

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>WAUD CAPITAL PARTNERS II, L.L.C.</u>  (Last) (First) (Middle) 300 N. LASALLE STREET, SUITE 4900  (Street) CHICAGO IL 60654  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Acadia Healthcare Company, Inc. [ ACHC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director <input checked="" type="checkbox"/> 10% Owner  Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 12/12/2012	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	12/12/2012		S		1,983,314	D	\$21.6	7,933,257	I <sup>(3)</sup>	See footnotes <sup>(1)(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
WAUD CAPITAL PARTNERS II, L.L.C.  
 (Last) (First) (Middle)  
 300 N. LASALLE STREET, SUITE 4900  
 (Street)  
 CHICAGO IL 60654  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WAUD CAPITAL PARTNERS MANAGEMENT II, L.P.  
 (Last) (First) (Middle)  
 300 N. LASALLE STREET, SUITE 4900  
 (Street)  
 CHICAGO IL 60654  
 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
WAUD CAPITAL PARTNERS II, L.P.  
 (Last) (First) (Middle)  
 300 N. LASALLE STREET, SUITE 4900

(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**WAUD CAPITAL PARTNERS QP II, L.P.**

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(Last) (First) (Middle)  
**300 N. LASALLE STREET, SUITE 4900**

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(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**WCP FIF II (ACADIA), L.P.**

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(Last) (First) (Middle)  
**300 N. LASALLE STREET, SUITE 4900**

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(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**WAUD CAPITAL AFFILIATES II, L.L.C.**

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(Last) (First) (Middle)  
**300 N. LASALLE STREET, SUITE 4900**

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(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**REEVE B. WAUD 2011 FAMILY TRUST**

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(Last) (First) (Middle)  
**300 N. LASALLE STREET, SUITE 4900**

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(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

1. Name and Address of Reporting Person\*  
**WAUD FAMILY PARTNERS, L.P.**

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(Last) (First) (Middle)  
**300 N. LASALLE STREET, SUITE 4900**

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(Street)  
**CHICAGO IL 60654**

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(City) (State) (Zip)

**Explanation of Responses:**

- The reported shares are owned of record as follows: (i) 2,117,532 shares by Waud Capital Partners II, L.P. ("WCP II"), (ii) 3,871,185 shares by Waud Capital Partners QP II, L.P. ("Waud QP II"), (iii) 590,810 shares by WCP FIF II (Acadia), L.P. ("WCP FIF II"), (iv) 605,092 shares by Waud Capital Affiliates II, L.L.C. ("Waud Affiliates II"), (v) 673,774 shares by the Reeve B. Waud 2011 Family Trust (the "Waud Trust") and (vi) 74,864 shares by Waud Family Partners, L.P. ("WFP LP").
- Reeve B. Waud is a member of the board of directors of Acadia Healthcare Company, Inc. Mr. Waud is also the manager of Waud Capital Partners II, L.L.C. ("Waud II LLC") and a member of the Limited Partner Committee of Waud Capital Partners Management II, L.P. ("WCPM II"). Waud II LLC is the general partner of WCPM II. WCPM II is the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II. Mr. Waud is also the investment advisor of the Waud Trust and the general partner of WFP LP. As a result, each of Waud II LLC, WCPM II, WCP II, Waud QP II, WCP FIF II, Waud Affiliates II, the Waud Trust and WFP LP may be deemed to share beneficial ownership of the reported shares.
- Each of the reporting persons expressly disclaims beneficial ownership of the reported shares except to the extent of its pecuniary interest therein.

**Remarks:**

The reporting persons are members of a "group" with Waud Capital Partners III, L.L.C., Waud Capital Partners Management III, L.P., Waud Capital Partners III, L.P., Waud Capital Partners QP III, L.P., WCP FIF III (Acadia), L.P. and Waud Capital Affiliates III, L.L.C. The Forms 4 for such other entities are filed separately.

<a href="#"><u>Waud Capital Partners II, L.L.C., by /s/ Reeve B. Waud, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>Waud Capital Partners Management II, L.P., by Waud Capital Partners II, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>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, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>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, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>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, by /s/ Reeve B. Waud, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>Waud Capital Affiliates II, L.L.C., by Waud Capital Partners Management II, L.P., its manager, by Waud Capital Partners II, L.L.C., its general partner, by /s/ Reeve B. Waud, its manager</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>Reeve B. Waud 2011 Family Trust, by /s/ Cornelius B. Waud, its trustee</u></a>	<a href="#"><u>12/14/2012</u></a>
<a href="#"><u>Waud Family Partners, L.P., by /s/ Reeve B. Waud, its general partner</u></a>	<a href="#"><u>12/14/2012</u></a>

\*\* Signature of Reporting Person      Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**