					

CUSIP	No. 0040	4A109)	Page 5 of 26
(1)	Names o	of repo	rting persons	
			y Partners, L.P.	
(2)	Check tl (a) ⊠	he appi (b)	ropriate box if a member of a group (see instructions)	
(3)	SEC use	only		
(3)				
(4)	Source of	of fund	ls (see instructions)	
	00 (S			
(5)	Check if	f Discl	osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) \Box	
(6)	Citizens	hip or	place of organization	
	Delaw	are		
		(7)	Sole voting power	
	nber of		0	
	hares eficially	(8)	Shared voting power	
	ned by each		83,530 (See Item 5)	
rep	orting	(9)	Sole dispositive power	
	erson vith:		0	
		(10)	Shared dispositive power	
(11)			83,530 (See Item 5)	
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person	
(12)			Item 5) gregate amount in Row (11) excludes certain shares (see instructions)	
(13)	Percent	of clas	s represented by amount in Row (11)	
	0.1% (
(14)	Type of	report	ing person (see instructions)	
	PN			

(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) □						
SEC use only						
(4) Source of funds (see instructions)						
OO (See Item 3)						
(5) Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)						
(6) Citizenship or place of organization						
Delaware						
(7) Sole voting power						
Number of 0						
shares (8) Shared voting power beneficially						
owned by 318 466 (See Item 5)						
each reporting (9) Sole dispositive power						
person						
with: 0 (10) Shared dispositive power						
210.400 (See Item 5)						
(11) Aggregate amount beneficially owned by each reporting person						
318,466 (See Item 4) (12) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)						
(13) Percent of class represented by amount in Row (9)						
0.4% (See Item 4)						
(14) Type of reporting person (see instructions)						
PN						

CUSIP	No. 0040	4A109	9	Page 7 of 26
(1)	Names o	of repo	orting persons	
			tal Affiliates II, L.L.C.	
(2)	(a) ⊠ (b) □			
(3)) SEC use only			
(4)	Source	of fund	ds (see instructions)	
	00 (S	ee Ite	em 3)	
(5)	Check i	f Discl	losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delaw	are		
	Delati	(7)	Sole voting power	
Nur	nber of		0	
	nares eficially	(8)	Shared voting power	
ow	ned by each		326,164 (See Item 5)	
rep	orting	(9)	Sole dispositive power	
	erson vith:		0	
		(10)	Shared dispositive power	
			326,164 (See Item 5)	
(11)	Aggrega	ate am	ount beneficially owned by each reporting person	
			ee Item 5)	
(12)	Check i	f the ag	ggregate amount in Row (11) excludes certain shares (see instructions) \Box	
(13)	Percent	of clas	ss represented by amount in Row (11)	
			(tem 5)	
(14)	Type of	report	ting person (see instructions)	
	00			

CUSIP	CUSIP No. 00404A109 Page 8			
(1)	Names of	of repo	orting persons	
			al Affiliates III, L.L.C.	
(2)	Check the check		ropriate box if a member of a group (see instructions)	
(3)	SEC use only			
(4)	Source	of fund	ds (see instructions)	
	00 (S	ee Ite	m 3)	
(5)			losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delaw	aro		
	Delaw	(7)	Sole voting power	
Nu	mber of		0	
s	hares eficially	(8)		
0₩	ned by		167,388 (See Item 5)	
	each oorting	(9)	Sole dispositive power	
	erson with:		0	
	withit.	(10)	Shared dispositive power	
			167,388 (See Item 5)	
(11)	Aggrega	ate am	ount beneficially owned by each reporting person	
			ee Item 5)	
(12)	Check i	f the a	ggregate amount in Row (11) excludes certain shares (see instructions) \Box	
(13)	Percent	of clas	ss represented by amount in Row (11)	
	0.2% (See I	tem 5)	
(14)			ing person (see instructions)	
	00			

CUSIP	CUSIP No. 00404A109 Page 9 of 26				
(1)	Names o	of repo	orting persons		
			I (Acadia), L.P.		
(2) Check the appropriate box if a member of a group (see instr (a) ⊠ (b) □					
(3)) SEC use only				
(4)	Source of	of fund	ds (see instructions)		
	00 (S	ee Ite	m 3)		
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizens	hip or	place of organization		
	Delaw	are			
		(7)	Sole voting power		
Nur	nber of		0		
	hares eficially	(8)	Shared voting power		
ow	ned by		454,671 (See Item 5)		
rep	each orting	(9)	Sole dispositive power		
	erson vith:		0		
		(10)	Shared dispositive power		
			454,671 (See Item 5)		
(11)	Aggrega	ite amo	ount beneficially owned by each reporting person		
	454,67	1 (Se	e Item 5)		
(12)			ggregate amount in Row (11) excludes certain shares (see instructions) \Box		
(13)	Percent	of clas	ss represented by amount in Row (11)		
	0.5% (
(14)	Type of	report	ing person (see instructions)		
	PN				

CUSIP	ISIP No. 00404A109 Page 10 of 26					
(1)	Names	of repo	orting persons			
	Waud Capital Partners QP III, L.P.					
(2)	Check t	he app	propriate box if a member of a group (see instructions)			
	(a) 🗵	(D)				
(3)) SEC use only					
(4)	Source	of fund	ds (see instructions)			
	00 (S	ee Ite	em 3)			
(5)			losure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
(6)	Citizons	hin or	place of organization			
(0)						
	Delaw					
		(7)	Sole voting power			
	mber of		0			
	hares eficially	(8)	Shared voting power			
ow	ned by		1,036,001 (See Item 5)			
	each porting	(9)	Sole dispositive power			
-	erson with:		0			
	wittii.	(10)	Shared dispositive power			
			1,036,001 (See Item 5)			
(11)	Aggrega	ate am	sound beneficially owned by each reporting person			
	1.036	001 (9	See Item 5)			
(12)			ggregate amount in Row (11) excludes certain shares (see instructions)			
(13)	Dercent	of clas	ss represented by amount in Row (11)			
(13)						
(1.4)	1.2% (
(14)	Type of	report	ting person (see instructions)			
	PN					

CUSIP	CUSIP No. 00404A109 Page 1			Page 11 of 26
(1)	Names o	of repo	rting persons	
	Waud	Capita	al Partners III, L.P.	
(2)			ropriate box if a member of a group (see instructions)	
	(d) 🖾	(0)		
(3)	SEC use only			
(4)	Source of	of fund	s (see instructions)	
	00 (S	ee Ite	m 3)	
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delara	-		
	Delaware (7) Sole voting power		Sole voting power	
N				
	nber of hares	(8)	0 Shared voting power	
	eficially ned by	(-)		
	each		183,205 (See Item 5)	
rep	orting	(9)	Sole dispositive power	
	erson vith:		0	
	, , , , , , , , , , , , , , , , , , , ,	(10)	Shared dispositive power	
			183,205 (See Item 5)	
(11)	Aggrega	ate amo	bunt beneficially owned by each reporting person	
	183 20	5 (Se	e Item 5)	
(12)			ggregate amount in Row (9) excludes certain shares (see instructions)	
(13)	Dercent	of clas	s represented by amount in Row (9)	
(13)	I EICEIII		s represence by amount in Now (5)	
	0.2% (
(14)	Type of	report	ing person (see instructions)	
	PN			

CUSIP	No. 0040	4A109		Page 12 of 26
(1)	Names o	of repo	rting persons	
			al Partners Management II, L.P.	
(2)	Check tl (a) ⊠	he app (b)	ropriate box if a member of a group (see instructions) \Box	
(3)) SEC use only			
(4)	Source of	of fund	ls (see instructions)	
	00 (S	ee Ite	m 3)	
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)	
(6)	Citizens	hip or	place of organization	
	Delaw	are		
		(7)	Sole voting power	
Nur	nber of		0	
-	nares eficially	(8)	Shared voting power	
ow	ned by each		3,872,747 (See Item 5)	
rep	orting	(9)	Sole dispositive power	
	erson vith:		0	
		(10)	Shared dispositive power	
			4,824,256 (See Item 5)	
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person	
			See Item 5)	
(12)	Check it	f the ag	ggregate amount in Row (11) excludes certain shares (see instructions) \Box	
(13)	Percent	of clas	ss represented by amount in Row (11)	
	5.5% (
(14)	Type of	report	ing person (see instructions)	
	PN			

CUSIP	CUSIP No. 00404A109 Page 1			Page 13 of 26	
(1)	Names	of repo	rting persons		
	Waud	Capita	al Partners II, L.L.C.		
(2)	Check t	he app	ropriate box if a member of a group (see instructions)		
	(a) 🖂	(a) ⊠ (b) □			
(3)	SEC use only				
(4)	Source	of fund	ls (see instructions)		
	00 (S	ee Ite	m 3)		
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizens	hip or	place of organization		
	Delaw	oro			
	Delaw	(7)	Sole voting power		
Nu	mber of		0		
s	hares	(8)	Shared voting power		
	eficially ned by		2 072 747 (See Itom E)		
	each	(9)	3,872,747 (See Item 5) Sole dispositive power		
	porting erson	(-)			
	with:		0		
		(10)	Shared dispositive power		
			4,824,256 (See Item 5)		
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person		
			See Item 5)		
(12)	Check i	f the ag	ggregate amount in Row (11) excludes certain shares (see instructions) \Box		
(13)	Percent	of clas	s represented by amount in Row (11)		
	5.5% (
(14)	Type of	report	ing person (see instructions)		
	00				

CUSIP No. 00404A109			Page 14 of 26			
(1)	(1) Names of reporting persons		orting persons			
	Waud Capital Partners Management III, L.P.					
(2)		Check the appropriate box if a member of a group (see instructions)				
	(a) 🖾	(0)				
(3)	SEC use	e only				
(4)	Source of	of fund	ds (see instructions)			
	00 (S	ee Ite	m 3)			
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
(6)	Citizens	hin or	place of organization			
(0)			Prece of or Brunneron			
	Delaw		Sole voting power			
		(7)	Sole voting power			
	nber of		0			
	hares eficially	(8)	Shared voting power			
	ned by each		1,841,265 (See Item 5)			
rep	orting	(9)	Sole dispositive power			
	erson vith:		0			
		(10)	Shared dispositive power			
			2,792,774 (See Item 5)			
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person			
	2,792.2	774 (S	See Item 5)			
(12)						
(13)	13) Percent of class represented by amount in Row (9)					
		3.2% (See Item 5)				
(14)	Type of	report	ing person (see instructions)			
	PN					

CUSIP	No. 0040	4A109		Page 15 of 26		
(1) Names of reporting persons						
	Waud Capital Partners III, L.L.C.					
(2)	Check the check	he app (b)	ropriate box if a member of a group (see instructions) \Box			
(3)	SEC use	e only				
(4)	Source	of fund	ls (see instructions)			
	00 (S	ee Ite	m 3)			
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
(6)	Citizens	hip or	place of organization			
	Delaw	are				
		(7)	Sole voting power			
Nur	nber of		0			
	nares eficially	(8)	Shared voting power			
ow	ned by		1,841,265 (See Item 5)			
	each orting	(9)	Sole dispositive power			
	erson vith:		0			
		(10)	Shared dispositive power			
			2,792,774 (See Item 5)			
(11)	Aggrega	ate am	ount beneficially owned by each reporting person			
	2,792,	774 (S	See Item 5)			
(12)						
(13)	Percent	of clas	s represented by amount in Row (11)			
		3.2% (See Item 5)				
(14)	Type of	report	ing person (see instructions)			
00						

CUSIP No. 00404A109		4A109		Page 16 of 26	
(1) Names of reporting persons		rting persons			
	Waud Capital Partners, L.L.C.				
(2)		Check the appropriate box if a member of a group (see instructions)			
	(a) 🖂	(0)			
(3)	SEC use	e only			
(4)	Source	of fund	s (see instructions)		
	00 (S	ee Ite	n 3)		
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizens	hin or	place of organization		
(0)		-			
	Delaw				
		(7)	Sole voting power		
	mber of		0		
	hares eficially	(8)	Shared voting power		
OW	ned by		39,851 (See Item 5)		
	each porting	(9)	Sole dispositive power		
	erson with:		0		
		(10)	Shared dispositive power		
			39,851 (See Item 5)		
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person		
	39,851	(See	Item 5)		
(12)			gregate amount in Row (11) excludes certain shares (see instructions)		
(13)	3) Percent of class represented by amount in Row (11)				
			Item 5)		
(14)	Type of	reporti	ng person (see instructions)		
	00				

CUSIP No. 00404A109		Page 17 of 26			
(1)) Names of reporting persons				
	Crystal Cove LP				
(2)	Check t	Check the appropriate box if a member of a group (see instructions)			
	(a) 🗵	(0)			
(3)	SEC use	e only			
(4)	Source	of fund	ls (see instructions)		
	00 (S	ee Ite	m 3)		
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizens	hin or	place of organization		
(0)		-			
	Delaw				
(7) Sole voting power					
-	nber of		0		
	hares eficially	(8)	Shared voting power		
ow	ned by		795,667 (See Item 5)		
	each oorting	(9)	Sole dispositive power		
	erson with:		0		
	, , , , , , , , , , , , , , , , , , ,	(10)	Shared dispositive power		
			795,667 (See Item 5)		
(11)	Aggrega	ate amo	ount beneficially owned by each reporting person		
	795,667 (See Item 5)				
(12)					
(13)	I3) Percent of class represented by amount in Row (11)				
	0.9% (See It	tem 5)		
(14)	Type of	report	ing person (see instructions)		
PN					
L					

CUSIP No. 00404A109			Page 18 of 26			
(1)	Names	of repo	rting persons			
	Reeve	B. W	aud			
(2)		Check the appropriate box if a member of a group (see instructions) (a) ⊠ (b) □				
	(a) 🗵	(b)				
(3)	SEC use	e only				
(4)	Source	of fund	ls (see instructions)			
	00 (S	ee Ite	m 3)			
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)			
(6)	Citizens	hin or	place of organization			
(0)		-				
	United					
		(7)	Sole voting power			
Nu	mber of		0			
	hares eficially	(8)	Shared voting power			
OW	ned by		8,420,133 (See Item 5)			
	each oorting	(9)	Sole dispositive power			
	erson with:		0			
	wiui.	(10)	Shared dispositive power			
			9 420 122 (See Item 5)			
(11)	Aggrega	ate amo	8,420,133 (See Item 5) pount beneficially owned by each reporting person			
, í						
(12)			See Item 5) ggregate amount in Row (11) excludes certain shares (see instructions) 🗆			
(12)	CHECK	i uie a				
(13)	Percent	of clas	as represented by amount in Row (11)			
		9.6% (See Item 5)				
(14)	Type of	report	ing person (see instructions)			
	IN					
l	l					

CUSIP No. 00404A109			Page 19 of 26		
(1)	(1) Names of reporting persons		rting persons		
	Meliss	a W. '	Waud		
(2)		Check the appropriate box if a member of a group (see instructions) (a) ⊠ (b) □			
	(a) 🗵	(0)			
(3)	SEC use	e only			
(4)	Source of	of fund	ls (see instructions)		
	PF (Se	e Iten	n 3)		
(5)			osure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)		
(6)	Citizens	hip or	place of organization		
	United	State			
	Onited	(7)	Sole voting power		
Nu	nber of		0		
s	nares	(8)	Shared voting power		
	eficially ned by		33,333 (See Item 5)		
	each orting	(9)	Sole dispositive power		
p	erson		0		
V	vith:	(10)	Shared dispositive power		
(11)	Aggrega	ate amo	33,333 (See Item 5) ount beneficially owned by each reporting person		
(12)			Item 5) gregate amount in Row (11) excludes certain shares (see instructions)		
(13) Percent of class represented by amount in Row (11)		of clas	s represented by amount in Row (11)		
			Item 5)		
(14)	Type of	report	ing person (see instructions)		
IN					

CUSIP No. 00404A109

The Statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "*Commission*") on February 17, 2015, by the persons named therein and as amended by Amendments No. 1 and No. 2 to Schedule 13D filed with the Commission on August 18, 2015 and July 15, 2016, respectively (the "*Statement*"), is hereby amended and supplemented by this Amendment No. 3 to Schedule 13D (the "*Amendment*"). Capitalized terms used herein and not otherwise defined have the meanings assigned to such terms in the Statement. Except as otherwise provided herein, each Item of the Statement remains unchanged. All of the percentages calculated in this Amendment are based upon an aggregate of 87,416,820 shares of Common Stock outstanding as of July 29, 2016, as disclosed in the Company's Quarterly Report on Form 10-Q, as filed with the Commission.

Information with respect to each Reporting Person is given solely by such Reporting Person and no Reporting Person assumes responsibility for the accuracy or completeness of the information furnished by another Reporting Person. The Reporting Persons expressly disclaim that they have agreed to act as a group other than as described herein.

Item 4. Purpose of the Transaction.

Item 4 of the Statement is hereby amended and supplemented by adding the following:

On September 9, 2016, the following Reporting Persons elected to make pro rata in kind distributions, for no consideration, of an aggregate of 534,488 shares, as follows: (i) 214,308 shares by Waud Capital Partners II, L.P. ("<u>WCP II</u>"); (ii) 193,821 shares by Waud Capital Partners QP II, L.P. ("<u>WCP II</u>"); (iii) 48,921 shares by Waud Capital Partners III, L.P. ("<u>WCP III</u>"); and (iv) 77,438 shares by Waud Capital Partners QP III, L.P. ("<u>WCP III</u>"); (iii) 48,921 shares by Waud Capital Partners III, L.P. ("<u>WCP III</u>"); and (iv) 77,438 shares by Waud Capital Partners QP III, L.P. ("<u>Waud QP III</u>").

In addition, in accordance with the partnership and limited liability agreements, as applicable, of the Reporting Persons listed below, partners and members of such Reporting Persons may elect to receive net proceeds from the sale of shares of Common Stock by the partnership or limited liability company in lieu of receiving a distribution in kind. As a result of such election, on behalf of partners and members who elected to receive net proceeds from the sale of shares of Common Stock by the partnership or limited liability company in lieu of receiving a distribution in kind. As a result of such election, on behalf of partners and members who elected to receive net proceeds from the sale of shares of Common Stock, from September 12 through September 16, 2016, the following Reporting Persons sold an aggregate of 1,370,185 shares that would otherwise have been distributed in kind, which sales were made in accordance with the requirements of Rule 144 under the Securities Act: (i) 166,165 shares by WCP II; (ii) 501,745 shares by Waud QP II; (iii) 106,156 shares by WCP FIF II (Acadia), L.P. ("<u>WCP FIF III</u>"); (iv) 12,148 shares by WCP III; (v) 267,896 shares by Waud QP III; (vi) 151,557 shares by WCP FIF III (Acadia), L.P. ("<u>WCP FIF III</u>"); (vii) 108,722 shares by Waud Capital Affiliates II, L.L.C. ("<u>Waud Affiliates III</u>"); and (viii) 55,796 by Waud Capital Affiliates III, L.L.C. ("<u>Waud Affiliates III</u>").

Item 5. Interest in Securities of the Issuer.

Item 5(a) and (b) of the Statement are amended and restated in their entirety as follows:

(a) Amount beneficially owned as of the date hereof: In the aggregate, the Reporting Persons beneficially own 8,420,133 shares of Common Stock. 7,468,624 of the reported shares (the "Waud Shares") are owned of record as follows: (i) 1,141,420 shares by WCP II; (ii) 2,086,697 shares by Waud QP II; (iii) 751,113 shares by the Halcyon Exempt Family Trust (the "Halcyon Trust"); (iv) 83,530 shares by Waud Family Partners, L.P. ("WFP LP"); (v) 318,466 shares by WCP FIF II; (vi) 326,164 shares by Waud Affiliates II; (vii) 167,388 shares by Waud Affiliates III; (viii) 454,671 shares by WCP FIF III; (ix) 1,036,001 shares by Waud QP III; (x) 183,205 shares by WCP III; (xi) 55,673 shares by Reeve B. Waud; (xii) 795,667 shares by Crystal Cove LP; (xiii) 33,333 shares by Melissa W. Waud, Mr. Waud's wife; and (xiv) 35,296 shares by Waud Capital Partners, L.L.C. ("Waud Capital Partners"). Of the 55,673 shares held of record by Mr. Waud, 4,555 shares are held for the benefit of Waud Capital Partners. Waud Capital Partners Management II, L.P. ("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 Capital Partners II, L.L.C. ("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). Waud Capital Partners Management III, L.P. ("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 Capital Partners III, L.L.C. ("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 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 Halcyon Trust, (E) being married to Ms. Waud and (E) being the sole manager of Waud Capital Partners.

Under the Stockholders Agreement, a majority of the Reporting Persons have a right to restrict, in their sole discretion, the transfer of Restricted Shares (as defined in Amendment No. 2 to the Statement). As a result, each of WCPM II, WCPM III, Waud II LLC, as the general partner of WCPM II, Waud III LLC, as the general partner of WCPM III, and Mr. Waud may be deemed to have shared dispositive power over the Restricted Shares. The Reporting Persons have been advised that, as of September 15, 2016, Acadia Management held 951,509 Restricted Shares, which represent 1.1% of the Company's Common Stock.

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Percent of class: In the aggregate, the Reporting Persons beneficially own 8,420,133 shares of Common Stock, or 9.6% of the total number of shares of Common Stock outstanding.

- (b) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: See Item 7 on the cover pages hereto.
 - (ii) shared power to vote or to direct the vote: See Item 8 on the cover pages hereto.
 - (iii) sole power to dispose or to direct the disposition of: See Item 9 on the cover pages hereto.
 - (iv) shared power to dispose or to direct the disposition of: See Item 10 on the cover pages hereto.
- (c) See Item 4 above.

Item 7. Material to be Filed as Exhibits.

- Exhibit A: Joint Filing Agreement dated as of July 15, 2016, by and among the Reporting Persons (*previously filed as Exhibit A with the Statement filed on July 15, 2016*)
- Exhibit B: Amended and Restated Stockholders Agreement, dated as of October 29, 2014, by and among Acadia Healthcare Company, Inc. and the Stockholders party thereto (*incorporated by reference to Exhibit 4.1 to Acadia Healthcare Company, Inc.'s Current Report on Form 8-K filed on October 30, 2014*)
- Exhibit C: Third Amended and Restated Registration Rights Agreement, dated as of December 31, 2015, by and among Acadia Healthcare Company, Inc. and the Parties party thereto (*incorporated by reference to Exhibit 4 to Acadia Healthcare Company, Inc.'s Current Report on Form 8-K filed on January 4, 2016*)
- Exhibit D: Evidence of Signing Authority of Cornelius B. Waud with respect to the Halcyon Exempt Family Trust (*previously filed as Exhibit E with the Statement filed on July 15, 2016*)

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: September 16, 2016

 By:
 /s/ Reeve B. Waud

 Name:
 Reeve B. Waud

 By:
 /s/ Melissa W. Waud

Name: Melissa W. Waud

WAUD CAPITAL PARTNERS II, L.P.

By: Its:	Waud Capital Partners Management II, L.P. General Partner
By: Its:	Waud Capital Partners II, L.L.C. General Partner
5	/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.
5	1 0 1
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
10.	runonzed orginatory
WCP F	IF II (ACADIA), L.P.
By:	Waud Capital Partners Management II, L.P.
Its:	General Partner
115.	General Falurer
By:	Waud Capital Partners II, L.L.C.
Its:	General Partner
113.	

By: /s/ Reeve B. Waud

Name:Reeve B. WaudIts: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: Its:	Waud Capital Partners III, L.LC. General Partners
By:	/s/ Reeve B. Waud
Marris	Deerro D. Moud

Name:Reeve B. WaudIts: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: Its:	Waud Capital Partners Management III, L.P. 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

WCP FIF III (ACADIA), L.P.

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

WAUD CAPITAL PARTNERS, L.L.C.

By:	/s/ Reeve B. Waud
Name:	Reeve B. Waud
Its:	Sole Manager

HALCYON EXEMPT FAMILY TRUST

 By:
 /s/ Cornelius B. Waud

 Name:
 Cornelius B. Waud

 Its:
 Trustee

 (evidence of signing authority previously filed as Exhibit E to the Statement)

CRYSTAL COVE LP

By:/s/ Reeve B. WaudName:Reeve B. WaudIts:General Partner

EXHIBIT INDEX

Description

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