

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): June 10, 2020

Acadia Healthcare Company, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-35331
(Commission
File Number)

45-2492228
(IRS Employer
Identification No.)

6100 Tower Circle, Suite 1000

Franklin, Tennessee
(Address of principal
executive offices)

37067
(Zip Code)

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

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value	ACHC	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On June 10, 2020, Acadia Healthcare Company, Inc., a Delaware corporation (the “Company”), announced the pricing of its previously announced offering (the “Offering”) of \$450 million aggregate principal amount of 5.500% senior notes due 2028 (the “Notes”) in a private offering (the “Offering”) to qualified institutional buyers in the United States, as defined in Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and to certain non-U.S. persons outside the United States in offshore transactions pursuant to Regulation S under the Securities Act.

The Company intends to use the net proceeds from the Offering, together with cash on hand, to redeem in full its outstanding 6.125% Senior Notes due 2021 (the “2021 Notes”) and 5.125% Senior Notes due 2022 (the “2022 Notes” and together with the 2021 Notes, the “Existing Notes”) and to pay related fees and expenses in connection therewith.

On June 10, 2020, the Company issued a press release to announce the launch of the Offering. A copy of the press release is filed hereto as Exhibit 99.1 and is incorporated by reference herein.

On June 10, 2020, the Company issued a press release to announce the pricing of the Notes. A copy of the press release is filed hereto as Exhibit 99.2 and is incorporated by reference herein.

On June 10, 2020, the Company issued (i) a notice of conditional full redemption providing for the redemption in full of the Company’s outstanding 2021 Notes at a redemption price equal to 100.000% of the principal amount of the 2021 Notes, plus accrued and unpaid interest, if any, to, but not including, July 10, 2020 (the “Redemption Date”), and (ii) a notice of conditional full redemption providing for the redemption in full of the Company’s outstanding 2022 Notes at a redemption price equal to 100.000% of the principal amount of the 2022 Notes, plus accrued and unpaid interest, if any, to, but not including, the Redemption Date. The redemption of the Existing Notes is conditioned upon the Company having received on or prior to the redemption date gross proceeds from the Offering of at least \$450 million.

Cautionary Statement Regarding Forward-Looking Statements

This Current Report on Form 8-K and the exhibits hereto contain forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995. Generally, words such as “may,” “will,” “should,” “could,” “anticipate,” “expect,” “intend,” “estimate,” “plan,” “continue,” and “believe” or the negative of or other variation on these and other similar expressions identify forward-looking statements. These forward-looking statements are made only as of the date of this press release. We do not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are based on current expectations and involve risks and uncertainties and our future results could differ significantly from those expressed or implied by our forward-looking statements. The forward-looking statements contained in this press release include statements related to the Offering, the use of proceeds therefrom and the redemption of the Existing Notes. Factors that may cause actual results to differ materially include, without limitation, (i) the impact of the COVID-19 pandemic; (ii) the Company’s ability to implement its business strategies in the U.S. and the U.K.; (iii) potential difficulties operating our business in light of political and economic instability in the U.K. and globally relating to the U.K.’s departure from the European Union; (iv) the impact of fluctuations in foreign exchange rates, including the devaluation of the British Pound Sterling (GBP) relative to the U.S. Dollar (USD); (v) the Company’s efforts to sell its U.K. operations may not result in any definitive transaction or enhance stockholder value, if the Company decides to pursue such a transaction in the future; (vi) potential difficulties in successfully integrating the operations of acquired facilities or realizing the expected benefits and synergies of our acquisitions, joint ventures and de novo transactions; (vii) the Company’s ability to add beds, expand services, enhance marketing programs and improve efficiencies at its facilities; (viii) potential reductions in payments received by the Company from government and commercial payors; (ix) the occurrence of patient incidents, governmental investigations and adverse regulatory actions, which could adversely affect the price of our common stock and result in substantial payments and incremental regulatory burdens; (x) the Company’s significant debt and the restrictive covenants contained therein and otherwise in its agreements, which may restrict its business and financing activities; (xi) the risk that the Company may not generate sufficient cash from operations to service its debt and meet its working capital and capital expenditure requirements; (xii) potential operating difficulties, labor costs, client preferences, laws and regulations, interpretations of accounting principles or recent tax legislation, changes in competition and general economic or industry conditions

that may prevent the Company from realizing the expected benefits of its business strategies; and (xiii) the impact of governmental investigations, regulatory actions and whistleblower lawsuits. These factors and others are more fully described in the Company's Annual Report on Form 10-K for the year ended December 31, 2019, its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 and subsequent periodic reports and other filings with the SEC.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release of Acadia Healthcare Company, Inc., dated June 10, 2020
99.2	Press Release of Acadia Healthcare Company, Inc., dated June 10, 2020
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ACADIA HEALTHCARE COMPANY, INC.

Date: June 10, 2020

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

**Contact:**

Gretchen Hommrich
Director, Investor Relations
(615) 861-6000

**ACADIA HEALTHCARE ANNOUNCES LAUNCH
OF \$450 MILLION SENIOR NOTES OFFERING**

FRANKLIN, Tenn. (June 10, 2020) – Acadia Healthcare Company, Inc. (NASDAQ: ACHC) (the “Company” or “Acadia”) announced today that it has launched a private offering (the “Offering”) of senior notes due 2028 (the “Notes”), subject to customary and market conditions.

The Company intends to use the net proceeds from the Offering, together with cash on hand, to redeem in full its outstanding 6.125% Senior Notes due 2021 (the “2021 Notes”) and 5.125% Senior Notes due 2022 (the “2022 Notes” and together with the 2021 Notes, the “Existing Notes”) and to pay related fees and expenses in connection therewith.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), any state securities laws or the securities laws of any other jurisdiction, and may not be offered or sold in the United States, or for the benefit of U.S. persons, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities or blue sky laws. Accordingly, the Notes are being offered only to persons reasonably believed to be “qualified institutional buyers,” as that term is defined under Rule 144A of the Securities Act, or outside the United States to non-“U.S. persons” in accordance with Regulation S under the Securities Act.

A confidential offering memorandum for the Offering of the Notes, dated as of today, is being made available to such eligible persons. The Offering is being conducted in accordance with the terms and subject to the conditions set forth in such confidential offering memorandum.

This press release shall not constitute an offer to sell, a solicitation to buy or an offer to purchase or sell any securities. No offer, solicitation, purchase or sale will be made in any jurisdiction in which such offer, solicitation or sale would be unlawful. Any offer, or solicitation to buy, if at all, will be made only by means of a confidential offering memorandum. This press release does not constitute a notice to redeem the Existing Notes.

About Acadia

Acadia is a leading provider of behavioral healthcare services. As of March 31, 2020, Acadia operated a network of 588 behavioral healthcare facilities with approximately 18,200 beds in 40 states, the United Kingdom and Puerto Rico. Acadia provides behavioral health and addiction treatment services to its patients in a variety of settings, including inpatient psychiatric hospitals, specialty treatment facilities, residential treatment centers and outpatient clinics. Acadia also offers anyone in need of mental health or addiction services a free, national behavioral health crisis line at 1-833-TREATBH (873-2824).

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Forward-Looking Information

This press release contains forward-looking statements. Generally, words such as “may,” “will,” “should,” “could,” “anticipate,” “expect,” “intend,” “estimate,” “plan,” “continue,” and “believe” or the negative of or other variation on these and other similar expressions identify forward-looking statements. These forward-looking statements are made only as of the date of this press release. We do not undertake to update or revise the forward-looking statements, whether as a result of new information, future events or otherwise. Forward-looking statements are based on current expectations and involve risks and uncertainties and our future results could differ significantly from those expressed or implied by our forward-looking statements. The forward-looking statements contained in this press release include statements related to the Offering and the use of proceeds therefrom. Factors that may cause actual results to differ materially include, without limitation, (i) the impact of the COVID-19 pandemic; (ii) Acadia’s ability to implement its business strategies in the U.S. and the U.K.; (iii) potential difficulties operating our business in light of political and economic instability in the U.K. and globally relating to the U.K.’s departure from the European Union; (iv) the impact of fluctuations in foreign exchange rates, including the devaluation of the British Pound Sterling (GBP) relative to the U.S. Dollar (USD); (v) Acadia’s efforts to sell its U.K. operations may not result in any definitive transaction or enhance stockholder value, if Acadia decides to pursue such a transaction in the future; (vi) potential difficulties in successfully integrating the operations of acquired facilities or realizing the expected benefits and synergies of our acquisitions, joint ventures and de novo transactions; (vii) Acadia’s ability to add beds, expand services, enhance marketing programs and improve efficiencies at its facilities; (viii) potential reductions in payments received by Acadia from government and commercial payors; (ix) the occurrence of patient incidents, governmental investigations and adverse regulatory actions, which could adversely affect the price of our common stock and result in substantial payments and incremental regulatory burdens; (x) Acadia’s significant debt and the restrictive covenants contained therein and otherwise in its agreements, which may restrict its business and financing activities; (xi) the risk that Acadia may not generate sufficient cash from operations to service its debt and meet its working capital and capital expenditure requirements; (xii) potential operating difficulties, labor costs, client preferences, laws and regulations, interpretations of accounting principles or recent tax legislation, changes in competition and general economic or industry conditions that may prevent Acadia from realizing the expected benefits of its business strategies; and (xiii) the impact of governmental investigations, regulatory actions and whistleblower lawsuits. These factors and others are more fully described in Acadia’s Annual Report on Form 10-K for the year ended December 31, 2019, its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 and subsequent periodic reports and other filings with the SEC.

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**Contact:**

Gretchen Hommrich
Director, Investor Relations
(615) 861-6000

ACADIA HEALTHCARE ANNOUNCES PRICING OF \$450 MILLION SENIOR NOTES DUE 2028 AND INTENTION TO REDEEM ITS 2021 NOTES AND 2022 NOTES

FRANKLIN, Tenn. (June 10, 2020) – Acadia Healthcare Company, Inc. (NASDAQ: ACHC) (the “Company” or “Acadia”) announced today the pricing of its previously announced private offering (the “Offering”) of \$450 million in aggregate principal amount of its 5.500% senior notes due 2028 (the “Notes”). The Offering is expected to close on June 24, 2020. The closing of the Offering is subject to the satisfaction of customary and market conditions.

The Company intends to use the net proceeds from the Offering, together with cash on hand, to redeem in full its outstanding 6.125% Senior Notes due 2021 (the “2021 Notes”) and 5.125% Senior Notes due 2022 (the “2022 Notes” and together with the 2021 Notes, the “Existing Notes”) and to pay related fees and expenses in connection therewith.

The Notes will bear interest at the rate of 5.500% per year. Interest on the Notes will be payable semi-annually in arrears on January 1 and July 1 of each year, commencing January 1, 2021. The Notes will mature on July 1, 2028. The Notes were offered at a price of 100% of the principal amount.

On June 10, 2020, the Company issued (i) a notice of conditional full redemption providing for the redemption in full of the Company’s outstanding 2021 Notes at a redemption price equal to 100.000% of the principal amount of the 2021 Notes, plus accrued and unpaid interest, if any, to, but not including, July 10, 2020 (the “Redemption Date”), and (ii) a notice of conditional full redemption providing for the redemption in full of the Company’s outstanding 2022 Notes at a redemption price equal to 100.000% of the principal amount of the 2022 Notes, plus accrued and unpaid interest, if any, to, but not including, the Redemption Date. The redemption of the Existing Notes is conditioned upon the Company having received on or prior to the redemption date gross proceeds from the Offering of at least \$450 million.

The Notes have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), any state securities laws or the securities laws of any other jurisdiction, and may not be offered or sold in the United States, or for the benefit of U.S. persons, except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and applicable state securities or blue sky laws. Accordingly, the Notes were offered only to persons reasonably believed to be “qualified institutional buyers,” as that term is defined under Rule 144A of the Securities Act, or outside the United States to non-“U.S. persons” in accordance with Regulation S under the Securities Act.

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June 10, 2020

A confidential offering memorandum for the Offering of the Notes has been made available to such eligible persons. The Offering is being conducted in accordance with the terms and subject to the conditions set forth in such confidential offering memorandum.

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common stock and result in substantial payments and incremental regulatory burdens; (x) Acadia's significant debt and the restrictive covenants contained therein and otherwise in its agreements, which may restrict its business and financing activities; (xi) the risk that Acadia may not generate sufficient cash from operations to service its debt and meet its working capital and capital expenditure requirements; (xii) potential operating difficulties, labor costs, client preferences, laws and regulations, interpretations of accounting principles or recent tax legislation, changes in competition and general economic or industry conditions that may prevent Acadia from realizing the expected benefits of its business strategies; and (xiii) the impact of governmental investigations, regulatory actions and whistleblower lawsuits. These factors and others are more fully described in Acadia's Annual Report on Form 10-K for the year ended December 31, 2019, its Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 and subsequent periodic reports and other filings with the SEC.

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