UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
Under the Securities Exchange Act of 1934 (Amendment No. 2)*
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).

(1)	Names o	of rep	porting persons	
			ital Partners II, L.P.	
(2)		-	propriate box if a member of a group (see instructions)	
	(a) ⊠	(L	o) \square	
(3)	SEC use	only	7	
(4)	Citizens	hip c	or place of organization	
	Delaw	aro		
	Delaw	(5)	Sole voting power	
		(5)	one voting power	
Nur	nber of		0	
_	nares	(6)	Shared voting power	
	eficially ned by		4,502,656 (See Item 4)	
(each	(7)	Sole dispositive power	
_	orting erson			
_	vith:	(8)	Shared dispositive power	
		(0)	onace aspositive power	
			4,502,656 (See Item 4)	
(9)	Aggrega	ate ar	nount beneficially owned by each reporting person	
	4,502,656 (See Item 4)			
(10)	· · · · · ·			
(1.1)				
(11)	Percent	ot cla	ass represented by amount in Row (9)	
	8.9% (See	Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	PN			
	LIN			

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon 50,522,054 shares outstanding as of October 30, 2013, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as filed with the Securities and Exchange Commission on October 30, 2013 (the "10-Q").

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			-		
(1)	Names o	of rep	oorting persons		
			ital Partners QP II, L.P.		
(2)		ne ap	propriate box if a member of a group (see instructions)		
	(a) ⊠	(b	\Box		
(3)	SEC use	only	7		
, ,					
(4)	Citizens	hip o	or place of organization		
	Delaw	are			
		(5)	Sole voting power		
			0		
	nber of	(6)	Shared voting power		
_	nares eficially	(0)	Shared voting power		
	ned by		3,726,016 (See Item 4)		
	each	(7)	Sole dispositive power		
_	orting				
_	erson vith:		0		
·	V1011.	(8)	Shared dispositive power		
			3,726,016 (See Item 4)		
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person		
	3,726,016 (See Item 4)				
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box				
(11)	Percent	of cla	ass represented by amount in Row (9)		
	5 407 7	0			
(12)	,		Item 4)		
(12)	1ype of	repo	rting person (see instructions)		
	PN				
i l					

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				J	
(1)	Names of reporting persons				
	Reeve	B. V	Waud 2011 Family Trust		
(2)	Check tl	ne ap	propriate box if a member of a group (see instructions)		
	(a) ⊠	(t	o) \square		
(3)	SEC use	only	y		
(4)	Citizens	hip c	or place of organization		
	Illinois	;			
		(5)	Sole voting power		
Nur	nber of		0		
	nares	(6)	Shared voting power		
	eficially				
	ned by		648,507 (See Item 4)		
	each	(7)	Sole dispositive power		
_	orting erson				
	vith:	(0)			
		(8)	Shared dispositive power		
			648,507 (See Item 4)		
(9)	Aggrega	ate ar	nount beneficially owned by each reporting person		
(5)			nount ochercumy owned by each reporting person		
	648.50	7 (S	See Item 4)		
(10)		_ `	aggregate amount in Row (9) excludes certain shares (see instructions) \Box		
()					
(11)	Percent	of cl	ass represented by amount in Row (9)		
	,		Item 4)		
(12)	Type of	repo	rting person (see instructions)		
	00				
	00				

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(1)	Names o	of rep	porting persons		
	Waud 1	Fam	ily Partners, L.P.		
(2)		he ap	propriate box if a member of a group (see instructions)		
	(a) ⊠	(b	o) \square		
(3)	SEC use	only	7		
(4)	Citizens	hip o	or place of organization		
	Delaw	are			
		(5)	Sole voting power		
	nber of	(6)	Shared voting power		
_	nares	(0)	Shared voting power		
	eficially ned by		72,057 (See Item 4)		
	each	(7)	Sole dispositive power		
rep	orting	` ′	•		
	erson		0		
V	vith:	(8)	Shared dispositive power		
			72.0F7 (See Item 4)		
(0)	Λ ~ ~ ~ ~ ~		72,057 (See Item 4) nount beneficially owned by each reporting person		
(9)	Aggrega	ne an	nount beneficially owned by each reporting person		
	72.057	(Se	e Item 4)		
(10)			aggregate amount in Row (9) excludes certain shares (see instructions) \Box		
(==)	Check it the aggregate amount in Now (5) excludes certain shares (see instructions)				
(11)	Percent	of cla	ass represented by amount in Row (9)		
	0.407	_	T		
			Item 4)		
(12)	Type of	repo	rting person (see instructions)		
	PN				
	PN				

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(1)	Names o	of rep	porting persons	
	WCP I	FIF I	I (Acadia), L.P.	
(2)		ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	\Box	
(3)	SEC use	only	Į	
(-)		- 3		
(4)	Citizens	hip o	r place of organization	
	Delaw	are		
	2 614 11	(5)	Sole voting power	
		` '		
Nur	nber of		0	
	nares	(6)	Shared voting power	
	eficially		FC0 CFF (Co. 11 4)	
	ned by each	(7)	568,655 (See Item 4) Sole dispositive power	
	orting	(7)	Sole dispositive power	
pe	erson		0	
V	vith:	(8)	Shared dispositive power	
			FCO CFF (Can Itage 4)	
(0)	Λαανοαι	to or	568,655 (See Item 4) nount beneficially owned by each reporting person	
(9)	Aggrega	ne ai	nount beneficially owned by each reporting person	
	568,655 (See Item 4)			
(10)				
(11)	Percent	of cla	ass represented by amount in Row (9)	
	1 10/2 (Soc	Item 4)	
(12)			rting person (see instructions)	
(12)	Type or	1cho	tung person (see manucuons)	
	PN			

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Names c	of rep	orting persons		
	•	orting persons		
		tal Affiliates II, L.L.C.		
	ne ap	propriate box if a member of a group (see instructions)		
(a) ⊠	(b	o) □		
SEC use	only			
020 000	0111			
Citizens	hip o	r place of organization		
Delawa	are			
	(5)	Sole voting power		
		0		
	(6)	Shared voting power		
	` ´			
ed by		582,401 (See Item 4)		
nch	(7)	Sole dispositive power		
_				
ith:	(0)			
	(8)	Shared dispositive power		
		582,401 (See Item 4)		
Aggrega	ite an	nount beneficially owned by each reporting person		
Check if the aggregate amount in Row (9) excludes certain shares (see instructions) □				
Percent	of cla	ass represented by amount in Row (9)		
1 70/ /	C	Itom 4)		
		Item 4) rting person (see instructions)		
Type of	reboi	tung person (see mstructions)		
00				
	Check the control of	Check the ap (a) \(\) (b SEC use only Citizenship of Delaware (5) ber of (6) icially ed by (7) riting (8) Aggregate and (8) Check if the action of class Percent of class 1.2% (See		

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(1)	Names of reporting persons			
	Waud Capital Affiliates III, L.L.C.			
(2)		ne ap	propriate box if a member of a group (see instructions)	
	(a) 🗵	(t	\bigcirc	
(3)	SEC use	only	7	
(3)	SEC use	Ulliy		
(4)	Citizens	hip c	or place of organization	
	Delaw	are		
		(5)	Sole voting power	
NI				
	nber of nares	(6)	Shared voting power	
	eficially			
	ned by		298,889 (See Item 4)	
	each	(7)	Sole dispositive power	
_	orting erson			
_	vith:	(8)	Shared dispositive power	
		(0)	Shared dispositive power	
			298,889 (See Item 4)	
(9)	Aggrega	ate ar	nount beneficially owned by each reporting person	
	200.00	0 (0		
(4.0)			ee Item 4)	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)			
(11)	Percent	of cl	ass represented by amount in Row (9)	
	0.6% (See	Item 4)	
(12)			rting person (see instructions)	
	J.	•		
	00			

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			-	
(1)	Names of reporting persons			
	WCP FIF III (Acadia), L.P.			
(2)		ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	o) \square	
(3)	SEC use	only	7	
(4)	Citizens	hip o	r place of organization	
	Delaw	are		
		(5)	Sole voting power	
Nur	nber of		0	
sl	nares	(6)	Shared voting power	
	eficially ned by		811,863 (See Item 4)	
6	each	(7)	Sole dispositive power	
_	orting			
	erson vith:			
,	V1011.	(8)	Shared dispositive power	
			811,863 (See Item 4)	
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person	
	011 00	2 (C	Tr. AN	
(10)			ee Item 4)	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	ass represented by amount in Row (9)	
	1.6% (See	Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	DNI			
	PN			

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(1)	Names o	of rep	porting persons	
	Waud Capital Partners QP III, L.P.			
(2)	Check tl	1е ар	opropriate box if a member of a group (see instructions)	
	(a) ⊠	(b	b) 🗆	
(3)	SEC use	only	y	
(4)	Citizens	hip o	or place of organization	
	Delaw	are		
		(5)	Sole voting power	
Nur	nber of		0	
sl	nares	(6)	Shared voting power	
	eficially			
	ned by		1,849,888 (See Item 4)	
	each	(7)	Sole dispositive power	
_	orting			
	erson vith:		0	
v	V1(11.	(8)	Shared dispositive power	
			1 040 000 (Car Itary 4)	
(0)			1,849,888 (See Item 4)	
(9)	Aggrega	ite ar	mount beneficially owned by each reporting person	
	1 8/0 8	222	(See Item 1)	
(10)	1,849,888 (See Item 4)			
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	ass represented by amount in Row (9)	
	,		Item 4)	
(12)	Type of	repo	orting person (see instructions)	
	PN			
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				J
(1)	Names o	of rep	oorting persons	
	Waud Capital Partners III, L.P.			
(2)	Check tl	ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(b		
(3)	SEC use	only	T. Control of the con	
(4)	Citizens	hip o	r place of organization	
	Delaw	are		
		(5)	Sole voting power	
		` /		
N.T			0	
	nber of nares	(6)	Shared voting power	
	eficially	(-)	Of the state of th	
	ned by		327,133 (See Item 4)	
	each	(7)	Sole dispositive power	
	orting	(,)	out dispositive power	
_	erson		0	
v	vith:	(8)	Shared dispositive power	
		(0)	Shared dispositive power	
			327,133 (See Item 4)	
(9)	Δαατρασ	nto ar	nount beneficially owned by each reporting person	
(3)	¹ 1881C80	iic ai	nount beneficially owned by each reporting person	
	327,133 (See Item 4)			
(10)				
(10)	Check if the aggregate amount in Now (5) excludes certain shares (see instructions)			
(11)	Percent of class represented by amount in Row (9)			
(11)	1 CICCIII	OI CI	ass represented by annount in Now (3)	
	0.6% (See	Item 4)	
(12)			rting person (see instructions)	
(14)	Type or	теро	tung person (see nistractions)	
	PN			

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			-	
(1)	Names of reporting persons			
	Waud Capital Partners Management II, L.P.			
(2)			propriate box if a member of a group (see instructions)	
	(a) ⊠	(t	o) □	
(3)	SEC use	only		
		3		
(4)	Citizens	hip o	r place of organization	
	Delaw	are		
		(5)	Sole voting power	
Nur	nber of	(C)		
_	nares	(6)	Shared voting power	
beneficially owned by			9,379,728 (See Item 4)	
	each	(7)	Sole dispositive power	
_	orting			
_	erson		0	
V	vith:	(8)	Shared dispositive power	
			9,379,728 (See Item 4)	
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person	
	00 0			
	9,379,728 (See Item 4)			
(10)	Check it	f the	aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(11)	Percent	of cla	ass represented by amount in Row (9)	
			e Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	DNI			
	PN			

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				0
(1)	Names o	of rep	porting persons	
	Waud Capital Partners II, L.L.C.			
(2)	Check tl		propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	o) \square	
(3)	SEC use	only	y	
(4)	Citizens	hip o	or place of organization	
	Delaw	are		
		(5)	Sole voting power	
Nur	nber of			
	nares	(6)	Shared voting power	
bene	eficially			
OW.	ned by		9,379,728 (See Item 4)	
	each	(7)	Sole dispositive power	
_	orting			
	erson			
V	vith:	(8)	Shared dispositive power	
			9,379,728 (See Item 4)	
(9)	Aggrega	ate ar	mount beneficially owned by each reporting person	
			(See Item 4)	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	ass represented by amount in Row (9)	
	10.001		T	
			e Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	00			
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				J
(1)	Names of reporting persons			
	Waud (Capi	ital Partners Management III, L.P.	
(2)			propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	b) \square	
(3)	SEC use	only	y	
(4)	Citizens	hip o	or place of organization	
	Delaw	0 M O		
	Delaw			
		(5)	Sole voting power	
Nur	nber of	(6)		
	nares	(6)	Shared voting power	
	eficially		2 207 772 (See Item 4)	
	ned by each	(7)	3,287,773 (See Item 4) Sole dispositive power	
	orting	(7)	Sole dispositive power	
_	erson		0	
	vith:	(0)		
		(8)	Shared dispositive power	
			3,287,773 (See Item 4)	
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person	
()	00 0			
	3,287,7	773	(See Item 4)	
(10)			aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
` '				
(11)	Percent	of cla	ass represented by amount in Row (9)	
	,		Item 4)	
(12)	Type of	repo	rting person (see instructions)	
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	PN			

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				J
(1)	Names of reporting persons			
	Waud (Capi	ital Partners III, L.L.C.	
(2)	Check tl	ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	\Box	
(3)	SEC use	only	y	
(4)	O'	1 .		
(4)	Citizens	nip o	or place of organization	
	Delaw	are		
		(5)	Sole voting power	
Nur	nber of		0	
sl	nares	(6)	Shared voting power	
	eficially			
	ned by		3,287,773 (See Item 4)	
	each	(7)	Sole dispositive power	
_	orting			
	erson vith:		0	
•	V 1(11.	(8)	Shared dispositive power	
			2 207 772 (C. T. A)	
			3,287,773 (See Item 4)	
(9)	Aggrega	ite ar	mount beneficially owned by each reporting person	
	2 207 5	770	(Coa Itam 1)	
(10)			(See Item 4)	
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	ass represented by amount in Row (9)	
	,		Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	00			
	00			

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				J
(13)	Names of reporting persons			
			al Partners, L.L.C.	
(14)			ropriate box if a member of a group (see instructions)	
	(a) ⊠	(b)		
(15)	SEC use	only		
(16)	Citizens	hip or	place of organization	
	Delaw	are		
		(17)	Sole voting power	
Nur	nber of		0	
sl	nares	(18)	Shared voting power	
OW	beneficially owned by		31,220 (See Item 4)	
	each orting	(19)	Sole dispositive power	
pe	erson vith:		0	
v	VILII.	(20)	Shared dispositive power	
			31,220 (See Item 4)	
(21)	Aggrega	ite am	ount beneficially owned by each reporting person	
	31,220	(See	e Item 4)	
(22)				
(23)	Percent	of clas	ss represented by amount in Row (9)	
	0.1% (See I	tem 4)	
(24)	Type of	report	ing person (see instructions)	
	00			

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110. 00 10	111100		ruge 17 of 55	
Names of reporting persons				
Crystal Cove LP				
	he app	ropriate box if a member of a group (see instructions)		
SEC use	only			
Citizens	hip or	place of organization		
Delaw	are			
	(29)	Sole voting power		
nber of		0		
hares	(30)	Shared voting power		
eficially ned by		795,667 (See Item 4)		
each Porting	(31)	Sole dispositive power		
erson		0		
vith:	(32)	Shared dispositive power		
		795,667 (See Item 4)		
Aggrega	ate am	ount beneficially owned by each reporting person		
795,667 (See Item 4)				
Check if the aggregate amount in Row (9) excludes certain shares (see instructions)				
Percent	of clas	s represented by amount in Row (9)		
1.6% (See I	tem 4)		
Type of	report	ing person (see instructions)		
PN				
	Crysta Check ti (a) SEC use SEC use Citizens Delaw The conting erson with: Aggrega 795,66 Check ti Percent 1.6% (Type of	Crystal Cov Check the app (a) (b) SEC use only Citizenship or Delaware (29) Inher of hares efficially ned by each corting erson with: (32) Aggregate amount of the agg	Crystal Cove LP Check the appropriate box if a member of a group (see instructions) (a) (b) SEC use only Citizenship or place of organization Delaware (29) Sole voting power 0 (30) Shared voting power 795,667 (See Item 4) (31) Sole dispositive power (32) Shared dispositive power 795,667 (See Item 4) Aggregate amount beneficially owned by each reporting person 795,667 (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)	

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(1)	Names of reporting persons			
	Reeve	B. V	<i>N</i> aud	
(2)	Check tl	ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(b	o) \square	
(3)	SEC use	only	y	
(4)	Citizens	hip o	or place of organization	
	TT */ 1	C.		
	United		-	
		(5)	Sole voting power	
Nur	nber of			
	nares	(6)	Shared voting power	
	eficially		4.4.0.40.005 (0	
	ned by		14,248,285 (See Item 4)	
	each	(7)	Sole dispositive power	
	orting erson			
	vith:		0	
,	V 1011.	(8)	Shared dispositive power	
			1.4.2.40.20F (C I	
(0)			14,248,285 (See Item 4)	
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person	
	14 240	205	Coo Itom (1)	
(10)			5 (See Item 4)	
(10)	Спеск п	me	aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(11)	Percent of class represented by amount in Row (9)			
(11)	2 CICCIII	J1 C10	and represented by announce in rio ii (b)	
	28.2%	(See	e Item 4)	
(12)			rting person (see instructions)	
		-		
	IN			

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			-
(1)	Names of reporting persons		
	Joey A	. Ja	cobs
(2)			propriate box if a member of a group (see instructions)
	(a) ⊠	(t	o) \square
(3)	SEC use	only	T .
(4)	Citizens	hip o	or place of organization
	United	Sta	tes
		(5)	Sole voting power
Nur	nber of		0
sl	nares	(6)	Shared voting power
beneficially owned by			1,186,575 (See Item 4)
	each orting	(7)	Sole dispositive power
pe	erson vith:		0
V	viui:	(8)	Shared dispositive power
			1,186,575 (See Item 4)
(9)	Aggrega	ate ar	nount beneficially owned by each reporting person
	1,186,575 (See Item 4)		
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)		
(11)	Percent	of cla	ass represented by amount in Row (9)
	,		Item 4)
(12)	Type of	repo	rting person (see instructions)
	IN		

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			· ·
(1)	Names o	of rep	oorting persons
			ent Jacobs GST Non-Exempt Trust u/a/d 04/26/2011
(2)			propriate box if a member of a group (see instructions)
	(a) ⊠	(t	o) \square
(3)	SEC use	only	
(4)	Citizens	hip o	or place of organization
	Tennes	see	
		(5)	Sole voting power
Nive	mbox of		0
sl	mber of hares	(6)	Shared voting power
	eficially ned by		375,368 (See Item 4)
	each	(7)	Sole dispositive power
_	orting		
	erson vith:		0
v	viui.	(8)	Shared dispositive power
			375,368 (See Item 4)
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person
		_ `	ee Item 4)
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) □		
(11)	Percent	of cla	ass represented by amount in Row (9)
	0.7% (See	Item 4)
(12)	,		rting person (see instructions)
	00		

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(13)	Names o	of repo	orting persons
			as Jacobs GST Non-Exempt Trust u/a/d 04/26/2011
(14)			ropriate box if a member of a group (see instructions)
	(a) ⊠	(b)	
(15)	SEC use	only	
(16)	Citizens	hip or	place of organization
	Tennes	see	
		(17)	Sole voting power
Ni	h f		0
	nber of nares	(18)	Shared voting power
	eficially		
	ned by	(10)	375,368 (See Item 4)
	each orting	(19)	Sole dispositive power
person			0
V	vith:	(20)	Shared dispositive power
			375,368 (See Item 4)
(21)	Aggrega	ate am	ount beneficially owned by each reporting person
` '	00 0		
	375,36	8 (Se	e Item 4)
(22)	Check if	f the ag	ggregate amount in Row (9) excludes certain shares (see instructions) \Box
(23)	Percent	of clas	ss represented by amount in Row (9)
	0.7% (See It	tem 4)
(24)	,		ing person (see instructions)
` /	J.	•	
	00		

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			-
(1)	Names o	of rep	oorting persons
	Brent 7	Гurn	er
(2)			propriate box if a member of a group (see instructions)
	(a) ⊠	(t	o) \square
(3)	SEC use	only	T .
(4)	Civi	, .	
(4)	Citizens	hip o	or place of organization
	United	Sta	tes
		(5)	Sole voting power
Nur	nber of		0
sl	nares	(6)	Shared voting power
	eficially ned by		285,528 (See Item 4)
	each	(7)	Sole dispositive power
rep	orting	. ,	
	erson		0
V	vith:	(8)	Shared dispositive power
			285,528 (See Item 4)
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person
	20= =2	0 (0	
(10)	285,528 (See Item 4)		
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)		
(11)	Percent	of cla	ass represented by amount in Row (9)
	0.6% (See	Item 4)
(12)			rting person (see instructions)
		-	
	IN		

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			5	
(1)	Names of reporting persons			
	Norma	n K	. Carter, III	
(2)	Check tl	ne ap	propriate box if a member of a group (see instructions)	
	(a) ⊠	(t	o) \square	
(3)	SEC use	only	y	
(4)	CUI			
(4)	Citizens	hip c	or place of organization	
	United	Sta	tes	
		(5)	Sole voting power	
Nur	nber of		0	
	nares	(6)	Shared voting power	
	eficially			
owned by			90,896 (See Item 4)	
	each orting	(7)	Sole dispositive power	
	erson			
	vith:	(0)		
		(8)	Shared dispositive power	
			90,896 (See Item 4)	
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person	
()	00 0			
	90,896	(Se	re Item 4)	
(10)		_	aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(11)	Percent	of cl	ass represented by amount in Row (9)	
	0.007	_		
			Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	IN			
	111			

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				ge = : e= ee
(1)	Names	of rep	eporting persons	
	Ronald	l M.	1. Fincher	
(2)	Check to (a) ⊠	_	appropriate box if a member of a group (see instructions) (b) \Box	
(3)	SEC use	e only	ıly	
(4)	Citizens	ship c	or place of organization	
	United	Sta	ates	
		(5)	Sole voting power	
Nur	nber of		0	
	nares eficially	(6)	Shared voting power	
OW	ned by		243,386 (See Item 4)	
	each orting	(7)	Sole dispositive power	
	erson vith:		0	
v	vitti.	(8)	Shared dispositive power	
453			243,386 (See Item 4)	
(9)	Aggrega	ate ar	amount beneficially owned by each reporting person	
	243,386 (See Item 4)			
(10)	0) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)			
(11)	Percent	of cl	class represented by amount in Row (9)	
	0.5% (See	e Item 4)	
(12)	Type of	repo	orting person (see instructions)	
	IN			

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(1)	Names of reporting persons		
			ncher II Trust u/a/d 9/13/11
(2)		ne ap	propriate box if a member of a group (see instructions)
	(a) ⊠	(t	o) \square
(3)	SEC use	only	V .
(4)	Citizons	hin c	or place of organization
(4)	Citizens	шр с	in place of organization
	Tennes	see	
		(5)	Sole voting power
Nue	nber of		
sl	nares	(6)	Shared voting power
	eficially		41.047 (See Item 4)
	ned by each	(7)	41,847 (See Item 4) Sole dispositive power
	orting	(/)	Sole dispositive power
pe	erson		0
V	vith:	(8)	Shared dispositive power
			41,847 (See Item 4)
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person
	44 0 47	. (C	
(10)	41,847 (See Item 4)		
(10)	Cneck 11	tne	aggregate amount in Row (9) excludes certain shares (see instructions) \square
(11)	Percent	of cl	ass represented by amount in Row (9)
	0.1% (See	Item 4)
(12)			rting person (see instructions)
	00		

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(1)	Names	of rep	eporting persons		
	Jack E. Polson				
(2)	Check to (a) ⊠	_	ppropriate box if a member of a group (see instructions) \Box		
(3)	SEC use	e only	ly		
(4)	Citizens	ship c	or place of organization		
	United	l Sta	ates		
		(5)	Sole voting power		
Nur	nber of		0		
sl	nares	(6)	Shared voting power		
	eficially ned by		234,907 (See Item 4)		
	each orting	(7)	Sole dispositive power		
pe	erson		0		
V	vith:	(8)	Shared dispositive power		
			234,907 (See Item 4)		
(9)	Aggrega	ate ar	amount beneficially owned by each reporting person		
	234,907 (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)				
	0.5% (See	e Item 4)		
(12)			orting person (see instructions)		
	IN				

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			-		
(13)	Names of reporting persons				
	Jack E. Polson Family 2013 Grantor Retained Annuity Trust				
(14)	Check tl (a) ⊠	he app (b)	ropriate box if a member of a group (see instructions)		
	(a) <u>u</u>	(0)			
(15)	SEC use	only			
(16)	Citizens	hip or	place of organization		
	Tennes	see			
		(17)	Sole voting power		
Nur	nber of		0		
sl	nares	(18)	Shared voting power		
	eficially ned by		51,084 (See Item 4)		
	each orting	(19)	Sole dispositive power		
pe	erson		0		
V	vith:	(20)	Shared dispositive power		
			51,084 (See Item 4)		
(21)	Aggrega	ate amo	ount beneficially owned by each reporting person		
	51,084 (See Item 4)				
(22)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box				
(23)	Percent	of clas	ss represented by amount in Row (9)		
	0.1% (See I	tem 4)		
(24)	Type of	report	ing person (see instructions)		
	00				

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(1)	Names	of rep	eporting persons		
	Christopher L. Howard				
(2)	Check to (a) ⊠		appropriate box if a member of a group (see instructions) (b) \Box		
(3)	SEC use	e only	ly		
(4)	Citizens	ship c	or place of organization		
	United	Sta	ates		
		(5)	Sole voting power		
Nur	nber of		0		
sl	nares	(6)	Shared voting power		
OW.	eficially ned by		236,749 (See Item 4)		
	each orting	(7)) Sole dispositive power		
pe	erson vith:		0		
v	vitii.	(8)) Shared dispositive power		
			236,749 (See Item 4)		
(9)	Aggrega	ate ar	amount beneficially owned by each reporting person		
	236,749 (See Item 4)				
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions)				
(11)	Percent	of cl	class represented by amount in Row (9)		
	0.5% (See	e Item 4)		
(12)			orting person (see instructions)	-	
	IN				

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				0
(1)	Names o	of rep	porting persons	
	Danny E. Carpenter			
(2)	Check tl		opropriate box if a member of a group (see instructions)	
	(a) ⊠	(t	b) 🗆	
(3)	SEC use	only	y	
(4)	Citizens	hip c	or place of organization	
	TT	C+-		
	United		-	
		(5)	Sole voting power	
Nur	nber of	(0)		
	nares	(6)	Shared voting power	
	eficially		77 000 (Can Harry 4)	
	ned by each	(7)	77,882 (See Item 4)	
	orting	(7)	Sole dispositive power	
	erson		0	
	vith:	(8)	Shared dispositive power	
		(0)	Shared dispositive power	
			77,882 (See Item 4)	
(9)	Δαατρασ	nto ar	mount beneficially owned by each reporting person	
(3)	11ggrege	iic ai	mount beneficially owned by each reporting person	
	77.882	(Se	ee Item 4)	
(10)		_	aggregate amount in Row (9) excludes certain shares (see instructions) \Box	
(10)	once in the aggregate amount in Now (5) excludes certain shares (see instructions)			
(11)	Percent	of cl	ass represented by amount in Row (9)	
` ′				
	0.2% (See	Item 4)	
(12)	Type of	repo	rting person (see instructions)	
	IN			

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			-		
(1)	Names of reporting persons				
	Karen M. Prince				
(2)		ne ap	propriate box if a member of a group (see instructions)		
	(a) ⊠	(b	\Box		
(3)	SEC use	only	7		
(4)	Citizens	hip o	or place of organization		
	United	Sta	tes		
		(5)	Sole voting power		
			0		
	nber of	(6)	Shared voting power		
_	nares eficially	(0)	Shared voling power		
	ned by		38,326 (See Item 4)		
	each	(7)	Sole dispositive power		
_	orting				
	erson vith:	(0)			
•	, 1,111	(8)	Shared dispositive power		
			38,326 (See Item 4)		
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person		
(1.0)	38,326 (See Item 4)				
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box				
(11)	Percent	of cla	ass represented by amount in Row (9)		
	0.1% (See Item 4)				
(12)			rting person (see instructions)		
(12)	Type of	repo	tung person (see manucuons)		
	IN				

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(1)	Names	of rep	eporting persons		
	Robert W. Swinson				
(2)	Check to (a) ⊠		appropriate box if a member of a group (see instructions) (b) \Box		
(3)	SEC use	e only	ıly		
(4)	Citizens	ship c	or place of organization		
	United	Sta	ates		
		(5)	Sole voting power		
Nur	nber of		0		
sl	nares	(6)	Shared voting power		
OW.	eficially ned by		92,351 (See Item 4)		
	each orting	(7)	Sole dispositive power		
pe	erson vith:		0		
v	vitii.	(8)	Shared dispositive power		
			92,351 (See Item 4)		
(9)	Aggrega	ate ar	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)				
(11)	Percent	of cl	class represented by amount in Row (9)		
	0.2% (See	e Item 4)		
(12)			oorting person (see instructions)		
	IN				

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			-
(1)	Names o	of rep	porting persons
	Fred T. Dodd, Jr.		
(2)			propriate box if a member of a group (see instructions)
	(a) ⊠	(t	o) \square
(3)	SEC use	only	y .
(4)	Citizens	hip o	or place of organization
	United	Sta	tes
		(5)	Sole voting power
Nur	nber of		0
sl	nares	(6)	Shared voting power
	eficially ned by		90,001 (See Item 4)
€	each	(7)	Sole dispositive power
reporting person 0			
with:		(8)	Shared dispositive power
			90,001 (See Item 4)
(9)	Aggregate amount beneficially owned by each reporting person		nount beneficially owned by each reporting person
	90,001 (See Item 4)		
(10)			aggregate amount in Row (9) excludes certain shares (see instructions) \Box
(1.1)			
(11)	Percent	ot cla	ass represented by amount in Row (9)
			Item 4)
(12)	Type of	repo	rting person (see instructions)
	IN		

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			-
(1)	Names o	of rep	porting persons
	Randall P. Goldberg		
(2)			propriate box if a member of a group (see instructions)
	(a) 🗵	(t	\Box
(3)	SEC use	only	
(4)	Citizens	hip c	or place of organization
	United	Sta	tes
		(5)	Sole voting power
	nber of	(6)	Shared voting power
_	nares eficially	(-)	
	ned by		13,471 (See Item 4)
	each	(7)	Sole dispositive power
_	orting		
person 0 with: (a) Chand disposition are an			
		(8)	Shared dispositive power
			13,471 (See Item 4)
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person
	40.454		
(10)	13,471 (See Item 4)		
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) □		
(11)	Percent	of cl	ass represented by amount in Row (9)
	0.0% (See	Item 4)
(12)			rting person (see instructions)
	J.F = 0=	-1	
	IN		

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				J
(13)	Names o	of repo	orting persons	
	Meliss	a W.	Waud	
(14)	Check tl (a) ⊠	he app (b)	propriate box if a member of a group (see instructions)	
(15)	SEC use	only		
(16)	Citizens	ship or	place of organization	
	United	State	es	
		(17)	Sole voting power	
Nur	nber of		0	
sl	nares	(18)	Shared voting power	
OW	eficially ned by		33,333 (See Item 4)	
	each orting	(19)	Sole dispositive power	
pe	erson vith:		0	
V	vitn:	(20)	Shared dispositive power	
			33,333 (See Item 4)	
(21)	Aggregate amount beneficially owned by each reporting person			
	33,333 (See Item 4)			
(22)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(23)	Percent	of clas	ss represented by amount in Row (9)	
	0.1% (See I	tem 4)	
(24)	Type of	report	ting person (see instructions)	
	INI			

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(1)	Names of reporting persons			
	Morgan M. Fincher Trust u/a/d 9/13/11			
(2)	Check tl		opropriate box if a member of a group (see instructions)	
	(a) ⊠	(b	b) 🗆	
(3)	SEC use	only	y	
(4)	Citizens	hip o	or place of organization	
	Tennes	SEE		
	Temice	(5)	-	
		(5)	Sole voling power	
	nber of nares	(6)		
	eficially	(-)	St. 19 19 St. 19 19 19 19 19 19 19 19 19 19 19 19 19	
	ned by		41,847 (See Item 4)	
	each	(7)	·	
	orting			
	erson			
V	vith:	(8)	Shared dispositive power	
			41,847 (See Item 4)	
(9)	Aggrega	ate ar	mount beneficially owned by each reporting person	
	41,847 (See Item 4)			
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box			
(11)	Percent	of cla	ass represented by amount in Row (9)	
	_			
			Item 4)	
(12)	Type of	repo	orting person (see instructions)	
	00			

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(1)	Names o	of rep	porting persons
	Cody C. Fincher Trust u/a/d 9/13/11		
(2)		ne ap	propriate box if a member of a group (see instructions)
	(a) ⊠	(t	\bigcirc
(3)	SEC use	only	
(3)	DEC use	Omy	
(4)	Citizens	hip c	or place of organization
	Tennes	see	
		(5)	Sole voting power
	nber of nares	(6)	Shared voting power
_	eficially	()	
	ned by		41,847 (See Item 4)
	each	(7)	Sole dispositive power
_	orting		
person 0			
,	V 1011.	(8)	Shared dispositive power
			41,847 (See Item 4)
(9)	Aggrega	ite ar	nount beneficially owned by each reporting person
	41,847 (See Item 4)		
(10)	Check if the aggregate amount in Row (9) excludes certain shares (see instructions) \Box		
(11)	Percent	of cl	ass represented by amount in Row (9)
	0.407.4	_	T
(4.0)			Item 4)
(12)	Type of	repo	rting person (see instructions)
	00		

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			-
(1)	Names of reporting persons		
	Elizabe	eth (Grace Turner 2011 Vested Trust
(2)	(2) Check the appropriate box if a member of a group (see instructions)		
	(a) ⊠	(b	$))$ \square
(3)	SEC use only		
(3)	SEC use only		
(4)	Citizenship or place of organization		
	Tennessee		
		(5)	Sole voting power
			0
	nber of	(6)	Shared voting power
_	nares eficially	(-)	
	ned by		103,126 (See Item 4)
	each	(7)	Sole dispositive power
_	orting		
person with:			
,	V1011.	(8)	Shared dispositive power
			103,126 (See Item 4)
(9)			nount beneficially owned by each reporting person
			ee Item 4)
(10)	Check if	f the	aggregate amount in Row (9) excludes certain shares (see instructions) \Box
(11)	Percent	of cla	ass represented by amount in Row (9)
	0.2% (See Item 4)		
(12)			rting person (see instructions)
	00		

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon 50,522,054 shares outstanding as of October 30, 2013, as disclosed in the 10-Q.

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			-
(1)	Names of reporting persons		
	Williar	n Je	sse Turner 2011 Vested Trust
(2)	(2) Check the appropriate box if a member of a group (see instructions)		
	(a) ⊠	(t	\bigcirc
(3)	SEC use only		
(-)	SEC use only		
(4)	Citizenship or place of organization		
	Tennessee		
	Termes	(5)	Sole voting power
Nur	nber of		0
_	nares	(6)	Shared voting power
	eficially ned by		103,126 (See Item 4)
	each	(7)	Sole dispositive power
	orting	()	· · · · · · · · · · · · · · · · · · ·
	erson		0
V	vith:	(8)	Shared dispositive power
			103,126 (See Item 4)
(9)	Aggrega	nto ar	nount beneficially owned by each reporting person
(3)	11551050	ite ui	nount ochericiany owned by each reporting person
	103,126 (See Item 4)		
(10)	Check if	f the	aggregate amount in Row (9) excludes certain shares (see instructions)
(11)	Percent	of cla	ass represented by amount in Row (9)
	0.2% (See	Item 4)
(12)			rting person (see instructions)
	00		

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon 50,522,054 shares outstanding as of October 30, 2013, as disclosed in the 10-Q.

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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. 2 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) Waud Capital Partners, L.L.C. ("Waud Capital Partners"); (xvii) Crystal Cove LP ("Crystal Cove"); (xviii) Melissa W. Waud; (xix) Joey A. Jacobs; (xx) the Jeremy Brent Jacobs GST Non-Exempt Trust u/a/d 04/26/2011 (the "Jeremy Jacobs Family Trust"); (xxi) the Scott Douglas Jacobs GST Non-Exempt Trust u/a/d 04/26/2011 (the "Scott Jacobs Family Trust"); (xxii) Brent Turner; (xxiii) Norman K. Carter, III; (xxiv) Ronald M. Fincher; (xxv) the Ras W. Fincher II Trust u/a/d 9/13/11 (the "Ras Fincher Trust"), (xxvi) the Morgan M. Fincher Trust u/a/d 9/13/11 (the "Morgan Fincher Trust"), (xxvii) the Cody C. Fincher Trust u/a/d 9/13/11, (xxviii) the Elizabeth Grace Turner 2011 Vested Trust (the "Elizabeth Turner Trust"), (xxix) the William Jesse Turner 2011 Vested Trust (the "William Turner Trust"), (xxx) Jack E. Polson; (xxxi) the Jack E. Polson Family 2013 Grantor Retained Annuity Trust (the "Polson Family Trust"); (xxxii) Christopher L. Howard; (xxxiii) Danny E. Carpenter; (xxxiv) Karen M. Prince; (xxxv) Robert W. Swinson; (xxxvi) Fred T. Dodd, Jr.; and (xxxvii) Randall P. Goldberg (collectively, the "Reporting Persons").

The Reporting Persons have entered into a Joint Filing Agreement, dated November 4, 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 FIF III; Waud III LLC; Waud Capital Partners; Crystal Cove; and Melissa W. Waud.

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.

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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, Waud III LLC, Waud Capital Partners and Crystal Cove 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 Jeremy Jacobs Family Trust, the Scott Jacobs Family Trust, the Elizabeth Turner Trust, the William Turner Trust, the Ras Fincher Trust, the Morgan Fincher Trust, the Cody Fincher Trust and the Polson 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, Ms. Prince and Ms. Waud 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")

Group, in accordance with §240.13d-1(b)(1)(ii)(K).

Item 2(e) CUSIP Number:

00404A109

tem 3 <u>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</u> :		
(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).

Not Applicable.

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Item 4 Ownership:

Amount beneficially owned as of the date hereof: In the aggregate, the Reporting Persons beneficially own 14,248,285 shares of Common (a) Stock. 11,783,754 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 OP 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) 6,385 shares by Reeve B. Waud; (xii) 795,667 shares by Crystal Cove; (xiii) 33,333 shares by Melissa W. Waud, Mr. Waud's wife; (xiv) 21,730 shares by Waud Capital Partners; and (xv) 3,105 shares by Kyle D. Lattner. Mr. Lattner is an employee of Waud Capital Partners and holds his shares for the benefit of Waud Capital Partners. Mr. Waud also holds his shares for the benefit of Waud Capital Partners. 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, (D) being the investment advisor of the Waud Family Trust, (E) being married to Ms. Waud and (E) being the sole manager of Waud Capital Partners.

In connection with the Company's acquisition of PHC, Inc., certain affiliates of 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 2,464,531 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) 310,298 shares by Mr. Jacobs, (2) 375,368 shares by the Jeremy Jacobs Family Trust, (3) 375,368 shares by the Scott Jacobs Family Trust, (4) 79,276 shares by Mr. Turner, (5) 90,896 shares by Mr. Carter, (6) 117,845 shares by Mr. Fincher, (7) 183,823 shares by Mr. Polson, (8) 51,084 shares by the Polson Family Trust, (9) 236,749 shares by Mr. Howard, (10) 77,882 shares by Mr. Carpenter, (11) 38,326 shares by Ms. Prince, (12) 92,351 shares by Mr. Swinson, (13) 90,001 shares by Mr. Dodd, (14) 13,471 shares by Mr. Goldberg, (15) 103,126 shares by the Elizabeth Turner Trust, (16) 103,126 shares by the William Turner Trust, (17) 41,847 shares by the Ras Fincher Trust, (18) 41,847 shares by the Morgan Fincher Trust and (19) 41,847 shares by the Cody Fincher Trust.

As the trustee of the Jacobs Family Trust, the Ras Fincher Trust, the Morgan Fincher Trust and the Cody Fincher Trust, Mr. Jacobs may be deemed to beneficially own the Acadia Management Shares owned of record by the Jeremy Jacobs Family Trust, the Scott Jacobs Family Trust, the Ras Fincher Trust, the Morgan Fincher Trust and the Cody Fincher Trust.

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As the trustee of the Polson Family Trust, Mr. Polson may be deemed to beneficially own the Acadia Management Shares owned of record by the Polson Family Trust. As the husband of the trustee of the Elizabeth Turner Trust and the William Turner Trust, Mr. Turner may be deemed to beneficially own the Acadia Management Shares owned of record by the Elizabeth Turner Trust and the William Turner Trust.

(b) Percent of class: In the aggregate, the Reporting Persons beneficially own 14,248,285 shares of Common Stock, or 28.2% of the total number of shares of Common Stock outstanding.

All percentages calculated in this Schedule 13G are based upon an estimated 50,522,054 shares currently outstanding, as disclosed in the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as filed with the Securities and Exchange Commission on October 30, 2013.

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- (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: November 4, 2013

/s/ Reeve B. Waud Name: Reeve B. Waud /s/ Joey A. Jacobs By: Name: Joey A. Jacobs /s/ Brent Turner By: Name: Brent Turner /s/ Norman K. Carter, III By: Name: Norman K. Carter, III By: /s/ Ronald M. Fincher Name: Ronald M. Fincher /s/ Jack E. Polson By: Name: Jack E. Polson /s/ Christopher L. Howard Name: Christopher L. Howard /s/ Danny E. Carpenter By: Name: Danny E. Carpenter /s/ Karen M. Prince By: Name: Karen M. Prince /s/ Robert W. Swinson By: Name: Robert W. Swinson /s/ Fred T. Dodd, Jr. Name: Fred T. Dodd, Jr. By: /s/ Randall P. Goldberg Name: Randall P. Goldberg

By:

/s/ Melissa W. Waud

Name: Melissa W. Waud

WAUD CAPITAL PARTNERS II, L.P.

By: Waud Capital Partners Management II, L.P.

Its: General Partner

Waud Capital Partners II, L.L.C. By:

General Partner Its:

/s/ Reeve B. Waud By:

Name: Reeve B. Waud Authorized Signatory

WAUD CAPITAL PARTNERS QP II, L.P.

By: Waud Capital Partners Management II, L.P.

General Partner Its:

Waud Capital Partners II, L.L.C. By:

Its: General Partner

/s/ Reeve B. Waud By: 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

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

Its: Authorized Signatory

WAUD CAPITAL PARTNERS MANAGEMENT II, L.P.

Waud Capital Partners II, L.L.C. By:

Its: General Partner

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

WAUD CAPITAL PARTNERS II, L.L.C.

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

WAUD CAPITAL PARTNERS III, L.L.C.

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

WAUD CAPITAL PARTNERS, L.L.C.

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

REEVE B. WAUD 2011 FAMILY TRUST

By: /s/ Cornelius B. Waud

Name: Cornelius B. Waud

Its: Trustee

CRYSTAL COVE LP

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

JOEY BRENT JACOBS GST NON-EXEMPT TRUST U/A/D 04/26/11

/s/ Joey A. Jacobs

Name: Joey A. Jacobs

Trustee

SCOTT DOUGLAS JACOBS GST NON-EXEMPT TRUST U/A/D 04/26/11

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

Trustee

RAS W. FINCHER II TRUST U/A/D 9/13/11

/s/ Joey A. Jacobs

Name: Joey A. Jacobs

Trustee

MORGAN M. FINCHER TRUST

U/A/D 9/13/11

By: /s/ Joey A. Jacobs

Name: Joey A. Jacobs

Its: Trustee

CODY C. FINCHER TRUST

U/A/D 9/13/11

/s/ Joey A. Jacobs

Name: Joey A. Jacobs

Its: Trustee

ELIZABETH GRACE TURNER 2011 VESTED TRUST

By: /s/ Caryn Turner

Name: Caryn Turner

Its: Trustee

WILLIAM JESSE TURNER 2011 VESTED TRUST

By: /s/ Caryn Turner

Name: Caryn Turner

Its: Trustee

JACK E. POLSON FAMILY 2013 GRANTOR RETAINED ANNUITY TRUST

/s/ Jack E. Polson By:

Name: Jack E. Polson

Trustee Its:

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: November 4, 2013

/s/ Reeve B. Waud Name: Reeve B. Waud /s/ Joey A. Jacobs By: Name: Joey A. Jacobs /s/ Brent Turner By: Name: Brent Turner By: /s/ Norman K. Carter, III Name: Norman K. Carter, III By: /s/ Ronald M. Fincher Name: Ronald M. Fincher /s/ Jack E. Polson Name: Jack E. Polson By: /s/ Christopher L. Howard Name: Christopher L. Howard /s/ Danny E. Carpenter By: Name: Danny E. Carpenter /s/ Karen M. Prince Bv: 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 /s/ Melissa W. Waud By: Name: Melissa W. Waud

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.

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Its: General Partner

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By: Waud Capital Partners Management II, L.P.

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Its: General Partner

By: /s/ Reeve B. Waud
Name: Reeve B. Waud
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By: Waud Capital Partners II, L.L.C.

Its: General Partner

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

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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 Partner

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

WAUD CAPITAL PARTNERS III, L.L.C.

By:/s/ Reeve B. WaudName:Reeve B. WaudIts:Authorized Signatory

WAUD CAPITAL PARTNERS III, L.P.

By: Waud Capital Partners Management III, L.P.

Its: General Partner

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Its: General Partner

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Its: General Partner

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

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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

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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

WAUD CAPITAL PARTNERS, L.L.C.

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

CRYSTAL COVE LP

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

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

Its: Trustee

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

Its: Trustee

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By: /s/ Joey A. Jacobs

Name: Joey A. Jacobs

Its: Trustee

MORGAN M. FINCHER TRUST U/A/D 9/13/11

By: /s/ Joey A. Jacobs

Name: Joey A. Jacobs

Its: Trustee

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By: /s/ Joey A. Jacobs

Name: Joey A. Jacobs

Its: Trustee

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By: /s/ Caryn Turner

Name: Caryn Turner

Its: Trustee

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By: /s/ Caryn Turner

Name: Caryn Turner
Its: Trustee

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By: /s/ Jack E. Polson

Name: Jack E. Polson

Its: Trustee