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

FORM 10-Q

(Mark One)

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

For the quarterly period ended September 30, 2012

or

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

For the transition period from _______ to _______

Commission File Number: 001-35331

ACADIA HEALTHCARE COMPANY, INC.
(Exact name of registrant as specified in its charter)

Delaware	**45-2492228**
(State or other jurisdiction of incorporation or organization)	**(I.R.S. Employer Identification No.)**

830 Crescent Centre Drive, Suite 610
Franklin, Tennessee 37067
(615) 861-6000
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of November 8, 2012, there were 41,816,306 shares of the registrant's common stock outstanding.

ACADIA HEALTHCARE COMPANY, INC.
QUARTERLY REPORT ON FORM 10-Q
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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

Acadia Healthcare Company, Inc.
Condensed Consolidated Balance Sheets
(Unaudited)

	September 30, 2012	December 31, 2011
	(In thousands, except share and per share amounts)	
ASSETS		
Current assets:		
Cash and cash equivalents	$ 11,719	$ 61,118
Accounts receivable, net of allowance for doubtful accounts of $6,581 and $2,424, respectively	54,777	35,127
Deferred tax assets	5,230	6,239
Other current assets	15,305	10,121
Total current assets	87,031	112,605
Property and equipment, net	155,188	82,972
Goodwill	334,622	186,815
Intangible assets, net	12,534	8,232
Deferred tax assets – noncurrent	—	6,006
Other assets	14,383	16,366
Total assets	$ 603,758	$ 412,996
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	$ 12,000	$ 6,750
Accounts payable	13,323	8,642
Accrued salaries and benefits	19,125	16,195
Other accrued liabilities	13,374	9,081
Total current liabilities	57,822	40,668
Long-term debt	284,632	270,709
Deferred tax liabilities – noncurrent	1,167	—
Other liabilities	6,574	5,254
Total liabilities	350,195	316,631
Equity:		
Preferred stock, $0.01 par value; 10,000,000 shares authorized; no shares issued	—	—
Common stock, $0.01 par value; 90,000,000 shares authorized; 41,773,053 and 32,115,929 shares issued and outstanding, respectively	418	321
Additional paid-in capital	281,687	140,624
Accumulated deficit	(28,542)	(44,580)
Total equity	253,563	96,365
Total liabilities and equity	$ 603,758	$ 412,996

See accompanying notes.

Acadia Healthcare Company, Inc.
Condensed Consolidated Statements of Operations
(Unaudited)

	Three Months Ended September 30, 2012	Three Months Ended September 30, 2011	Nine Months Ended September 30, 2012	Nine Months Ended September 30, 2011
	(In thousands, except per share amounts)			
Revenue before provision for doubtful accounts	$104,618	$61,385	$298,638	$142,797
Provision for doubtful accounts	(1,502)	(663)	(5,429)	(1,654)
Revenue	103,116	60,722	293,209	141,143
Salaries, wages and benefits (including equity-based compensation expense of $521, $0, $1,691 and $19,843, respectively)	59,888	38,422	173,590	108,158
Professional fees	4,690	2,302	13,521	5,018
Supplies	4,831	3,398	14,148	7,645
Rents and leases	1,775	1,591	6,244	3,576
Other operating expenses	11,380	4,915	30,768	12,760
Depreciation and amortization	2,076	909	5,332	3,108
Interest expense, net	7,433	1,928	22,186	4,143
Sponsor management fees	—	545	—	1,135
Transaction-related expenses	732	2,233	2,097	10,595
Total expenses	92,805	56,243	267,886	156,138
Income (loss) from continuing operations before income taxes	10,311	4,479	25,323	(14,995)
Provision for income taxes	3,723	908	9,307	3,426
Income (loss) from continuing operations	6,588	3,571	16,016	(18,421)
(Loss) income from discontinued operations, net of income taxes	(138)	(448)	22	(562)
Net income (loss)	$ 6,450	$ 3,123	$ 16,038	$ (18,983)
Basic earnings per share:				
Income (loss) from continuing operations	$ 0.16	$ 0.20	$ 0.44	$ (1.05)
Loss from discontinued operations	$ (0.01)	$ (0.02)	$ —	$ (0.03)
Net income (loss)	$ 0.15	$ 0.18	$ 0.44	$ (1.08)
Diluted earnings per share:				
Income (loss) from continuing operations	$ 0.16	$ 0.20	$ 0.43	$ (1.05)
Loss from discontinued operations	$ (0.01)	$ (0.02)	$ —	$ (0.03)
Net income (loss)	$ 0.15	$ 0.18	$ 0.43	$ (1.08)
Weighted-average shares outstanding:				
Basic	41,757	17,633	36,795	17,633
Diluted	41,991	17,633	37,006	17,633

See accompanying notes.

Acadia Healthcare Company, Inc.
Condensed Consolidated Statement of Equity
(Unaudited)

	Common stock		Additional paid-in capital	Accumulated deficit	Total
	Shares	Amount			
			(In thousands)		
Balance at January 1, 2012	32,116	$ 321	$140,624	$ (44,580)	$ 96,365
Issuance of common stock	9,488	95	138,859	—	138,954
Common stock issued under stock incentive plans	169	2	513	—	515
Equity-based compensation expense	—	—	1,691	—	1,691
Net income	—	—	—	16,038	16,038
Balance at September 30, 2012	41,773	$ 418	$281,687	$ (28,542)	$253,563

See accompanying notes.

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Acadia Healthcare Company, Inc.
Condensed Consolidated Statements of Cash Flows
(Unaudited)

	Nine Months Ended September 30,	
	2012	2011
	(In thousands)	
Operating activities:		
Net income (loss)	$ 16,038	$ (18,983)
Adjustments to reconcile net income (loss) to net cash provided by continuing operating activities:		
Depreciation and amortization	5,332	3,108
Provision for doubtful accounts	5,429	1,654
Amortization of debt issuance costs	1,869	684
Equity-based compensation expense	1,691	19,843
Deferred income tax expense (benefit)	8,138	(109)
Other	(9)	(170)
(Income) loss from discontinued operations, net of taxes	(22)	562
Change in operating assets and liabilities, net of effect of acquisitions:		
Accounts receivable	(19,026)	(4,078)
Other current assets	(3,677)	(618)
Other assets	1,029	—
Accounts payable and other accrued liabilities	4,817	6,208
Accrued salaries and benefits	527	107
Other liabilities	1,527	217
Net cash provided by continuing operating activities	23,663	8,425
Net cash used in discontinued operating activities	(328)	(856)
Net cash provided by operating activities	23,335	7,569
Investing activities:		
Cash paid for acquisitions, net of cash acquired	(165,981)	(178,014)
Cash paid for capital expenditures	(14,511)	(6,777)
Cash paid for real estate acquisitions	(50,745)	(2,150)
Other	1,231	(646)
Net cash used in continuing investing activities	(230,006)	(187,587)
Net cash used in discontinued investing activities	—	(230)
Net cash used in investing activities	(230,006)	(187,817)
Financing activities:		
Borrowings on long-term debt	25,000	135,000
Net increase in revolving credit facility	—	6,500
Principal payments on long-term debt	(6,000)	(3,375)
Repayment of long-term debt	—	(9,984)
Payment of debt issuance costs	(1,197)	(5,907)
Issuance of common stock	138,954	—
Proceeds from stock option exercises	515	—
Contribution from Holdings	—	51,029
Distributions to equity holders	—	(375)
Net cash provided by financing activities	157,272	172,888
Net decrease in cash and cash equivalents	(49,399)	(7,360)
Cash and cash equivalents at beginning of the period	61,118	8,614
Cash and cash equivalents at end of the period	$ 11,719	$ 1,254
Effect of acquisitions:		
Assets acquired, excluding cash	$ 172,267	$ 213,073
Liabilities assumed	(6,286)	(35,059)
Cash paid for acquisitions, net of cash acquired	$ 165,981	$ 178,014

See accompanying notes.

Acadia Healthcare Company, Inc.
Notes to Condensed Consolidated Financial Statements
September 30, 2012
(Unaudited)

1. Description of Business and Basis of Presentation

Description of Business

Acadia Healthcare Company, Inc. (hereinafter referred to as "Acadia" or the "Company") develops and operates inpatient psychiatric facilities, residential treatment centers, group homes, substance abuse facilities and facilities providing outpatient behavioral health services to better serve the behavioral health and recovery needs of communities throughout the United States. At September 30, 2012, the Company operated 33 behavioral health facilities with over 2,300 beds in 19 states.

Basis of Presentation

The business of the Company is conducted through limited liability companies and C-corporations, each of which is a direct or indirect wholly-owned subsidiary of the Company. The consolidated financial statements include the accounts of the Company and its wholly-owned subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Prior to April 1, 2011, the Company and its limited liability company subsidiaries were taxed as flow-through entities and as such, the results of operations of the Company related to the flow-through entities were included in the income tax returns of its members. On April 1, 2011, the Company and its wholly-owned LLC subsidiaries elected to be taxed as a corporation for federal and state income tax purposes, and, therefore, income taxes became the obligation of the Company subsequent to April 1, 2011.

The accompanying consolidated financial statements have been prepared in accordance with U.S. generally accepted accounting principles ("GAAP") for interim financial information. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for fair presentation of our financial position and results of operations have been included. The Company's fiscal year ends on December 31 and interim results are not necessarily indicative of results for a full year or any other interim period. The condensed consolidated balance sheet at December 31, 2011 has been derived from the audited financial statements as of that date. The information contained in these condensed consolidated financial statements should be read in conjunction with the Company's consolidated financial statements and notes thereto for the fiscal year ended December 31, 2011 included in the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 13, 2012. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. Actual results could differ from those estimates.

Certain reclassifications have been made to prior years to conform to the current year presentation.

2. Earnings Per Share

Basic and diluted earnings per share are calculated in accordance with Accounting Standards Codification ("ASC") 260, "*Earnings Per Share,*" using the weighted-average shares outstanding, plus the dilutive effect of outstanding stock options and restricted shares, computed using the treasury stock method. All shares and per share amounts have been adjusted to reflect the stock splits completed in 2011.

The following table sets forth the computation of basic and diluted earnings per share for the three and nine months ended September 30, 2012 and 2011 (in thousands, except per share amounts):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Numerator:				
Basic and diluted earnings per share:				
Income (loss) from continuing operations	$ 6,588	$ 3,571	$16,016	$(18,421)
(Loss) income from discontinued operations	(138)	(448)	22	(562)
Net income (loss)	$ 6,450	$ 3,123	$16,038	$(18,983)
Denominator:				
Weighted average shares outstanding for basic earnings per share	41,757	17,633	36,795	17,633
Effects of dilutive stock options and restricted stock units	234	—	211	—
Shares used in computing diluted earnings per common share	41,991	17,633	37,006	17,633
Basic earnings per share:				
Income (loss) from continuing operations	$ 0.16	$ 0.20	$ 0.44	$ (1.05)
Loss from discontinued operations	(0.01)	(0.02)	—	(0.03)
Net income (loss)	$ 0.15	$ 0.18	$ 0.44	$ (1.08)
Diluted earnings per share:				
Income (loss) from continuing operations	$ 0.16	$ 0.20	$ 0.43	$ (1.05)
Loss from discontinued operations	(0.01)	(0.02)	—	(0.03)
Net income (loss)	$ 0.15	$ 0.18	$ 0.43	$ (1.08)

3. Acquisitions

Timberline Knolls

On August 31, 2012, the Company completed the acquisition of Timberline Knolls, LLC (“Timberline Knolls”), a 122-bed inpatient behavioral health facility located outside of Chicago in Lemont, Illinois. The parties consummated the acquisition pursuant to an Asset Purchase Agreement, dated as of August 28, 2012, between Timberline Knolls, LLC and TK Behavioral, LLC, a Delaware limited liability and wholly-owned subsidiary of the Company. The total consideration of $75.5 million paid for the business and related assets represents total payments of $89.8 million less transactions that were deemed to be separate from the business combination.

The goodwill associated with the acquisition of Timberline Knolls is deductible for federal income tax purposes. The fair values assigned to certain assets and liabilities assumed by the Company have been prepared on a preliminary basis and are subject to change as new facts and circumstances emerge. Specifically, the Company is further assessing the valuation of certain intangible assets as well as certain assumed liabilities. The Company expects to finalize its analyses during the fourth quarter of 2012 or as the necessary information becomes available to complete the measurement process. Once finalized, the Company will adjust the purchase price allocation to reflect its final valuations. The preliminary fair values of assets acquired and liabilities assumed at the acquisition date are as follows (in thousands):

Accounts receivable	$ 2,845
Prepaid expenses and other current assets	168
Equipment	590
Goodwill	72,048
Intangible assets	3,317
Total assets acquired	78,968
Accounts payable	1,899
Accrued salaries and benefits	653
Other accrued expenses	901
Total liabilities assumed	3,453
Net assets acquired	$75,515

In separate transactions, the Company also acquired real estate previously leased by Timberline Knolls for $13.0 million and funded an employment retention bonus of $1.2 million. The retention bonus is being expensed by the Company over the related retention period.

Haven Facilities

On March 1, 2012, the Company completed its acquisition of three inpatient psychiatric hospitals (the “Haven Facilities”) from Haven Behavioral Healthcare Holdings, LLC for cash consideration of $90.5 million. The Haven Facilities, with an aggregate of 166 acute inpatient psychiatric beds, are located in Arizona, Texas, and Oklahoma, respectively. The goodwill associated with the acquisition of the Haven Facilities is deductible for federal income tax purposes. The fair values of assets acquired and liabilities assumed at the acquisition date are as follows (in thousands):

Cash	$ 5
Accounts receivable	4,138
Prepaid expenses and other current assets	723
Property and equipment	12,723
Goodwill	74,515
Intangible assets	1,200
Total assets acquired	93,304
Accounts payable	1,183
Accrued salaries and benefits	1,523
Other accrued expenses	127
Total liabilities assumed	2,833
Net assets acquired	$90,471

2011 Acquisitions

On November 1, 2011, the Company completed its acquisition of PHC, Inc. d/b/a Pioneer Behavioral Health (“PHC”), a publicly-held behavioral health services company previously based in Massachusetts. On April 1, 2011, the Company acquired all of the equity interests of Youth and Family Centered Services, Inc. (“YFCS”).

Other

The qualitative factors comprising the goodwill acquired in the YFCS, PHC, the Haven Facilities and Timberline Knolls acquisitions include efficiencies derived through synergies expected by the elimination of certain redundant corporate functions and expenses, the ability to leverage call center referrals to a broader provider base, coordination of services provided across the combined network of facilities, achievement of operating efficiencies by benchmarking performance, and applying best practices throughout the combined companies.

Transaction-related expenses are expensed as incurred and are comprised of the following costs for the three and nine months ended September 30, 2012 and 2011 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Legal, accounting and other fees	$ 629	$ 1,926	$1,958	$ 5,293
Severance and contract termination costs	103	307	139	1,702
Advisory fees paid to equity sponsor	—	—	—	3,600
	$ 732	$ 2,233	$2,097	$10,595

Pro Forma Information

The consolidated statements of operations for the three and nine months ended September 30, 2011 includes revenue of $43.7 million and $89.2 million, respectively, and income from continuing operations before income taxes of $3.8 million and $7.9 million, respectively, for acquisitions completed in 2011. The consolidated statements of operations for the three and nine months ended September 30, 2012 includes revenue of $81.6 million and $231.3 million, respectively, and income from continuing operations before income taxes of $8.1 million and $20.2 million, respectively, for acquisitions completed in 2011 and 2012.

The following table provides certain pro forma financial information for the Company as if the YFCS, PHC, Haven Facilities and Timberline Knolls acquisitions occurred as of January 1, 2011 (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Revenue	$108,984	$99,068	$322,599	$297,172
Income (loss) from continuing operations, before income taxes	$ 10,777	$ 4,179	$ 28,488	$ (14,406)

4. Goodwill and Other Intangible Assets

The following table summarizes changes in goodwill during the nine months ended September 30, 2012 (in thousands):

Balance at January 1, 2012	$186,815
YFCS and PHC acquisition adjustments	1,244
Acquisition of the Haven Facilities	74,515
Acquisition of Timberline Knolls	72,048
Balance at September 30, 2012	$334,622

Other identifiable intangible assets and related accumulated amortization consist of the following as of September 30, 2012 and December 31, 2011 (in thousands):

	Gross Carrying Amount		Accumulated Amortization	
	September 30, 2012	December 31, 2011	September 30, 2012	December 31, 2011
Intangible assets subject to amortization:				
Trademarks	$ 85	$ 85	$ (78)	$ (74)
Contract intangible assets	2,100	2,100	(385)	(70)
Non-compete agreements	903	588	(627)	(488)
	3,088	2,773	(1,090)	(632)
Intangible assets not subject to amortization:				
Licenses and accreditations	4,840	4,059	—	—
Trade names	3,000	—	—	—
Certificates of need	2,696	2,032	—	—
	10,536	6,091	—	—
Total	$ 13,624	$ 8,864	$ (1,090)	$ (632)

In connection with the Haven Facilities acquisition, the Company acquired intangible assets with a fair value of $1.2 million consisting of non-compete agreements of $0.2 million, licenses and accreditations of $0.8 million and a certificate of need of $0.2 million. In connection with the Timberline Knolls acquisition, the Company acquired intangible assets with a fair value of $3.3 million consisting of non-compete agreements of $0.2 million, licenses and accreditations of $0.1 million and a trade name of $3.0 million. The Company incurred and capitalized $0.4 million in both the nine months ended September 30, 2012 and year ended December 31, 2011 related to costs to obtain certificates of need.

The non-compete agreements are being amortized on a straight-line basis over the term of the agreements. The YFCS and Timberline Knolls non-compete agreements have a one-year term, and the Haven Facilities non-compete agreement has a three-year term. The contract intangible of $2.1 million is amortized on a straight-line basis over the estimated five-year term of the related contract.

Amortization expense related to definite-lived intangible assets was approximately $0.1 million for both the three months ended September 30, 2012 and 2011 and approximately $0.5 million and $1.4 million for the nine months ended September 30, 2012 and 2011, respectively. The Company's licenses and accreditations, trade names and certificate of need intangible assets have indefinite lives and are therefore not subject to amortization. Estimated amortization expense for the three months ending December 31, 2012 and years ending December 31, 2013, 2014, 2015 and 2016 is $0.2 million, $0.6 million, $0.5 million, $0.4 million and $0.3 million, respectively.

5. Property and Equipment

Property and equipment consists of the following as of September 30, 2012 and December 31, 2011 (in thousands):

	September 30, 2012	December 31, 2011
Land	$ 24,518	$ 14,115
Building and improvements	112,384	53,514
Equipment	13,791	8,222
Construction in progress	15,188	12,945
	165,881	88,796
Less accumulated depreciation	(10,693)	(5,824)
Property and equipment, net	$ 155,188	$ 82,972

During the nine months ended September 30, 2012, the Company purchased six facilities that it previously leased, the Timberline Knolls property and various other real estate for $50.7 million.

6. Discontinued Operations

GAAP requires that all components of an entity that have been disposed of (by sale, by abandonment or in a distribution to owners) or are held for sale and whose cash flows can be clearly distinguished from the rest of the entity be presented as discontinued operations. In June 2012, the Company disposed of its PsychSolutions facility located in Miami, Florida and recognized a pretax loss on disposal of $0.2 million, which is included in loss from discontinued operations on the condensed consolidated statements of operations. As part of the acquisition of YFCS on April 1, 2011, the Company acquired a facility located in Tampa Bay, Florida that was closed in 2010. In December 2011, the Company closed three outpatient facilities and a 24-bed substance abuse facility acquired from PHC on November 1, 2011. The results of operations of these facilities have been reported as discontinued operations in the accompanying consolidated financial statements.

A summary of results from discontinued operations is as follows (in thousands):

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2012	2011	2012	2011
Revenue	$ —	$ 1,674	$3,570	$3,228
(Loss) income from discontinued operations, net of income taxes	$ (138)	$ (448)	$ 22	$ (562)

7. Long-Term Debt

Long-term debt consists of the following (in thousands):

	September 30, 2012	December 31, 2011
Senior Secured Credit Facility:		
Senior Secured Term Loans	$ 148,938	$ 129,938
Senior Secured Revolving Line of Credit	—	—
12.875% Senior Notes due 2018	147,694	147,521
	296,632	277,459
Less: current portion	(12,000)	(6,750)
Long-term debt	$ 284,632	$ 270,709

Senior Secured Credit Facility

The Company entered into the senior secured credit facility, administered by Bank of America, N.A., on April 1, 2011 (“Senior Secured Credit Facility”). The Senior Secured Credit Facility initially included $135.0 million of term loans and a revolving credit facility of $30.0 million.

On March 1, 2012, the Company amended its Senior Secured Credit Facility to provide an incremental $25.0 million of term loans and increase the revolving credit facility by $45.0 million, from $30.0 million to $75.0 million. The Company used the incremental term loans of $25.0 million and a $5.0 million borrowing under the revolving credit facility to partially fund the acquisition of the Haven Facilities on March 1, 2012. As of September 30, 2012, the Company had $74.6 million of availability under its revolving line of credit, which reflected the total revolving credit facility of $75.0 million less an undrawn letter of credit of $0.4 million. Borrowings under the revolving credit facility are subject to customary debt incurrence tests. The amended term loans require quarterly principal payments of $2.0 million for September 30, 2012 to March 31, 2013, $4.0 million for June 30, 2013 to March 31, 2014, $5.0 million for June 30, 2014 to March 31, 2015, and $6.0 million for June 30, 2015 to December 31, 2015, with the remaining principal balance due on the maturity date of April 1, 2016.

Borrowings under the Senior Secured Credit Facility are guaranteed by each of Acadia’s domestic subsidiaries and are secured by a lien on substantially all of the assets of Acadia and its domestic subsidiaries. Borrowings under the Senior Secured Credit Facility bear interest at a rate tied to Acadia’s consolidated leverage ratio (defined as consolidated funded debt to consolidated EBITDA, in each case as defined in the credit agreement governing the Senior Secured Credit Facility). The Applicable Rate for borrowings under the Senior Secured Credit Facility was 4.25% and 3.25% for Eurodollar Rate Loans and Base Rate Loans, respectively, as of September 30, 2012. Eurodollar Rate Loans bear interest at the Applicable Rate plus the Eurodollar Rate (based upon the British

Bankers Association LIBOR Rate prior to commencement of the interest rate period). Base Rate Loans bear interest at the Applicable Rate plus the highest of (i) the federal funds rate plus 1/2 of 1.0%, (ii) the prime rate and (iii) the Eurodollar rate plus 1.0%. As of September 30, 2012, borrowings under the Senior Secured Credit Facility bore interest at 4.5%. In addition, Acadia is required to pay a commitment fee on undrawn amounts under the revolving line of credit. As of September 30, 2012, undrawn amounts bore interest at a rate of 0.55%.

The Senior Secured Credit Facility requires Acadia and its subsidiaries to comply with customary affirmative, negative and financial covenants, including a fixed charge coverage ratio, consolidated leverage ratio and senior secured leverage ratio. As of September 30, 2012, Acadia was in compliance with such covenants.

12.875% Senior Notes due 2018

On November 1, 2011, the Company issued $150.0 million of 12.875% Senior Notes due 2018 (the "Senior Notes"). The Senior Notes were issued at 98.323% of the aggregate principal amount of $150.0 million, a discount of $2.5 million. The notes bear interest at a rate of 12.875% per annum. The Company will pay interest on the notes semi-annually, in arrears, on November 1 and May 1 of each year, beginning on May 1, 2012 through the maturity date of November 1, 2018.

The indenture governing the Senior Notes contains covenants that, among other things, limit the Company's ability to: (i) incur or guarantee additional debt or issue certain preferred stock; (ii) pay dividends on the Company's equity interests or redeem, repurchase or retire the Company's equity interests or subordinated debt; (iii) transfer or sell assets; (iv) make certain investments; (v) incur certain liens; (vi) create restrictions on the ability of the Company's subsidiaries to pay dividends or make other payments to the Company; (vii) engage in certain transactions with the Company's affiliates; and (viii) merge or consolidate with other companies or transfer all or substantially all of the Company's assets.

The Senior Notes issued by the Company are guaranteed by each of the Company's subsidiaries, all of which are wholly-owned subsidiaries. The guarantees are full and unconditional and joint and several and Acadia Healthcare Company, Inc., as the parent issuer of the Senior Notes, has no independent assets or operations.

8. Equity

On May 21, 2012, the Company completed the offering of 9,487,500 shares of its common stock (including shares sold pursuant to the exercise of the over-allotment option that the Company granted to the underwriters as part of the offering) at a price of $15.50 per share. The net proceeds to the Company from the sale of the shares, after deducting the underwriting discount of approximately $6.4 million and additional offering-related expenses of approximately $0.7 million, were approximately $139.0 million. The Company used the net offering proceeds to fund its real estate purchases and the Timberline Knolls acquisition.

9. Equity-Based Compensation

The Company issues stock-based awards, including stock options, restricted stock and restricted stock units, to certain officers, employees and non-employee directors under the Acadia Healthcare Company, Inc. 2011 Incentive Compensation Plan (the "Equity Incentive Plan"). A maximum of 2,700,000 shares of our common stock are authorized for issuance as stock options, restricted stock and restricted stock units or other share-based compensation under the Equity Incentive Plan. Stock options may be granted for terms of up to ten years. The Company recognizes expense on all share-based awards on a straight-line basis over the requisite service period of the entire award. Grants to employees generally vest in annual increments of 25% each year, commencing one year after the date of grant. The exercise prices of stock options are equal to the most recent closing price of our common stock on the date of grant.

The grant-date fair value of our stock options is estimated using the Black-Scholes option pricing model. The following table summarizes the grant-date fair value of options and the assumptions used to develop the fair value estimates for options granted during the nine months ended September 30, 2012 and year ended December 31, 2011:

	September 30, 2012	December 31, 2011
Weighted average grant-date fair value of options	$ 6.81	$ 3.98
Risk-free interest rate	1.3%	1.2%
Expected volatility	42%	42%
Expected life (in years)	6.3	6.3
Dividend yield	— %	— %

The Company's estimate of expected volatility for stock options is based upon the volatility of guideline companies given the lack of sufficient historical trading experience of the Company's common stock. The risk-free interest rate is the approximate yield on

United States Treasury Strips having a life equal to the expected option life on the date of grant. The expected life is an estimate of the number of years an option will be held before it is exercised.

The Company granted 36,855 and 404,748 stock options, 16,143 and 288,631 shares of restricted stock and 9,643 and 86,485 restricted stock units to employees and non-employee directors during the three and nine months ended September 30, 2012, respectively. The Company recognized $0.5 million and $1.7 million in equity-based compensation expense for the three and nine months ended September 30, 2012, respectively, and $19.8 million in equity-based compensation expense for the nine months ended September 30, 2011. The equity-based compensation expense recorded in the nine months ended September 30, 2011 related to the Class C Units and Class D Units issued by Acadia Healthcare Holdings LLC ("Holdings") to certain members of management, which were valued based upon the estimated fair value of the common stock and cash distributed to the unitholders upon the dissolution of Holdings on November 1, 2011. As of September 30, 2012, there was $6.5 million of unrecognized compensation expense related to unvested options, restricted stock and restricted stock units, which is expected to be recognized over the remaining weighted average vesting period of 1.64 years.

10. Income Taxes

The provision for income taxes for continuing operations for the three and nine months ended September 30, 2012 reflects effective tax rates of approximately 36.1% and 36.8%, respectively.

Prior to April 1, 2011, the Company and its limited liability company subsidiaries were taxed as flow-through entities and as such, the results of operations of the Company related to the flow-through entities were included in the income tax returns of its members. On April 1, 2011, the Company and its wholly-owned LLC subsidiaries elected to be taxed as a corporation for federal and state income tax purposes, and, therefore, income taxes became the obligation of the Company subsequent to April 1, 2011.

11. Fair Value Measurements

The carrying amounts reported for cash and cash equivalents, accounts receivable, other current assets, accounts payable and other current liabilities approximate fair value because of the short-term maturity of these instruments and are categorized as Level 1 within the GAAP fair value hierarchy. The fair value for the Company's Senior Secured Credit Facility and Senior Notes are $146.0 million and $175.9 million, respectively, at September 30, 2012 based on information from the Company's bankers regarding relevant pricing for trading activity among the Company's lenders and the average bid and ask price as determined using published rates. The Company's Senior Secured Credit Facility and Senior Notes are categorized as Level 2 in the GAAP fair value hierarchy.

12. Commitments and Contingencies

The Company is, from time to time, subject to various claims and legal actions that arise in the ordinary course of our business, including claims for damages for personal injuries, medical malpractice, breach of contract, tort and employment related claims. In these actions, plaintiffs request a variety of damages, including, in some instances, punitive and other types of damages that may not be covered by insurance. In the opinion of management, the Company is not currently a party to any proceeding that would individually or in the aggregate have a material adverse effect on our business, financial condition or results of operations.

13. Recently Issued Accounting Standards

In July 2012, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2012-02, *"Intangibles—Goodwill and Other (Topic 350): Testing Indefinite-Lived Intangible Assets for Impairment"* ("ASU 2012-02"). ASU 2012-02 states that an entity has the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. This allows for the same evaluation as described in ASU 2011-08 for *"Intangibles—Goodwill and Other (Topic 350): Testing Goodwill for Impairment."* The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity's financial statements for the most recent annual or interim period have not yet been issued. ASU 2012-02 is not expected to significantly impact the Company's consolidated financial statements.

In June 2011, the FASB issued ASU 2011-05, "*Comprehensive Income (Topic 220)—Presentation of Comprehensive Income*" ("ASU 2011-05"). ASU 2011-05 eliminates the option to present components of other comprehensive income as part of the statement of changes in stockholders' equity. Instead, ASU 2011-05 requires that all non-owner changes in stockholders' equity be presented either in a single continuous statement of comprehensive income or in two separate but consecutive statements. ASU 2011-05 is required to be applied retrospectively and is effective for public companies for fiscal years beginning after December 15, 2011 and interim periods within those fiscal years. These changes became effective for the Company beginning January 1, 2012. The adoption of ASU 2011-05 did not have an impact on the Company's consolidated financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

Forward-Looking Statements

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995. Forward-looking statements include any statements that address future results or occurrences. In some cases you can identify forward-looking statements by terminology such as "may," "might," "will," "would," "should," "could" or the negative thereof. Generally, the words "anticipate," "believe," "continue," "expect," "intend," "estimate," "project," "plan" and similar expressions identify forward-looking statements. In particular, statements about our expectations, beliefs, plans, objectives, assumptions or future events or performance contained are forward-looking statements.

We have based these forward-looking statements on our current expectations, assumptions, estimates and projections. While we believe these expectations, assumptions, estimates and projections are reasonable, such forward-looking statements are only predictions and involve known and unknown risks, uncertainties and other factors, many of which are outside of our control, which could cause our actual results, performance or achievements to differ materially from any results, performance or achievements expressed or implied by such forward-looking statements. These risks, uncertainties and other factors include, but are not limited to:

- our significant debt and ability to incur substantially more debt;
- our future cash flow and earnings;
- our ability to meet our debt obligations;
- the impact of payments received from the government and third-party payors on our revenues and results of operations;
- the impact of the economic and employment conditions in the United States on our business and results of operations;
- the impact of recent healthcare reform;
- the impact of our highly competitive industry on patient volumes;
- the impact of recruitment and retention of quality psychiatrists and other physicians on our performance;
- the impact of competition for staffing on our labor costs and profitability;
- our dependence on key management personnel, key executives and our local facility management personnel;
- compliance with laws and government regulations;
- the impact of claims brought against our facilities;
- the impact of governmental investigations, regulatory actions and whistleblower lawsuits;
- difficulties in successfully integrating the operations of the three inpatient psychiatric hospitals (the "Haven Facilities") acquired from Haven Behavioral Healthcare Holdings, LLC ("Haven") and the Timberline Knolls, LLC ("Timberline Knolls") acquisition or realizing the potential benefits and synergies of these acquisitions;
- difficulties in acquiring facilities in general and acquiring facilities from not-for-profit entities due to regulatory scrutiny;
- difficulties in improving the operations of the facilities we acquire;
- the impact of unknown or contingent liabilities on facilities we acquire;

- the impact of state efforts to regulate the construction or expansion of healthcare facilities on our ability to operate and expand our operations;
- the impact of controls designed to reduce inpatient services on our revenues;
- the impact of fluctuations in our operating results, quarter to quarter earnings and other factors on the price of our common stock;
- the impact of different interpretations of accounting principles on our results of operations or financial condition;
- the impact of an increase in uninsured and underinsured patients or the deterioration in the collectability of the accounts of such patients on our results of operations;
- the impact of legislative and regulatory initiatives relating to privacy and security of patient health information and standards for electronic transactions;
- the impact of the trend for insurance companies and managed care organizations to enter into sole source contracts on our ability to obtain patients;
- the fact that we have not been required to comply with regulatory requirements applicable to reporting companies until recently;
- changes in our board and corporate governance as a result of our no longer qualifying as a "controlled company"; and
- those risks and uncertainties described from time to time in our filings with the Securities and Exchange Commission.

Given these risks and uncertainties, you are cautioned not to place undue reliance on such forward-looking statements. These risks and uncertainties may cause our actual future results to be materially different than those expressed in our forward-looking statements. These forward-looking statements are made only as of the date of this Quarterly Report on Form 10-Q. We do not undertake and specifically decline any obligation to update any such statements or to publicly announce the results of any revisions to any such statements to reflect future events or developments.

Overview

Our business strategy is to acquire and develop inpatient behavioral healthcare facilities and improve our operating results within our inpatient facilities and our other behavioral healthcare operations. Our goal is to improve the operating results of our facilities by providing high quality services, expanding referral networks and marketing initiatives while meeting the increased demand for behavioral healthcare services through expansion of our current locations as well as developing new services within existing locations. At September 30, 2012, we operated 33 behavioral health facilities with over 2,300 beds in 19 states. During the nine months ended September 30, 2012, we added 213 beds to existing facilities, and we expect to add approximately 70 more beds during the last quarter of 2012.

On August 31, 2012, we completed the acquisition of Timberline Knolls, a 122-bed inpatient behavioral health facility located outside of Chicago in Lemont, Illinois. The total consideration of $75.5 million paid for the business and related assets represents total payments of $89.8 million less transactions that were deemed to be separate from the business combination. Additionally, in connection with this acquisition, we funded an employment retention bonus of $1.2 million. Such amount is being expensed over the related retention period.

On May 21, 2012, we completed the offering of 9,487,500 shares of our common stock (including shares sold pursuant to the exercise of the over-allotment option that the Company granted to the underwriters as part of the offering) at a price of $15.50 per share. The net proceeds to us from the sale of the shares, after deducting the underwriting discount of approximately $6.4 million and additional offering-related expenses of approximately $0.7 million, were approximately $139.0 million. We used the net offering proceeds to fund real estate purchases and the Timberline Knolls acquisition.

On March 1, 2012, we completed the acquisition of the Haven Facilities with a combined 166 licensed beds for $90.5 million of cash consideration. Also on March 1, 2012, we amended our Senior Secured Credit Facility to provide an incremental $25.0 million of term loans and increase the revolving credit facility by $45.0 million, from $30.0 million to $75.0 million. We used the net proceeds from the December 2011 sale of our common stock, the incremental term loans of $25.0 million and a $5.0 million borrowing under the revolving credit facility to fund the acquisition of the Haven Facilities.

During 2011, we completed our acquisition of PHC, Inc. d/b/a Pioneer Behavioral Health ("PHC"), a leading national provider of inpatient and outpatient mental health and drug and alcohol addiction treatment programs in Delaware, Michigan, Nevada, Pennsylvania, Utah and Virginia, and Youth and Family Centered Services, Inc. ("YFCS"), the largest private, for-profit provider of behavioral health, education and long-term support services exclusively for abused and neglected children and adolescents.

We are the leading publicly traded pure-play provider of inpatient behavioral healthcare services based upon number of licensed beds in the United States. We believe that the acquisitions of YFCS, PHC, the Haven Facilities and Timberline Knolls position the combined company as a leading platform in a highly fragmented industry under the direction of an experienced management team that has significant industry expertise. We expect to take advantage of several strategies that are more accessible as a result of our increased size and geographic scale, including continuing a national marketing strategy to attract new patients and referral sources, increasing our volume of out-of-state referrals, providing a broader range of services to new and existing patients and clients and selectively pursuing opportunities to expand our facility and bed count.

Revenue

Revenue is derived from services rendered to patients for inpatient psychiatric and substance abuse care, outpatient psychiatric care and adolescent residential treatment and includes revenue payable by the Medicare program administered by the Center for Medicare and Medicaid Services, state Medicaid programs, commercial insurance (in network and out of network), and other payors including individual patients. Revenue is recorded in the period in which services are provided at established billing rates less contractual adjustments based on amounts reimbursable by Medicare or Medicaid under provisions of cost or prospective reimbursement formulas or amounts due from other third-party payors at contractually determined rates.

The following table presents revenue by payor type and as a percentage of revenue before provision for doubtful accounts for the three and nine months ended September 30, 2012 and 2011 (in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2012		2011		2012		2011	
	Amount	%	Amount	%	Amount	%	Amount	%
Private Pay	$ 2,482	2.4%	430	0.7%	$ 5,635	1.9%	$ 1,332	0.9%
Commercial	24,984	23.9%	6,739	11.0%	66,395	22.2%	18,640	13.1%
Medicare	12,492	11.9%	4,115	6.7%	33,731	11.3%	11,454	8.0%
Medicaid	63,256	60.5%	49,411	80.5%	189,600	63.5%	109,725	76.8%
Other	1,404	1.3%	690	1.1%	3,277	1.1%	1,646	1.2%
Revenue before provision for doubtful accounts	104,618	100.0%	61,385	100.0%	298,638	100.0%	142,797	100.0%
Provision for doubtful accounts	(1,502)		(663)		(5,429)		(1,654)	
Revenue	$103,116		$60,722		$293,209		$141,143	

The following tables present a summary of our aging of accounts receivable as of September 30, 2012 and December 31, 2011:

September 30, 2012

	Current	30-90	90-150	>150	Total
Private Pay	1.1%	1.7%	2.1%	3.2%	8.1%
Commercial	16.0%	6.0%	3.2%	3.1%	28.3%
Medicare	8.8%	1.2%	0.5%	0.8%	11.3%
Medicaid	35.5%	11.2%	2.9%	2.7%	52.3%
Total	61.4%	20.1%	8.7%	9.8%	100.0%

December 31, 2011

	Current	30-90	90-150	>150	Total
Private Pay	0.8%	1.3%	0.6%	2.2%	4.9%
Commercial	15.9%	7.9%	2.4%	2.1%	28.3%
Medicare	7.1%	1.3%	0.5%	0.4%	9.3%
Medicaid	36.9%	13.7%	3.1%	3.8%	57.5%
Total	60.7%	24.2%	6.6%	8.5%	100.0%

Results of Operations

The following table illustrates our consolidated results of operations from continuing operations for the respective periods shown (dollars in thousands):

	Three Months Ended September 30,				Nine Months Ended September 30,			
	2012		2011		2012		2011	
	Amount	%	Amount	%	Amount	%	Amount	%
Revenue before provision for doubtful accounts	$104,618		$61,385		$298,638		$142,797	
Provision for doubtful accounts	(1,502)		(663)		(5,429)		(1,654)	
Revenue	103,116	100.0%	60,722	100.0%	293,209	100.0%	141,143	100.0%
Salaries, wages and benefits	59,888	58.1%	38,422	63.3%	173,590	59.2%	108,158	76.6%
Professional fees	4,690	4.6%	2,302	3.8%	13,521	4.6%	5,018	3.6%
Supplies	4,831	4.7%	3,398	5.6%	14,148	4.8%	7,645	5.4%
Rents and leases	1,775	1.7%	1,591	2.6%	6,244	2.2%	3,576	2.5%
Other operating expenses	11,380	11.0%	4,915	8.1%	30,768	10.5%	12,760	9.0%
Depreciation and amortization	2,076	2.0%	909	1.5%	5,332	1.8%	3,108	2.2%
Interest expense, net	7,433	7.2%	1,928	3.1%	22,186	7.6%	4,143	2.9%
Sponsor management fees	—	— %	545	0.9%	—	— %	1,135	0.8%
Transaction-related expenses	732	0.7%	2,233	3.7%	2,097	0.7%	10,595	7.5%
Total expenses	92,805	90.0%	56,243	92.6%	267,886	91.4%	156,138	110.5%
Income (loss) from continuing operations before income taxes	10,311	10.0%	4,479	7.4%	25,323	8.6%	(14,995)	(10.5)%
Provision for income taxes	3,723	3.6%	908	1.5%	9,307	3.2%	3,426	2.5%
Income (loss) from continuing operations	$ 6,588	6.4%	$ 3,571	5.9%	$ 16,016	5.4%	$ (18,421)	(13.0)%

Three months ended September 30, 2012 compared to the three months ended September 30, 2011

Revenue before provision for doubtful accounts. Revenue before provision for doubtful accounts increased $43.2 million, or 70.4%, to $104.6 million for the three months ended September 30, 2012 from $61.4 million for the three months ended September 30, 2011. The increase relates primarily to the revenue generated during the three months ended September 30, 2012 from the PHC facilities acquired on November 1, 2011, the Haven Facilities acquired on March 1, 2012 and Timberline Knolls acquired on August 31, 2012, which were not included in our results for periods prior to the acquisitions. Same-facility revenue before provision for doubtful accounts increased by $5.3 million, or 8.6%, resulting from same-facility growth in patient days of 8.7%.

Provision for doubtful accounts. The provision for doubtful accounts was $1.5 million for the three months ended September 30, 2012, or 1.4% of revenue before provision for doubtful accounts, compared to $0.7 million for the three months ended September 30, 2011, or 1.1% of revenue before provision for doubtful accounts. The increase in the provision for doubtful accounts as a percentage of revenue before provision for doubtful accounts is partially attributable to changes in our payor mix following the acquisitions of PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012. The same facility provision for doubtful accounts was $0.9 million for the three months ended September 30, 2012, or 1.3% of revenue before provision for doubtful accounts, compared to $0.7 million for the three months ended September 30, 2011, or 1.1% of revenue before provision for doubtful accounts.

Salaries, wages and benefits. Salaries, wages and benefits ("SWB") expense was $59.9 million for the three months ended September 30, 2012 compared to $38.4 million for the three months ended September 30, 2011, an increase of $21.5 million. SWB expense includes $0.5 million of equity-based compensation expense for the three months ended September 30, 2012. The $21.0 million increase in SWB expense, excluding equity-based compensation expense, is primarily attributable to the acquisition of the PHC facilities on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012. Excluding equity-based compensation expense, SWB expense was $59.4 million, or 57.6% of revenue, for the three months ended September 30, 2012, compared to $38.4 million, or 63.3% of revenue, for the three months ended September 30, 2011. The decrease in SWB expense, excluding equity-based compensation expense, as a percentage of revenue is primarily the result of lower SWB expense incurred by the PHC facilities acquired on November 1, 2011, the Haven Facilities acquired on March 1, 2012 and Timberline Knolls acquired on August 31, 2012. Same-facility SWB expense was $38.5 million for the three months ended September 30, 2012, or 58.6% of revenue, compared to $36.4 million for the three months ended September 30, 2011, or 59.9% of revenue.

Professional fees. Professional fees were $4.7 million for the three months ended September 30, 2012, or 4.6% of revenue, compared to $2.3 million for the three months ended September 30, 2011, or 3.8% of revenue. The increase in professional fees as a percentage of revenue is primarily attributable to the higher professional fees incurred by our corporate office after becoming a public company on November 1, 2011 and higher professional fees associated with the PHC facilities acquired on November 1, 2011 and Timberline Knolls acquired on August 31, 2012. Same-facility professional fees were $1.9 million for the three months ended September 30, 2012, or 2.9% of revenue, compared to $1.9 million, for the three months ended September 30, 2011, or 3.2% of revenue.

Supplies. Supplies expense was $4.8 million for the three months ended September 30, 2012, or 4.7% of revenue, compared to $3.4 million for the three months ended September 30, 2011, or 5.6% of revenue. The $1.4 million increase in supplies expense is primarily attributable to the acquisition of PHC on November 1, 2011 and the Haven Facilities on March 1, 2012. Same-facility supplies expense was $3.2 million for the three months ended September 30, 2012, or 4.9% of revenue, compared to $3.4 million for the three months ended September 30, 2011, or 5.6% of revenue.

Rents and leases. Rents and leases were $1.8 million for the three months ended September 30, 2012, or 1.7% of revenue, compared to $1.6 million for the three months ended September 30, 2011, or 2.6% of revenue. The decrease in rents and leases as a percentage of revenue is primarily attributable to the acquisition of the Haven Facilities, which are owned facilities, on March 1, 2011, the purchase of the property previously leased by Timberline Knolls and the purchase of six facilities that it previously leased during 2012. Same-facility rents and leases were $1.1 million for the three months ended September 30, 2012, or 1.6% of revenue, compared to $1.4 million for the three months ended September 30, 2011, or 2.4% of revenue.

Other operating expenses. Other operating expenses consist primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $11.4 million for the three months ended September 30, 2012, or 11.0% of revenue, compared to $4.9 million for the three months ended September 30, 2011, or 8.1% of revenue. The increase in other operating expenses as a percentage of revenue is primarily attributable to slight increases in various components of other operating expenses. Same-facility other operating expenses were $7.0 million for the three months ended September 30, 2012, or 10.6% of revenue, compared to $6.0 million for the three months ended September 30, 2011, or 9.9% of revenue.

Depreciation and amortization. Depreciation and amortization expense was $2.1 million for the three months ended September 30, 2012, or 2.0% of revenue, compared to $0.9 million for the three months ended September 30, 2011, or 1.5% of revenue. The increase in depreciation and amortization is attributable to depreciation associated with real estate purchases of $50.7 million during 2012 and the acquisitions of PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012.

Interest expense. Interest expense was $7.4 million for the three months ended September 30, 2012 compared to $1.9 million for the three months ended September 30, 2011. The increase in interest expense is a result of the issuance of $150.0 million of 12.875% Senior Notes due 2018 (the “Senior Notes”) on November 1, 2011.

Sponsor management fees. Sponsor management fees were $0.5 million for the three months ended September 30, 2011, which related to our professional services agreement with Waud Capital Partners, which was amended effective April 1, 2011 and terminated on November 1, 2011.

Transaction-related expenses. Transaction-related expenses were $0.7 million for the three months ended September 30, 2012 compared to $2.2 million for the three months ended September 30, 2011. Transaction-related expenses represent costs incurred in the respective periods primarily related to the acquisitions of YFCS on April 1, 2011, PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012.

Nine months ended September 30, 2012 compared to the nine months ended September 30, 2011

Revenue before provision for doubtful accounts. Revenue before provision for doubtful accounts increased $155.8 million, or 109.1%, to $298.6 million for the nine months ended September 30, 2012 from $142.8 million for the nine months ended September 30, 2011. The increase relates primarily to the revenue generated during the nine months ended September 30, 2012 from the YFCS facilities acquired on April 1, 2011, PHC facilities acquired on November 1, 2011, the Haven Facilities acquired on March 1, 2012 and Timberline Knolls on August 31, 2012, which were not included in our results for periods prior to the acquisitions. Same-facility revenue before provision for doubtful accounts increased by $13.3 million, or 9.3%, resulting from same-facility growth in patient days of 9.5%.

Provision for doubtful accounts. The provision for doubtful accounts was $5.4 million for the nine months ended September 30, 2012, or 1.8% of revenue before provision for doubtful accounts, compared to $1.7 million for the nine months ended September 30, 2011, or 1.2% of revenue before provision for doubtful accounts. The increase in the provision for doubtful accounts as a percentage of revenue before provision for doubtful accounts is partially attributable to changes in our payor mix following the acquisitions of PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012. The same facility provision for doubtful accounts was $2.9 million for the nine months ended September 30, 2012, or 1.9% of revenue before provision for doubtful accounts, compared to $1.7 million for the nine months ended September 30, 2011, or 1.2% of revenue before provision for doubtful accounts. The same-facility provision for doubtful accounts for the nine months ended September 30, 2012 was higher than in the comparable period because the provision for doubtful accounts in the nine months ended September 30, 2011 reflected certain bad debt recoveries.

Salaries, wages and benefits. SWB expense was $173.6 million for the nine months ended September 30, 2012 compared to $108.2 million for the nine months ended September 30, 2011, an increase of $65.4 million. SWB expense includes $1.7 million and $19.8 million of equity-based compensation expense for the nine months ended September 30, 2012 and 2011, respectively. The $83.5 million increase in SWB expense, excluding equity-based compensation expense, is primarily attributable to the acquisition of the PHC facilities on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012. Excluding equity-based compensation expense, SWB expense was $171.9 million, or 58.6% of revenue, for the nine months ended September 30, 2012, compared to $88.3 million, or 62.6% of revenue, for the nine months ended September 30, 2011. The decrease in SWB expense, excluding equity-based compensation expense, as a percentage of revenue is primarily the result of savings in employee benefit costs and lower SWB expense incurred by the PHC facilities acquired on November 1, 2011, the Haven Facilities acquired on March 1, 2012 and Timberline Knolls acquired on August 31, 2012. Same-facility SWB expense was $88.5 million for the nine months ended September 30, 2012, or 57.8% of revenue, compared to $82.9 million for the nine months ended September 30, 2011, or 58.7% of revenue.

Professional fees. Professional fees were $13.5 million for the nine months ended September 30, 2012, or 4.6% of revenue, compared to $5.0 million for the nine months ended September 30, 2011, or 3.6% of revenue. The increase in professional fees as a percentage of revenue is primarily attributable to the higher professional fees incurred by our corporate office after becoming a public company on November 1, 2011 and higher professional fees associated with the PHC facilities acquired on November 1, 2011 and Timberline Knolls acquired on August 31, 2012. Same-facility professional fees were $4.3 million for the nine months ended September 30, 2012, or 2.8% of revenue, compared to $4.3 million, for the nine months ended September 30, 2011, or 3.0% of revenue.

Supplies. Supplies expense was $14.1 million for the nine months ended September 30, 2012, or 4.8% of revenue, compared to $7.6 million for the nine months ended September 30, 2011, or 5.4% of revenue. The $6.5 million increase in supplies expense is primarily attributable to the acquisitions of YFCS on April 1, 2011, PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012. Same-facility supplies expense was $7.5 million for the nine months ended September 30, 2012, or 4.9% of revenue, compared to $7.6 million for the nine months ended September 30, 2011, or 5.4% of revenue.

Rents and leases. Rents and leases were $6.2 million for the nine months ended September 30, 2012, or 2.2% of revenue, compared to $3.6 million for the nine months ended September 30, 2011, or 2.5% of revenue. The decrease in rents and leases as a percentage of revenue is primarily attributable to the acquisition of the Haven Facilities, which are owned facilities, on March 1, 2011, the purchase of the property previously leased by Timberline Knolls and the purchase of six facilities that it previously leased during 2012. Same-facility rents and leases were $2.9 million for the nine months ended September 30, 2012, or 1.9% of revenue, compared to $3.2 million for the nine months ended September 30, 2011, or 2.3% of revenue.

Other operating expenses. Other operating expenses consist primarily of purchased services, utilities, insurance, travel and repairs and maintenance expenses. Other operating expenses were $30.8 million for the nine months ended September 30, 2012, or 10.5% of revenue, compared to $12.8 million for the nine months ended September 30, 2011, or 9.0% of revenue. The increase in other operating expenses as a percentage of revenue is primarily attributable to slight increases in various components of other operating expenses. Same-facility other operating expenses were $15.5 million for the nine months ended September 30, 2012, or 10.1% of revenue, compared to $13.3 million for the nine months ended September 30, 2011, or 9.4% of revenue.

Depreciation and amortization. Depreciation and amortization expense was $5.3 million for the nine months ended September 30, 2012, or 1.8% of revenue, compared to $3.1 million for the nine months ended September 30, 2011, or 2.2% of revenue. The increase in depreciation and amortization is attributable to $1.2 million in amortization expense during the nine months ended

September 30, 2011 related to an intangible asset which became fully amortized as of September 30, 2011 offset by an increase in depreciation associated with real estate purchases of $50.7 million during 2012 and the acquisitions of PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012.

Interest expense. Interest expense was $22.2 million for the nine months ended September 30, 2012 compared to $4.1 million for the nine months ended September 30, 2011. The increase in interest expense is a result of borrowings under our Senior Secured Credit Facility and the issuance of $150.0 million of Senior Notes.

Sponsor management fees. Sponsor management fees were $1.1 million for the nine months ended September 30, 2011, which related to our professional services agreement with Waud Capital Partners, which was amended effective April 1, 2011 and terminated on November 1, 2011.

Transaction-related expenses. Transaction-related expenses were $2.1 million for the nine months ended September 30, 2012 compared to $10.6 million for the nine months ended September 30, 2011. Transaction-related expenses represent costs incurred in the respective periods primarily related to the acquisitions of YFCS on April 1, 2011, PHC on November 1, 2011, the Haven Facilities on March 1, 2012 and Timberline Knolls on August 31, 2012.

Liquidity and Capital Resources

Cash provided by continuing operating activities for the nine months ended September 30, 2012 was $23.7 million compared to cash provided by continuing operating activities of $8.4 million for the nine months ended September 30, 2011. The increase in cash provided by continuing operating activities is primarily attributable to cash provided by continuing operating activities of the YFCS facilities acquired on April 1, 2011, the PHC facilities acquired on November 1, 2011, the Haven Facilities acquired on March 1, 2012 and Timberline Knolls acquired on August 31, 2012. As of September 30, 2012, we had working capital of $29.2 million. Days sales outstanding ("DSO") as of September 30, 2012 was 46 compared to 38 as of December 31, 2011. The increase in DSO is primarily attributable to revenue growth and changes in our payor mix due to acquisitions.

Cash used in investing activities for the nine months ended September 30, 2012 was $230.0 million compared to $187.6 million for the nine months ended September 30, 2011. Cash used in investing activities for the nine months ended September 30, 2012 primarily consisted of $90.5 million cash paid for the acquisition of the Haven Facilities and $75.5 million cash paid for the acquisition of Timberline Knolls. Cash paid for capital expenditures for the nine months ended September 30, 2012 was $14.5 million, consisting of approximately $5.2 million of routine capital expenditures and $9.3 million of expansion capital expenditures. We define expansion capital expenditures as those that increase the capacity of our facilities or otherwise enhance revenue. Routine or maintenance capital expenditures were approximately 1.8% of our revenue for the nine months ended September 30, 2012. Cash paid for real estate acquisitions was $50.7 million for the nine months ended September 30, 2012. Cash used in investing activities for the nine months ended September 30, 2011 consisted primarily of cash paid for the YFCS acquisition of $178.0 million, cash paid for capital expenditures of $6.8 million and cash paid for real estate acquisitions of $2.2 million.

Cash provided by financing activities for the nine months ended September 30, 2012 was $157.3 million compared to $172.9 million for the nine months ended September 30, 2011. Cash provided by financing activities for the nine months ended September 30, 2012 primarily consisted of long-term debt borrowings of $25.0 million, proceeds from the issuance of common stock of $139.0 million and proceeds from stock option exercises of $0.5 million partially offset by principal payments on long-term debt of $6.0 million and payment of debt issuance costs of $1.2 million. Cash provided by financing activities for the nine months ended September 30, 2011 primarily consisted of borrowings on long-term debt of $135.0 million, an increase in our revolving credit facility of $6.5 million and contributions from Acadia Healthcare Holdings, LLC of $51.0 million, partially offset by principal payments on long-term debt of $3.4 million, repayments of long-term debt of $10.0 million, payment of debt issuance costs of $5.9 million and distributions to equity holders of $0.4 million.

We filed a shelf registration statement on Form S-3 that was declared effective by Securities and Exchange Commission on November 1, 2012. The shelf registration statement permits us to offer to the public from time to time in one or more offerings up to $200 million of our common stock, at prices and on terms that we will decide at the time of any offering. In addition, under the shelf registration, certain of our stockholders may offer for resale to the public from time to time in one or more offerings up to 18.5 million shares of common stock owned by them at prices and on terms to be determined at the time of any such offering. To date, no securities have been issued pursuant to the shelf registration statement.

Senior Secured Credit Facility

We entered into the Senior Secured Credit Facility, administered by Bank of America, N.A., on April 1, 2011. The Senior Secured Credit Facility initially included $135.0 million of term loans and a revolving credit facility of $30.0 million.

On March 1, 2012, we amended our Senior Secured Credit Facility to provide an incremental $25.0 million of term loans and increase the revolving credit facility by $45.0 million, from $30.0 million to $75.0 million. We used the incremental term loans of $25.0 million and a $5.0 million borrowing under the revolving credit facility to partially fund the acquisition of the Haven Facilities on March 1, 2012. As of September 30, 2012, we had $74.6 million of availability under our revolving line of credit, which reflected the total revolving credit facility of $75.0 million less an undrawn letter of credit of $0.4 million. Borrowings under the revolving credit facility are subject to customary debt incurrence tests. The amended term loans require quarterly principal payments of $2.0 million for September 30, 2012 to March 31, 2013, $4.0 million for June 30, 2013 to March 31, 2014, $5.0 million for June 30, 2014 to March 31, 2015, and $6.0 million for June 30, 2015 to December 31, 2015, with the remaining principal balance due on the maturity date of April 1, 2016.

Borrowings under the Senior Secured Credit Facility are guaranteed by each of Acadia's domestic subsidiaries and are secured by a lien on substantially all of the assets of Acadia and its domestic subsidiaries. Borrowings under the Senior Secured Credit Facility bear interest at a rate tied to our consolidated leverage ratio (defined as consolidated funded debt to consolidated EBITDA, in each case as defined in the credit agreement governing the Senior Secured Credit Facility). The Applicable Rate for borrowings under the Senior Secured Credit Facility was 4.25% and 3.25% for Eurodollar Rate Loans and Base Rate Loans, respectively, as of September 30, 2012. Eurodollar Rate Loans bear interest at the Applicable Rate plus the Eurodollar Rate (based upon the British Bankers Association LIBOR Rate prior to commencement of the interest rate period). Base Rate Loans bear interest at the Applicable Rate plus the highest of (i) the federal funds rate plus 1/2 of 1.0%, (ii) the prime rate and (iii) the Eurodollar rate plus 1.0%. As of September 30, 2012, borrowings under the Senior Secured Credit Facility bore interest at 4.5%. In addition, we are required to pay a commitment fee on undrawn amounts under the revolving line of credit. As of September 30, 2012, undrawn amounts bore interest at a rate of 0.55%.

The interest rates and the commitment fee on unused commitments related to the Senior Secured Credit Facility are based upon the following pricing tiers:

Pricing Tier	Consolidated Leverage Ratio	Eurodollar Rate Loans	Base Rate Loans	Commitment Fee
1	<2.75:1.0	3.50%	2.50%	0.45%
2	2.75:1.0 but <3.25:1.0	3.75%	2.75%	0.50%
3	3.25:1.0 but <3.75:1.0	4.00%	3.00%	0.50%
4	3.75:1.0 but <5.00:1.0	4.25%	3.25%	0.55%
5	5.00:1.0	4.50%	3.50%	0.55%

The Senior Secured Credit Facility requires Acadia and its subsidiaries to comply with customary affirmative, negative and financial covenants. Set forth below is a brief description of such covenants, all of which are subject to customary exceptions, materiality thresholds and qualifications:

a) the affirmative covenants include the following: (i) delivery of financial statements and other customary financial information; (ii) notices of events of default and other material events; (iii) maintenance of existence, ability to conduct business, properties, insurance and books and records; (iv) payment of taxes; (v) lender inspection rights; (vi) compliance with laws; (vii) use of proceeds; (viii) interest rate hedging; (ix) further assurances; and (x) additional collateral and guarantor requirements.

b) the negative covenants include limitations on the following: (i) liens; (ii) debt (including guaranties); (iii) investments; (iv) fundamental changes (including mergers, consolidations and liquidations); (v) dispositions; (vi) sale leasebacks; (vii) affiliate transactions and the payment of management fees; (viii) burdensome agreements; (ix) restricted payments; (x) use of proceeds; (xi) ownership of subsidiaries; (xii) changes to line of business; (xiii) changes to organizational documents, legal name, form of entity and fiscal year; (xiv) capital expenditures (not to exceed 10.0% of total revenues of Acadia and its subsidiaries and including a 100% carry-forward of unused amounts to the immediately succeeding fiscal year); (xv) prepayment of redemption of certain senior secured debt; and (xvi) amendments to certain material agreements. Acadia is generally not permitted to issue dividends or distributions other than with respect to the following: (w) certain tax distributions; (x) the repurchase of equity held by employees, officers or directors upon the occurrence of death, disability or termination subject to cap of $500,000 in any fiscal year and compliance with certain other conditions; (y) in the form of capital stock; and (z) scheduled payments of deferred purchase price, working capital adjustments and similar payments pursuant to the merger agreement or any permitted acquisition.

c) The financial covenants include maintenance of the following:

- the fixed charge coverage ratio may not be less than 1.20:1.00 as of the end of any fiscal quarter;
- the consolidated leverage ratio may not be greater than the amount set forth below as of the date opposite such ratio:

Fiscal Quarter Ending	Maximum Consolidated Leverage Ratio
September 30, 2012	5.75:1.0
December 31, 2012	5.25:1.0
March 31, 2013	5.25:1.0
June 30, 2013	5.25:1.0
September 30, 2013	5.25:1.0
December 31, 2013	4.75:1.0
March 31, 2014	4.75:1.0
June 30, 2014	4.75:1.0
September 30, 2014	4.75:1.0
December 31, 2014 and each fiscal quarter ending thereafter	4.00:1.0

- The senior secured leverage ratio may not be greater than the amount set forth below as of the date opposite such ratio:

Fiscal Quarter Ending	Maximum Consolidated Senior Secured Leverage Ratio
September 30, 2012	3.00:1.0
December 31, 2012 and each fiscal quarter ending thereafter	2.50:1.0

As of September 30, 2012, Acadia was in compliance with such covenants.

12.875% Senior Notes due 2018

On November 1, 2011, we issued $150.0 million of 12.875% Senior Notes due 2018 at 98.323% of the aggregate principal amount of $150.0 million, a discount of $2.5 million. We will pay interest on the notes semi-annually, in arrears, on November 1 and May 1 of each year, beginning on May 1, 2012 through the maturity date of November 1, 2018.

The indenture governing the Senior Notes contains covenants that, among other things, limit the Company’s ability to: (i) incur or guarantee additional debt or issue certain preferred stock; (ii) pay dividends on the Company’s equity interests or redeem, repurchase or retire the Company’s equity interests or subordinated debt; (iii) transfer or sell assets; (iv) make certain investments; (v) incur certain liens; (vi) restrict the Company’s subsidiaries’ ability to pay dividends or make other payments to the Company; (vii) engage in certain transactions with the Company’s affiliates; and (viii) merge or consolidate with other companies or transfer all or substantially all of the Company’s assets.

The Senior Notes issued by the Company are guaranteed by each of our subsidiaries, all of which are wholly owned subsidiaries. The guarantees are full and unconditional and joint and several and Acadia Healthcare Company, Inc., as the parent issuer of the Senior Notes, has no independent assets or operations.

Contractual Obligations

The following table presents a summary of contractual obligations as of September 30, 2012 (in thousands):

	Payments Due by Period				
	Within 1 Year	During Years 2-3	During Years 4-5	After 5 Years	Total
Long-term debt (a)	$38,022	$89,839	$137,759	$170,922	$436,542
Operating leases	4,940	4,473	1,959	646	12,018
Total obligations and commitments	$42,962	$94,312	$139,718	$171,568	$448,560

(a) Amounts include required principal payments and related interest payments. We used the 4.5% interest rate at September 30, 2012 to estimate future interest payments related to our variable-rate debt.

Off Balance Sheet Arrangements

As of September 30, 2012, we had standby letters of credit outstanding of $0.4 million related to security for the payment of claims as required by our workers' compensation insurance program.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

Our interest expense is sensitive to changes in market interest rates. With respect to our interest-bearing liabilities, our long-term debt outstanding at September 30, 2012 is composed of $150.0 million of fixed rate debt and $148.9 million of variable rate debt with interest based on LIBOR plus an applicable margin. A hypothetical 10% increase in interest rates would decrease our net income and cash flows by approximately $0.4 million on an annual basis based upon our borrowing level at September 30, 2012.

Item 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

As of the end of the period covered by this report, our management conducted an evaluation, with the participation of our chief executive officer and chief financial officer, of the effectiveness of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act")). Based on this evaluation, our chief executive officer and chief financial officer have concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in Securities and Exchange Commission's rules and forms and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes in our internal control over financial reporting during the three months ended September 30, 2012 that have materially affected or are reasonably likely to materially affect our internal control over financial reporting.

PART II—OTHER INFORMATION

Item 1. Legal Proceedings

We are, from time to time, subject to various claims and legal actions that arise in the ordinary course of our business, including claims for damages for personal injuries, medical malpractice, breach of contract, tort and employment related claims. In these actions, plaintiffs request a variety of damages, including, in some instances, punitive and other types of damages that may not be covered by insurance. In the opinion of management, we are not currently a party to any proceeding that would have a material adverse effect on our business, financial condition or results of operations.

Item 1A. Risk Factors

In addition to the other information set forth in this report, an investor should carefully consider the factors discussed in Part I, “Item 1A. Risk Factors” in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 and in the Company’s Quarterly Report on Form 10-Q for the three months ended June 30, 2012, which could materially affect the Company’s business, financial condition or future results. The risks, as described in the Company’s Annual Report on Form 10-K for the year ended December 31, 2011 and in the Company’s Quarterly Report on Form 10-Q for the three months ended June 30, 2012, are not the only risks facing the Company. Additional risks and uncertainties not currently known to management or that management currently deems immaterial also may materially, adversely affect the Company’s business, financial condition, operating results or cash flows.

Item 6. Exhibits

Exhibit No.	Exhibit Description
2	Asset Purchase Agreement, dated as of August 28, 2012, by and between Timberline Knolls, LLC and TK Behavioral, LLC (1).
3.1	Amended and Restated Certificate of Incorporation, as filed on October 28, 2011 with the Secretary of State of the State of Delaware (2).
3.2	Amended and Restated Bylaws of Acadia Healthcare Company, Inc. (2).
10.1	Summary of David M. Duckworth 2012 Cash Bonus Plan (3).
10.2	Summary of David M. Duckworth 2012 Long-Term Incentive Plan (3).
31.1*	Certification of the Chief Executive Officer of Acadia Healthcare Company, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certification of the Chief Financial Officer of Acadia Healthcare Company, Inc. pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended, as Adopted Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1*	Certification of Chief Executive Officer and Chief Financial Officer of Acadia Healthcare Company, Inc. pursuant to 18 U.S.C. Section 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS**	XBRL Instance Document.
101.SCH**	XBRL Taxonomy Extension Schema Document.
101.CAL**	XBRL Taxonomy Calculation Linkbase Document.
101.LAB**	XBRL Taxonomy Labels Linkbase Document.
101.PRE**	XBRL Taxonomy Presentation Linkbase Document.

(1) Incorporated by reference to exhibits filed with Acadia Healthcare Company, Inc.’s Current Report on Form 8-K filed September 4, 2012 (File No. 001-35331).

(2) Incorporated by reference to exhibits filed with Acadia Healthcare Company, Inc.’s Current Report on Form 8-K filed November 1, 2011 (File No. 001-35331).

(3) Incorporated by reference to exhibits filed with Acadia Healthcare Company, Inc.’s Current Report on Form 8-K filed August 3, 2012 (File No. 001-35331).

* Filed herewith.

** The XBRL related information in Exhibit 101 to this quarterly report on Form 10-Q shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to liability of that section and shall not be incorporated by reference into any filing or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing or document.

SIGNATURES

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

Acadia Healthcare Company, Inc.

By: /s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer

Dated: November 8, 2012

EXHIBIT INDEX

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Exhibit 31.1

CERTIFICATION OF CEO PURSUANT TO RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Joey A. Jacobs, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Acadia Healthcare Company, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;

   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2012

/s/ Joey A. Jacobs

Joey A. Jacobs
Chairman of the Board and Chief Executive Officer

Exhibit 31.2

**CERTIFICATION OF CFO PURSUANT TO
RULE 13a-14(a)/15d-14(a), AS ADOPTED PURSUANT TO
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002**

I, David M. Duckworth, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Acadia Healthcare Company, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles;
   (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 8, 2012

/s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer

Exhibit 32.1

**CERTIFICATIONS OF CEO AND CFO PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of Acadia Healthcare Company, Inc. (the “Company”) for the quarterly period ended September 30, 2012, as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Joey A. Jacobs, Chief Executive Officer of the Company, and I, David M. Duckworth, Chief Financial Officer of the Company, each certify, for the purpose of complying with 18 U.S.C. Section 1350 and Rule 13a-14(b) or Rule 15d-14(b) of the Securities Exchange Act of 1934 (the “Exchange Act”), as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Exchange Act; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

A signed original of this written statement required by Section 906 has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

Date: November 8, 2012

/s/ Joey A. Jacobs
Joey A. Jacobs
Chairman of the Board and Chief Executive Officer

/s/ David M. Duckworth
David M. Duckworth
Chief Financial Officer