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)

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).

Page 2 of 44	Page	2	of	44
--------------	------	---	----	----

COON	110.004	J-1111	100	rage 2 01 44
(1)	Names o	of rep	eporting persons	
	Waud C	apital	al Partners II, L.P.	
(2)			ppropriate box if a member of a group (see instructions)	
	(a) 🛛	(b	(b)	
(3)	SEC use	only	ly	
(4)	Citizens	hip o	or place of organization	
	Delawai	e		
		(5)) Sole voting power	
Nu	mber of		0	
	hares	(6)) Shared voting power	
	eficially ned by		4,834,295 (See Item 4)	
	each	(7)) Sole dispositive power	
-	porting erson		0	
	with:	(8)) Shared dispositive power	
			4,834,295 (See Item 4)	
(9)	Aggrega	ite an	amount beneficially owned by each reporting person	
	4,834,29	95 (Se	See Item 4)	
(10)	Check it	the a	e aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(11)	Percent	of cla	lass represented by amount in Row (9)	
	9.7% (S	ee Ite	tem 4)	
(12)			orting person (see instructions)	
	PN			
L				

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 "<u>Company</u>") filed with the Securities and Exchange Commission on December 7, 2012 pursuant to Rules 424(b)(5) and 424(b)(7) (the "<u>Prospectus</u>").

Page	С	of	11
Page	Э	υı	44

CUSIPING	0.0040	4/11	10 ³ Page	e 3 01 44
(1) Na	ames of	f rep	porting persons	
W	/aud Ca	pital	al Partners QP II, L.P.	
			ppropriate box if a member of a group (see instructions)	
(a)) 🛛	(b)	b) 🗆	
(3) SE	EC use	only	y	
(4) Ci	itizensh	ip oi	or place of organization	
De	elaware	à		
		(5)	Sole voting power	
Numbe	er of		0	
shar		(6)	Shared voting power	
benefic ownec			3,726,016 (See Item 4)	
eacl report		(7)	Sole dispositive power	
perso	on		0	
with	h:	(8)	Shared dispositive power	
			3,726,016 (See Item 4)	
(9) Ag	ggregat	e am	mount beneficially owned by each reporting person	
3,2	726,010	6 (Se	See Item 4)	
(10) Cł	heck if	the a	aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(11) Pe	ercent o	f cla	lass represented by amount in Row (9)	
	.5% (Se			
(12) Ty	ype of r	epor	orting person (see instructions)	
PN	N			
· · ·				

Page 4 of 44

COSII	110.004	04/11	105	Page 4 01 44
(1)	Names	of rep	eporting persons	
	Reeve E	8. Wa	/aud 2011 Family Trust	
(2)			ppropriate box if a member of a group (see instructions)	
	(a) 🛛	(b	(b) 🗆	
(3)	SEC use	e only	ly	
(4)	Citizens	hip o	or place of organization	
	Illinois			
		(5)) Sole voting power	
Nu	mber of		0	
	hares	(6)) Shared voting power	
	eficially med by		648,507 (See Item 4)	
	each	(7)) Sole dispositive power	
-	porting erson		0	
	with:	(8)) Shared dispositive power	
			648,507 (See Item 4)	
(9)	Aggrega	ate an	amount beneficially owned by each reporting person	
	648,507	(See	ee Item 4)	
(10)	Check i	f the a	e aggregate amount in Row (9) excludes certain shares (see instructions)	
(11)	(11) Percent of class represented by amount in Row (9)			
	1.3% (S	ee Ite	tem 4)	
(12)			orting person (see instructions)	
	00			
I				

Page	5	of	44
------	---	----	----

00011	110.004		100	rage 5 01 44
(1)	Names o	of rep	porting persons	
	Waud Family Partners, L.P.			
(2)			ppropriate box if a member of a group (see instructions)	
	(a) 🛛	(b	b) 🗆	
(3)	SEC use	e only	ly	
(4)	Citizens	hip o	or place of organization	
	Delawai	e		
		(5)) Sole voting power	
Nu	mber of		0	
	hares	(6)) Shared voting power	
	eficially ned by		72,057 (See Item 4)	
	each porting	(7)) Sole dispositive power	
	erson		0	
V	with:	(8)) Shared dispositive power	
			72,057 (See Item 4)	
(9)	Aggrega	ite an	mount beneficially owned by each reporting person	
	72,057 (See I	Item 4)	
(10)	Check it	f the a	aggregate amount in Row (9) excludes certain shares (see instructions)	
(11)	Percent	of cla	lass represented by amount in Row (9)	
	0.1% (S	ee Ite	tem 4)	
(12)	Type of	repoi	orting person (see instructions)	
	PN			

00011	110.0040	0 11 11	105	ige 0 01 44
(1)	Names o	of rep	eporting persons	
	WCP FI	FII ((Acadia), L.P.	
(2)			ppropriate box if a member of a group (see instructions)	
	(a) 🗵	(b	b) 🗆	
(3)	SEC use	e only	ly	
(4)	Citizens	hip o	or place of organization	
	Delawar	re		
		(5)) Sole voting power	
Nur	nber of		0	
	hares	(6)) Shared voting power	
	eficially ned by		568,655 (See Item 4)	
	each orting	(7)) Sole dispositive power	
_	erson		0	
v	vith:	(8)) Shared dispositive power	
			568,655 (See Item 4)	
(9)	Aggrega	ate an	mount beneficially owned by each reporting person	
	568,655	(See	e Item 4)	
(10)	Check if	f the a	aggregate amount in Row (9) excludes certain shares (see instructions)	
(11)	Percent	of cla	lass represented by amount in Row (9)	
	1.1% (S	ee Ite	tem 4)	
(12)	-		orting person (see instructions)	
	PN			

Page 7 of 44

C0311	110.004	04/11	rage / 01
(1)	Names	of rep	porting persons
	Waud C	apita	al Affiliates II, L.L.C.
(2)	Check t	he ap	ppropriate box if a member of a group (see instructions)
	(a) 🛛	(b	b) 🗆
(3)	SEC use	e only	y
(4)	Citizens	hip o	or place of organization
	Delawa	re	
		(5)	Sole voting power
Nu	mber of		0
	hares eficially	(6)	Shared voting power
	ned by		582,401 (See Item 4)
	each porting	(7)	Sole dispositive power
р	erson		0
	with:	(8)	Shared dispositive power
			582,401 (See Item 4)
(9)	Aggrega	ate an	mount beneficially owned by each reporting person
	582,401	(See	e Item 4)
(10)	Check i	f the	aggregate amount in Row (9) excludes certain shares (see instructions) \Box
(11)	Percent	of cla	lass represented by amount in Row (9)
	1.2% (S	ee Ite	em 4)
(12)	Type of	repo	orting person (see instructions)
	00		

Page 8 of	: 44
-----------	------

00011	110.004			uge 0 01 44		
(1)	Names of reporting persons					
	Waud Capital Affiliates III, L.L.C.					
(2)			ppropriate box if a member of a group (see instructions)			
	(a) 🗵	(b	b) 🗆			
(3)	SEC use	e only	y			
(4)	Citizens	ship o	or place of organization			
	Delawa	re				
		(5)	Sole voting power			
Nu	mber of		0			
	hares	(6)	Shared voting power			
	eficially ned by		298,889 (See Item 4)			
	each oorting	(7)	Sole dispositive power			
	erson		0			
V	with:	(8)	Shared dispositive power			
			298,889 (See Item 4)			
(9)	Aggrega	ate an	mount beneficially owned by each reporting person			
	298,889	(See	e Item 4)			
(10)	Check i	f the	aggregate amount in Row (9) excludes certain shares (see instructions)			
(11)	Percent	of cla	lass represented by amount in Row (9)			
	0.6% (S	ee Ite	em 4)			
(12)			orting person (see instructions)			
	00					

Page 9 of 44

Names o	of rep	vorting parsons			
Names of reporting persons					
WCP FI	F III	(Acadia), L.P.			
(a) 🛛	(b)			
SEC use	only	ý			
Citizens	hip o	or place of organization			
Delawar	e				
	(5)	Sole voting power			
nber of		0			
nares	(6)	Shared voting power			
ned by		811,863 (See Item 4)			
ach orting	(7)	Sole dispositive power			
erson		0			
vith:	(8)	Shared dispositive power			
		811,863 (See Item 4)			
Aggrega	ite an	nount beneficially owned by each reporting person			
811,863	(See	e Item 4)			
Check if	the a	aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
Percent	of cla	ass represented by amount in Row (9)			
1.6% (S	ee Ite	em 4)			
Type of	repor	rting person (see instructions)			
PN					
	(a) ⊠ SEC use Citizens Delawar nber of nares ficially ned by ach orting erson <i>r</i> ith: Aggrega 811,863 Check if Percent of 1.6% (Sr Type of	(a) ⊠ (t) SEC use only Citizenship of Delaware Delawares (5) nber of nares (6) ficially ned by acch (7) orting erson rith: 811,863 Check if the Percent of cla 1.6% (See Itte Type of report	SEC use only Citizenship or place of organization Delaware (5) Sole voting power 0 arrares ficially (6) Shared voting power 811,863 (See Item 4) ach (7) Sole dispositive power 0 vith: 0 (8) Shared dispositive power 811,863 (See Item 4) Aggregate amount beneficially owned by each reporting person 811,863 (See Item 4) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) Percent of class represented by amount in Row (9) 1.6% (See Item 4) Type of reporting person (see instructions)		

00011	110.004	• •• ••		1 age 10 01 44		
(1)	1) Names of reporting persons					
	Waud C	apital	al Partners QP III, L.P.			
(2)			ppropriate box if a member of a group (see instructions)			
	(a) 🗵	(b	(b) 🗆			
(3)	SEC use	e only	ly			
(4)	Citizens	hip o	or place of organization			
	Delawa	re				
		(5)) Sole voting power			
Nui	nber of		0			
	hares	(6)) Shared voting power			
	eficially ned by		1,849,888 (See Item 4)			
	each	(7)) Sole dispositive power			
	oorting erson		0			
V	with:	(8)) Shared dispositive power			
			1,849,888 (See Item 4)			
(9)	Aggrega	ate an	amount beneficially owned by each reporting person			
	1,849,88	38 (Se	See Item 4)			
(10)	Check if	f the a	e aggregate amount in Row (9) excludes certain shares (see instructions) 🗆			
(11)	(11) Percent of class represented by amount in Row (9)					
	3.7% (See Item 4)					
(12)			orting person (see instructions)			
	PN					

Page	11	of 44	
ruge	**	01 44	

COSII	' INO. 004	J4A1	103	Page 11 of 44	
(1)) Names of reporting persons				
	Waud C	apital	al Partners III, L.P.		
(2)			ppropriate box if a member of a group (see instructions)		
	(a) 🛛	(b	(b) 🗆		
(3)	SEC use	e only	ly		
(4)	Citizens	hip o	or place of organization		
	Delawa	e			
		(5)) Sole voting power		
Nu	mber of		0		
	hares	(6)) Shared voting power		
	eficially ned by		327,133 (See Item 4)		
	each porting	(7)) Sole dispositive power		
р	erson		0		
	with:	(8)) Shared dispositive power		
			327,133 (See Item 4)		
(9)	Aggrega	ite an	amount beneficially owned by each reporting person		
	327,133	(See	ee Item 4)		
(10)	Check i	f the a	e aggregate amount in Row (9) excludes certain shares (see instructions) \Box		
(11)	Percent	of cla	class represented by amount in Row (9)		
	0.7% (S	ee Ite	tem 4)		
(12)			orting person (see instructions)		
	PN				
L					

CUSIP

PN

(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) Ø (b) □ (3) SEC use only	Page 12 of 44	USIP No. 00404A109				
(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 (b) (c) (c)<td></td><td>(1) Names of reporting</td>		(1) Names of reporting				
(a) 図 (b) □ (3) Ø (b) □ (4) Ø SEC u= u= u= of organization (5) Ø Sole voting power (6) Ø Shared voting power (7) Ø (f) Ø (6) Ø Shared voting power (7) Ø (f) Ø (7) Ø Sole dispositive power (7) Ø (f) Ø (7) Ø Sole dispositive power (7) Ø Ø (7) Ø Sole dispositive power (7) Ø Ø (8) Ø Shared dispositive power (7) Ø Ø (8) Ø Shared dispositive power (7) Ø Ø (8) Ø Shared dispositive power (7) Ø Ø (7) Ø Ø (7) Ø Ø (8) Ø Shared dispositive power (7) Ø Ø (8) Ø Ø (9) Ø Ø	Waud Capital Partners Management II, L.P.					
(4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially 9,711,367 (See Item 4) 9,711,367 (See Item 4) each (7) Sole dispositive power person 0 0 with: (8) Shared dispositive power (9) Aggregate arount beneficially owned by each reporting person 9,711,367 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) □ (11) Percent of Laward						
Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially 9,711,367 (See Item 4) each (7) Sole dispositive power person 0 with: (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (See Item 4) 9,711,367 (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) 19.5% (See Item 4)		(3) SEC use only				
Number of shares (5) Sole voting power 0 0 (6) Shared voting power beneficially owned by 9,711,367 (See Item 4) each reporting person with: (7) Sole dispositive power 0 0 (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (See Item 4) 9,711,367 (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) 19.5% (See Item 4) 9		(4) Citizenship or plac				
Number of shares000shares0beneficially owned by each reporting9,711,367 (See Item 4)each reporting7Sole dispositive powerperson with:0(8)Shared dispositive power9,711,367 (See Item 4)9,711,367 (See Item 4)<		Delaware				
shares (6) Shared voting power beneficially 9,711,367 (See Item 4) owned by 9,711,367 (See Item 4) each (7) Sole dispositive power reporting 0 person 0 with: (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregate arount beneficially owned by each reporting person 9,711,367 (See Item 4) 9,711,367 (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) 19.5% (See Item 4)		(5) Sole				
shares (6) Shared voting power beneficially 9,711,367 (See Item 4) owned by 9,711,367 (See Item 4) each (7) Sole dispositive power reporting 0 person 0 with: (8) Shared dispositive power (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregata 9,711,367 (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) 19.5% (See Item 4)		Number of 0				
owned by each reporting person9,711,367 (See Item 4) (7) Sole dispositive power (7) Sole dispositive power (8) Shared dispositive power (9) $9,711,367$ (See Item 4) (9) $9,711,367$ (See Item 4) (9) $9,711,367$ (See Item 4) (10) Check if the agregate amount in Row (9) excludes certain shares (see instructions) (11) Percent of class represented by amount in Row (9) (12) $9,5\%$ (See Item 4)		shares (6) Sha				
each (7) Sole dispositive power reporting 0 person 0 with: (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) 9 Aggregate amount in Row (9) excludes certain shares (see instructions) □ (10) Check if the aggregate amount in Row (9) (11) Percent of class represented by amount in Row (9) 19.5% (See Item 4)						
person 0 with: (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregate anount beneficially owned by each reporting person 9,711,367 (See Item 4) (10) Check if the aggregate anount in Row (9) excludes certain shares (see instructions) (11) Percent of class represented by amount in Row (9) 19.5% (See Item 4)		each (7) Sole				
with: (8) Shared dispositive power 9,711,367 (See Item 4) 9,711,367 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (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) 19.5% (See Item 4)						
 (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (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) 19.5% (See Item 4) 		-				
 (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (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) 19.5% (See Item 4) 		9,7				
 (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) (11) Percent of class represented by amount in Row (9) 19.5% (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) 19.5% (See Item 4) 		9,711,367 (See Ite				
19.5% (See Item 4)		10) Check if the aggre				
		11) Percent of class re				
		19.5% (See Item 4				
	,					

Ροσο	13	of 44	
Page	13	0I 44	

CUSIF	' NO. 004	04A1	103	Page 13 of 44		
(1)	Names of reporting persons					
	Waud C	apital	al Partners II, L.L.C.			
(2)			ppropriate box if a member of a group (see instructions)			
	(a) 🗵	(b	(b)			
(3)	SEC use	e only	ly			
(4)	Citizens	ship o	or place of organization			
	Delawa	re				
		(5)) Sole voting power			
Nu	mber of		0			
	hares	(6)) Shared voting power			
	eficially med by		9,711,367 (See Item 4)			
	each porting	(7)) Sole dispositive power			
р	erson		0			
	with:	(8)) Shared dispositive power			
			9,711,367 (See Item 4)			
(9)	Aggreg	ate an	amount beneficially owned by each reporting person			
	9,711,30	67 (Se	See Item 4)			
(10)	Check i	f the a	e aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	class represented by amount in Row (9)			
	19.5% (See Item 4)					
(12)						
	00					
L						

Number of shares

beneficially

owned by each

reporting

(1)

(2)

(3)

(4)

P No. 004	04A1)9	Page 14 of 44			
Names o	Names of reporting persons					
Waud C	apital	Partners Management III, L.P.				
		propriate box if a member of a group (see instructions)				
(a) 🗵	(b					
SEC use	only					
Citizana	hina	unloss of organization				
Citizens	пір о	place of organization				
Delawar	e					
	(5)	Sole voting power				
umber of		0				
shares (6) Shared voting power						
neficially						
wned by		3,287,773 (See Item 4)				
each porting	(7)	Sole dispositive power				
person		0				
-						

P	erson		0
	with:	(8)	Shared dispositive power
(9)	Aggrega	te an	3,287,773 (See Item 4) nount beneficially owned by each reporting person
(3)	00 0		ee Item 4)
(10)	Check if	the a	aggregate amount in Row (9) excludes certain shares (see instructions)
(11)	Percent	of cla	iss represented by amount in Row (9)
	6.6% (S	ee Ite	m 4)
(12)	Type of	repor	ting person (see instructions)
	PN		

00011	110.004	0 11 11	100	1 age 15 01 44
(1)	Names o	of rep	eporting persons	
	Waud C	apital	al Partners III, L.L.C.	
(2)			ppropriate box if a member of a group (see instructions)	
	(a) 🛛	(b	(b)	
(3)	SEC use	e only	ly	
(4)	Citizens	hip o	or place of organization	
	Delawa	re		
		(5)) Sole voting power	
Nu	mber of		0	
	hares	(6)) Shared voting power	
	eficially med by		3,287,773 (See Item 4)	
	each oorting	(7)) Sole dispositive power	
р	erson		0	
1	with:	(8)) Shared dispositive power	
			3,287,773 (See Item 4)	
(9)	Aggrega	ate an	amount beneficially owned by each reporting person	
	3,287,77	73 (S	See Item 4)	
(10)	Check if	f the a	e aggregate amount in Row (9) excludes certain shares (see instructions) 🗆	
(11)	Percent	of cla	lass represented by amount in Row (9)	
	6.6% (S	ee Ite	tem 4)	
(12)	Type of	repoi	orting person (see instructions)	
	00			

Page	16	of	44
------	----	----	----

			с С
(1)	Names o	of rep	orting persons
	Reeve B	. Wa	Jd
(2)			propriate box if a member of a group (see instructions)
	(a) 🗵	(b	
(3)	SEC use	only	
(4)	Citizens	hip o	r place of organization
	United S	states	
		(5)	Sole voting power
Nui	mber of		0
	hares	(6)	Shared voting power
	eficially ned by		14,553,624 (See Item 4)
	each	(7)	Sole dispositive power
	oorting erson		0
V	with:	(8)	Shared dispositive power
			14,553,624 (See Item 4)
(9)	Aggrega	ite an	nount beneficially owned by each reporting person
	14,553,6	524 (5	See Item 4)
(10)			aggregate amount in Row (9) excludes certain shares (see instructions)
(11)	Percent	of cla	iss represented by amount in Row (9)
	29.2% (See It	em 4)
(12)			ting person (see instructions)
	IN		

(1)	Names o	of rep	oorting persons	
	Joey A.	Jacot	DS	
(2)			propriate box if a member of a group (see instructions)	
	(a) 🗵	(b		
(3)	SEC use	only	7	
(4)	Citizens	hip o	r place of organization	
	United S	states		
		(5)	Sole voting power	
Nur	nber of		0	
-	nares eficially	(6)	Shared voting power	
	ned by		1,077,334 (See Item 4)	
	each orting	(7)	Sole dispositive power	
pe	erson		0	
v	vith:	(8)	Shared dispositive power	
			1,077,334 (See Item 4)	
(9)	Aggrega	te an	nount beneficially owned by each reporting person	
	1,077,33	84 (Se	ee Item 4)	
(10)	Check if	the a	aggregate amount in Row (9) excludes certain shares (see instructions) 🗌	
(11)	Percent	of cla	ass represented by amount in Row (9)	
	2.2% (S	ee Ite	em 4)	
(12)	Type of	repor	rting person (see instructions)	
	IN			

Page	18	of	44	
- "BC		~		

(1)	Names o	of rep	orting persons
	Joev A.	Jacoł	os 2011 Grantor Retained Annuity Trust (Acadia)
(2)			propriate box if a member of a group (see instructions)
	(a) 🗵		
(3)	SEC use	only	
(3)	DEC USC	omy	
(4)	Citizens	hip o	r place of organization
	Tenness	ee	
		(5)	Sole voting power
Nui	mber of		0
-	hares	(6)	Shared voting power
	eficially ned by		878,519 (See Item 4)
	each	(7)	Sole dispositive power
	porting erson		0
V	with:	(8)	Shared dispositive power
			878,519 (See Item 4)
(9)	Aggrega	ite an	nount beneficially owned by each reporting person
	878,519	(See	Item 4)
(10)			aggregate amount in Row (9) excludes certain shares (see instructions)
(11)	Percent	of cla	iss represented by amount in Row (9)
	1.8% (S	ee Ite	m 4)
(12)			ting person (see instructions)
	00		

Page 19 of 44	Page	19	of	44
---------------	------	----	----	----

(1)	Names o	of rep	porting persons	
	Brent Tu	ırner		
(2)			propriate box if a member of a group (see instructions)	
	(a) 🗵	(b		
(3)	SEC use	only	7	
(4)	Citizens	hip o	r place of organization	
	United S	States		
		(5)	Sole voting power	
Nur	nber of		0	
-	hares	(6)	Shared voting power	
	eficially ned by		290,157 (See Item 4)	
	each oorting	(7)	Sole dispositive power	
-	erson		0	
V	with:	(8)	Shared dispositive power	
			290,157 (See Item 4)	
(9)	Aggrega	te an	nount beneficially owned by each reporting person	
	290,157	(See	Item 4)	
(10)	Check if	the a	aggregate amount in Row (9) excludes certain shares (see instructions)	
(11)	Percent	of cla	ass represented by amount in Row (9)	
	0.6% (S	ee Ite	em 4)	
(12)			rting person (see instructions)	
	IN			

Page 20 of 44

(1)	(1) Names of reporting persons						
	William Brent Turner 2011 Grantor Retained Annuity Trust						
(2)	Check th	Check the appropriate box if a member of a group (see instructions)					
	(a) \boxtimes (b) \Box						
(3)) SEC use only						
(4)	Citizens	hip o	r place of organization				
	Tenness	ee					
•		(5)	Sole voting power				
Nur	nber of		0				
-	nares eficially	(6)	Shared voting power				
0W.	ned by		236,925 (See Item 4)				
	each orting	(7)	Sole dispositive power				
-	reporting person with:		0				
v			Shared dispositive power				
			236,925 (See Item 4)				
(9)	(9) Aggregate amount beneficially owned by each reporting person						
	236,925 (See Item 4)						
(10)	10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)						
(11)	11) Percent of class represented by amount in Row (9)						
	0.5% (See Item 4)						
(12)			ting person (see instructions)				
	00						

Page 21 o	f 44
-----------	------

COOM			-0-	21 01 44		
(1)	(1) Names of reporting persons					
	Norman K. Carter, III					
(2)						
	(a) \boxtimes (b) \Box					
(3)	3) SEC use only					
(4)	Citizens	hip o	or place of organization			
	United S	States	'S			
		(5)	Sole voting power			
Nu	mber of		0			
	hares	(6)	Shared voting power			
	eficially ned by		240,896 (See Item 4)			
	each	(7)	Sole dispositive power			
р	reporting person with:		0			
V			Shared dispositive power			
			240,896 (See Item 4)			
(9)	(9) Aggregate amount beneficially owned by each reporting person					
	240,896 (See Item 4)					
(10)						
(11)	11) Percent of class represented by amount in Row (9)					
	0.5% (See Item 4)					
(12)	-		orting person (see instructions)			
	IN					

Page 22	of	44
---------	----	----

(1)) Names of reporting persons						
	Ronald M. Fincher						
(2)	Check th	Check the appropriate box if a member of a group (see instructions)					
	(a) ⊠ (b) □						
(3)	SEC use	only					
(4)	Citizens	hip o	r place of organization				
	United S	states					
		(5)	Sole voting power				
Nur	nber of		0				
-	hares	(6)	Shared voting power				
	eficially ned by		248,663 (See Item 4)				
e	each reporting person		Sole dispositive power				
-			0				
v	vith:	(8)	Shared dispositive power				
			248,663 (See Item 4)				
(9)	(9) Aggregate amount beneficially owned by each reporting person						
	248,663 (See Item 4)						
(10)							
(11)	11) Percent of class represented by amount in Row (9)						
	0.5% (See Item 4)						
(12)	Type of	repor	ting person (see instructions)				
	IN						

Page 23	3 of 44
---------	---------

(1)	Names o	Names of reporting persons					
	Ron Fin	Ron Fincher 2011 Grantor Retained Annuity Trust					
(2)		Check the appropriate box if a member of a group (see instructions)					
	(a) \boxtimes (b) \square						
(3)	SEC use	only					
(4)	Citizens	hip o	r place of organization				
	Tenness	ee					
		(5)	Sole voting power				
Nu	mber of		0				
-	hares	(6)	Shared voting power				
	eficially ned by		177,694 (See Item 4)				
	each	(7)	Sole dispositive power				
-	reporting		0				
	erson with:	(8)	Shared dispositive power				
		(-)					
			177,694 (See Item 4)				
(9)	Aggrega	ite an	nount beneficially owned by each reporting person				
	177,694	77,694 (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)						
	0.4% (See Item 4)						
(12)	Type of	repor	ting person (see instructions)				
	00						

			с С				
(1)	Names of reporting persons						
	Jack E. Polson						
(2)		Check the appropriate box if a member of a group (see instructions)					
	(a) \boxtimes (b) \Box						
(3)	SEC use	only					
(4)	(4) Citizenship or place of organization						
	United States						
		(5)	Sole voting power				
Nui	nber of		0				
	hares	(6)	Shared voting power				
	eficially ned by		234,907 (See Item 4)				
	each reporting person with:		Sole dispositive power				
р			0				
V			Shared dispositive power				
			234,907 (See Item 4)				
(9)	Aggrega	ite an	nount beneficially owned by each reporting person				
	234,907 (See Item 4)						
(10)	0) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)						
(11)	1) Percent of class represented by amount in Row (9)						
	0.5% (See Item 4)						
(12)	Type of	repoi	ting person (see instructions)				
	IN						

(1)) Names of reporting persons						
	Christopher L. Howard						
(2)			propriate box if a member of a group (see instructions)				
	(a) \boxtimes (b) \square						
(3)	SEC use only						
(4)	(4) Citizenship or place of organization						
	United S	States					
		(5)	Sole voting power				
Nur	nber of		0				
	hares eficially	(6)	Shared voting power				
	ned by		243,121 (See Item 4)				
	each reporting person		Sole dispositive power				
р			0				
v	vith:	(8)	Shared dispositive power				
			243,121 (See Item 4)				
(9)	(9) Aggregate amount beneficially owned by each reporting person						
	243,121 (See Item 4)						
(10)	(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)						
(11)	11) Percent of class represented by amount in Row (9)						
	0.5% (See Item 4)						
(12)	Type of	repoi	ting person (see instructions)				
	IN						

	Page	26	of	44
--	------	----	----	----

(1)	Names o	of rep	orting persons
	Danny E	. Car	penter
(2)			
	(a) 🗵	(b	
(3)	SEC use	only	
(4)	Citizens	hip o	r place of organization
	United S	states	
•		(5)	Sole voting power
Nur	nber of		0
-	hares	(6)	Shared voting power
	eficially ned by		81,334 (See Item 4)
e	each	(7)	Sole dispositive power
-	orting erson		0
v	vith:	(8)	Shared dispositive power
			81,334 (See Item 4)
(9)	Aggrega	ite an	nount beneficially owned by each reporting person
	81,334 (See Item 4)		tem 4)
(10)			
(11)	 Percent of class represented by amount in Row (9) 		
	0.2% (S	ee Ite	m 4)
(12)			ting person (see instructions)
	IN		

Page 27	' of 44
---------	---------

(1)	Names o	of rep	orting persons
	Karen M	1. Pri	nce
(2)			propriate box if a member of a group (see instructions)
	(a) 🗵	(b	
(3)	SEC use	only	
(4)	Citizens	hip o	r place of organization
	United S	States	
		(5)	Sole voting power
Nui	nber of		0
	hares	(6)	Shared voting power
	eficially ned by		188,326 (See Item 4)
	each	(7)	Sole dispositive power
р	oorting erson		0
V	with:	(8)	Shared dispositive power
			188,326 (See Item 4)
(9)	Aggrega	ite an	nount beneficially owned by each reporting person
	188,326	(See	Item 4)
(10)			
(11)) Percent of class represented by amount in Row (9)		iss represented by amount in Row (9)
	0.4% (S	ee Ite	m 4)
(12)	Type of	repoi	ting person (see instructions)
	IN		

Page 28 of 44	Page	28	of	44
---------------	------	----	----	----

(1)	Names o	of rep	orting persons
	Robert V	V. Sw	vinson
(2)			propriate box if a member of a group (see instructions)
	(a) 🗵	(b	
(3)	SEC use	only	
(4)	Citizens	hip o	r place of organization
	United S	states	
		(5)	Sole voting power
Nui	nber of		0
	hares	(6)	Shared voting power
	eficially ned by		92,351 (See Item 4)
	each	(7)	Sole dispositive power
	oorting erson		0
V	with:	(8)	Shared dispositive power
			92,351 (See Item 4)
(9)	Aggrega	te an	nount beneficially owned by each reporting person
	92,351 (See Item 4)		tem 4)
(10)			
(11)	 Percent of class represented by amount in Row (9) 		
	0.2% (S	ee Ite	m 4)
(12)	Type of	repor	ting person (see instructions)
	IN		

(1)	Names o	of rep	orting persons
	Fred T. I	Dodd	, Jr.
(2)			
	(a) 🗵	(b	
(3)	SEC use	only	
(4)	Citizens	hip o	r place of organization
	United S	states	
		(5)	Sole voting power
Nu	mber of		0
-	hares	(6)	Shared voting power
	eficially med by		86,914 (See Item 4)
(each	(7)	Sole dispositive power
-	porting erson		0
V	with:	(8)	Shared dispositive power
			86,914 (See Item 4)
(9)	Aggrega	te an	nount beneficially owned by each reporting person
	86,914 (See Item 4)		tem 4)
(10)			
(11)	Percent of class represented by amount in Row (9)		
	0.2% (See Item 4)		
(12)	-		ting person (see instructions)
	IN		
I			

00011 110.			
(1) Nan	(1) Names of reporting persons		
Ran	Randall P. Goldberg		
	(2) Check the appropriate box if a member of a group (see instructions)		
(a)	\boxtimes (b) 🗆	
(3) SEC	(3) SEC use only		
(4) Citiz	zenship	or place of organization	
Uni	ted State	s	
	(5)	Sole voting power	
Number	of	0	
shares		Shared voting power	
beneficia owned b		12,167 (See Item 4)	
each	(7)	Sole dispositive power	
reportin person	1	0	
with:	(8)	Shared dispositive power	
		12,167 (See Item 4)	
(9) Agg	(9) Aggregate amount beneficially owned by each reporting person		
12,1	12,167 (See Item 4)		
(10) Che			
(11) Perc	(11) Percent of class represented by amount in Row (9)		
0.0%	% (See It	em 4)	
(12) Typ	e of repo	orting person (see instructions)	
IN	IN		

Item 1(a) Name of Issuer:

Acadia Healthcare Company, Inc. (the "<u>Company</u>")

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. ("<u>WCP II</u>"); (ii) Waud Capital Partners QP II, L.P. ("<u>Waud QP II</u>"); (iii) the Reeve B. Waud 2011 Family Trust (the "<u>Waud Family Trust</u>"); (iv) Waud Family Partners, L.P. ("<u>WFP LP</u>"); (v) WCP FIF II (Acadia), L.P. ("<u>WCP FIF II</u>"); (vi) Waud Capital Affiliates II, L.L.C. ("<u>Waud Affiliates II</u>"); (vii) Waud Capital Affiliates III, L.L.C. ("<u>Waud Affiliates II</u>"); (vii) Waud Capital Partners III, L.P. ("<u>WCP FIF III</u>"); (x) Waud Capital Partners III, L.P. ("<u>WCP III</u>"); (xi) Waud Capital Partners III, L.P. ("<u>WCP III</u>"); (xi) Waud Capital Partners III, L.P. ("<u>WCP III</u>"); (xii) Waud Capital Partners III, L.P. ("<u>Waud III LLC</u>"); (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 "<u>Turner Family Trust</u>"); (xxi) Norman K. Carter, III; (xxi) Ronald M. Fincher; (xxii) the Ron Fincher 2011 Grantor Retained Annuity Trust (the "<u>Fincher Family Trust</u>"); (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 "<u>Reporting Persons</u>").

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2013, a copy of which is attached as <u>Exhibit A</u> 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) \Box Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

- (b) \square Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) \Box 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) \Box An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).
- (f) \Box An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F).
- (g) \Box 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) \Box 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 "<u>Waud Shares</u>") 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; (x) 4,920 shares by Mr. Waud; (xii)

SCHEDULE 13G

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. ("<u>Waud Capital Partners</u>") entered into a stockholders agreement (the "<u>Stockholders Agreement</u>") 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 "<u>Acadia Management Shares</u>"). 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

Authorized Signatory

Its:

- 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.		
WCP F	FIF II (ACADIA), L.P.	
WCP I	F IF II (ACADIA), L.P.	
By:	Waud Capital Partners Management II, L.P.	
Its:	General Partner	
By:	Waud Capital Partners Management II, L.P.	
Its:	General Partner	
By:	Waud Capital Partners Management II, L.P.	
Its:	General Partner	
By:	Waud Capital Partners II, L.L.C.	
By:	Waud Capital Partners Management II, L.P.	
Its:	General Partner	

WAUD CAPITAL PARTNERS MANAGEMENT II, L.P.

By: Its:	Waud Capital Partners II, L.L.C. 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.LC.
Its:	General Partners
By:	/s/ Reeve B. Waud

2	is neere Bi maaa
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: 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 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. WaudName:Reeve B. WaudIts: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
5	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
5	/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: 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: Its:	Reeve B. Waud Authorized Signatory
WAUD	CAPITAL PARTNERS QP II, L.P.
By: Its:	Waud Capital Partners Management II, L.P. 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 F	FIF II (ACADIA), L.P.
By:	Waud Capital Partners Management II, L.P.
Its:	General Partner
Bv:	Waud Capital Partners II, L.L.C.
Its:	General Partner
By:	/s/ Reeve B. Waud
Name:	Reeve B. Waud
Its:	Authorized Signatory
WAUD L.P.	CAPITAL PARTNERS MANAGEMENT II,
By:	Waud Capital Partners II, L.L.C.

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

WAUD CAPITAL PARTNERS II, L.L.C.

By: /s/ Reeve B. Waud

Name:Reeve B. WaudIts:Authorized Signatory

WAUD CAPITAL PARTNERS MANAGEMENT

	WAUD III, L.P	UD CAPITAL PARTNERS MANAGEMENT L.P.		
	By: Its:	Waud Capital Partners III, L.LC. General Partners		
	5	/s/ Reeve B. Waud Reeve B. Waud Authorized Signatory		
WAUD CAPITAL PARTNERS III, L.L.C.				
	By: Name: Its:	/s/ Reeve B. Waud Reeve B. Waud Authorized Signatory		
	WAUD	CAPITAL PARTNERS III, L.P.		
	By: Its:	Waud Capital Partners Management III, L.P. General Partner		
	By: Its:	Waud Capital Partners III, L.L.C. General Partner		
	5	/s/ Reeve B. Waud Reeve B. Waud Authorized Signatory		
	WAUD	CAPITAL PARTNERS QP III, L.P.		
	By: Its:	Waud Capital Partners Management III, L.P. General Partner		
	By: Its:	Waud Capital Partners III, L.L.C. General Partner		
	5	/s/ Reeve B. Waud		
	Name: Its:	Reeve B. Waud Authorized Signatory		
	WAUD	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

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. FincherName:Ronald M. FincherIts:Trustee