
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K/A

Amendment No. 1

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): August 3, 2012 (July 17, 2012)

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)**

46-2492228
**(IRS Employer
Identification No.)**

830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067
(Address of Principal Executive Offices)

(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 (See General Instruction A.2. below):

- 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))
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Explanatory Note

Acadia Healthcare Company, Inc. (the "Company") hereby amends its Current Report on Form 8-K, dated July 17, 2012, relating to the planned departure of Jack E. Polson, Executive Vice President and Chief Financial Officer, and the appointment of David M. Duckworth as Chief Financial Officer effective July 31, 2012. The Company is filing this Amendment on Form 8-K/A for the purpose of providing information about changes to Mr. Duckworth's compensation in connection with his appointment.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 2, 2012, the Company's Board of Directors approved the following changes to the compensation of David M. Duckworth in connection with his appointment as the Company's Chief Financial Officer:

Base Salary. Mr. Duckworth's base salary was increased to \$295,000 per annum, effective August 1, 2012.

Cash Bonus Plan. Mr. Duckworth is eligible to receive a cash bonus for the 2012 fiscal year based on the performance criteria and related weight of components set forth in the Company's cash bonus plan for executive officers. A description of the cash bonus plan is attached hereto as Exhibit 10.1 and is incorporated herein by reference.

Equity Awards / 2012 Long-Term Incentive Plan. The Board approved a 2012 Long-Term Incentive Plan for Mr. Duckworth providing for equity awards to him in connection with his appointment as Chief Financial Officer. A description of the plan is attached hereto as Exhibit 10.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of David M. Duckworth 2012 Cash Bonus Plan
10.2	Summary of David M. Duckworth 2012 Long-Term Incentive Plan

SIGNATURE

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: August 3, 2012

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

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
10.1	Summary of David M. Duckworth 2012 Cash Bonus Plan
10.2	Summary of David M. Duckworth 2012 Long-Term Incentive Plan

David M. Duckworth 2012 Cash Bonus Plan

The Board of Directors of Acadia Healthcare Company, Inc. (the "Company") has approved a cash bonus plan for the Company's executive officers to be effective for the 2012 fiscal year.

Pursuant to the bonus plan, Mr. Duckworth may be awarded a cash bonus based upon the Company's attainment of certain performance targets during 2012. The bonus plan provides that the bonus will be based 60% upon targets related to the comparison of the Company's actual income from continuing operations before interest expense (net of interest income), income taxes, depreciation and amortization ("Adjusted EBITDA") to budgeted Adjusted EBITDA for 2012; 20% upon targets related to adjusted earnings per share for 2012; and 20% in the discretion of the Board (or the Compensation Committee) based upon other criteria selected by the Company's Compensation Committee. The target bonus award that Mr. Duckworth can receive under the bonus plan for the remainder of the 2012 fiscal year is 27.8% of his new annual base salary (which represents 66.7% of his annual base salary pro-rated for the remainder of the 2012 fiscal year). The maximum bonus award that Mr. Duckworth can receive under the bonus plan for the remainder of the 2012 fiscal year is 55.5% of his new annual base salary (which represents 133.3% of his annual base salary pro-rated for the remainder of the 2012 fiscal year).

Following the end of the 2012 fiscal year, the Compensation Committee will determine whether and the extent to which the applicable 2012 performance targets discussed above were met. The Compensation Committee will then award Mr. Duckworth a cash bonus based on the achievement of the applicable performance targets. No payments will be made for performance below specified threshold levels. Payments for performance between the minimum threshold and the level required to receive the maximum bonus award will be determined based on a formula.

For the period of the 2012 fiscal year prior to Mr. Duckworth's appointment as Chief Financial Officer of the Company, Mr. Duckworth is eligible to receive a discretionary bonus of up to 17.5% of his previous annual base salary (which represents 30% of Mr. Duckworth's previous annual base salary pro-rated for the portion of the 2012 fiscal year prior to his appointment as Chief Financial Officer).

Mr. Duckworth must be actively employed by the Company at the time the bonus is paid in order to be eligible to receive a cash bonus. The awarding of a cash bonus is subject to the discretion of the Compensation Committee and the Board.

David M. Duckworth 2012 Long-Term Incentive Plan

The Board of Directors of Acadia Healthcare Company, Inc. (the "Company") approved a 2012 Long-Term Incentive Plan providing for equity awards in the form of stock options, restricted stock and restricted stock units ("RSUs") to David M. Duckworth for the 2012 fiscal year. Mr. Duckworth received the following equity grants effective August 2, 2012:

- 30,355 options to purchase common stock. The time vesting stock options are exercisable at \$16.60 per share, the closing price of the Company's common stock on the date of grant, have a term of 10 years and vest 25% per year on the four successive anniversary dates of the date of grant.
- 9,643 shares of time vesting restricted stock. The time vesting restricted stock vests 25% per year on the four successive anniversary dates of the date of grant.
- 9,643 performance vesting RSUs. The performance vesting RSUs vest in three annual installments on the date that the Compensation Committee (or the Board) certifies the achievement of specified performance targets related to the Company's adjusted earnings per share ("EPS") for 2012, 2013 and 2014, respectively. The exact number of RSUs that will vest ranges from 0 to 200% of the target number of shares (9,643) in accordance with a formula based on the Company's EPS. None of the performance vesting RSUs will vest for performance below specified threshold levels. Following the end of each fiscal year, the Compensation Committee (or the Board) will determine whether and the extent to which the EPS targets were met and the RSUs will vest as described above or be forfeited.

Mr. Duckworth must be actively employed by the Company at the time that awards vest in order for the awards to vest.