Goodman Kim C Form 4 January 06, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person \* Goodman Kim C

2. Issuer Name and Ticker or Trading Symbol

AUTONATION INC /FL [AN]

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(First) (Middle) 3. Date of Earliest Transaction

X\_ Director 10% Owner Other (specify

(Check all applicable)

110 SE 6TH STREET, 29TH

**FLOOR** 

4. If Amendment, Date Original

(Instr. 8)

Applicable Line)

6. Individual or Joint/Group Filing(Check

(Instr. 4)

Filed(Month/Day/Year)

(Month/Day/Year)

01/02/2009

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Officer (give title

below)

FORT LAUDERDALE, FL 33301

(City) (State) (Zip)

(Street)

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

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership

(Instr. 4)

(A) or

Code V Amount (D) Price

(Instr. 3, 4 and 5)

Reported Transaction(s)

(Instr. 3 and 4)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (right to buy)	\$ 9.88	01/02/2009		A <u>(1)</u>		20,000		01/02/2009	01/02/2019	Common Stock	20,000

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Goodman Kim C 110 SE 6TH STREET, 29TH FLOOR X FORT LAUDERDALE, FL 33301

# **Signatures**

/s/ Jonathan P. Ferrando, Attorney-in-Fact

01/06/2009

Date

\*\*Signature of Reporting Person

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) The stock option has been granted pursuant to the AutoNation, Inc. 2007 Non-Employee Director Stock Option Plan and has a term of ten years, expiring on January 2, 2019.
- (2) N/A

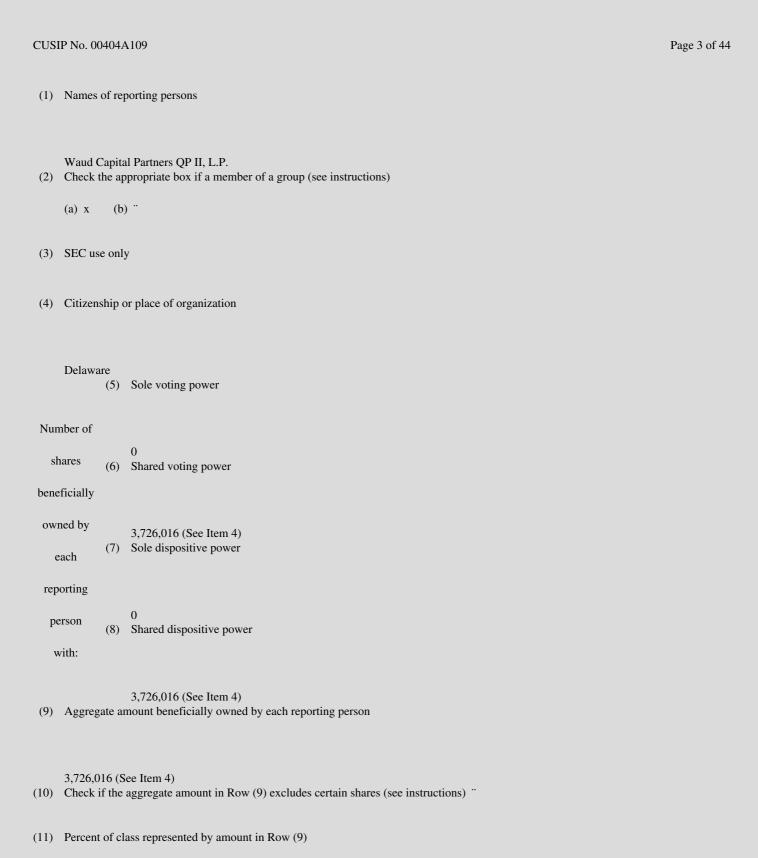
Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. ZE="1">

Type of reporting person (see instructions)

PN

All percentages set forth on the cover pages to this Schedule 13G were calculated based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Prospectus Supplement (Registration No. 333-184456) of Acadia Healthcare Company, Inc. (the <u>Company</u>) filed with the Securities and Exchange Commission on December 7, 2012 pursuant to Rules 424(b)(5) and 424(b)(7) (the <u>Prospectus</u>).

Reporting Owners 2



7.5% (See Item 4)
(12) Type of reporting person (see instructions)

PN

CUSIP No. 00404A109 Page 4 of 44 (1) Names of reporting persons Reeve B. Waud 2011 Family Trust (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Illinois (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 648,507 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 648,507 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 648,507 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

1.3% (See Item 4)

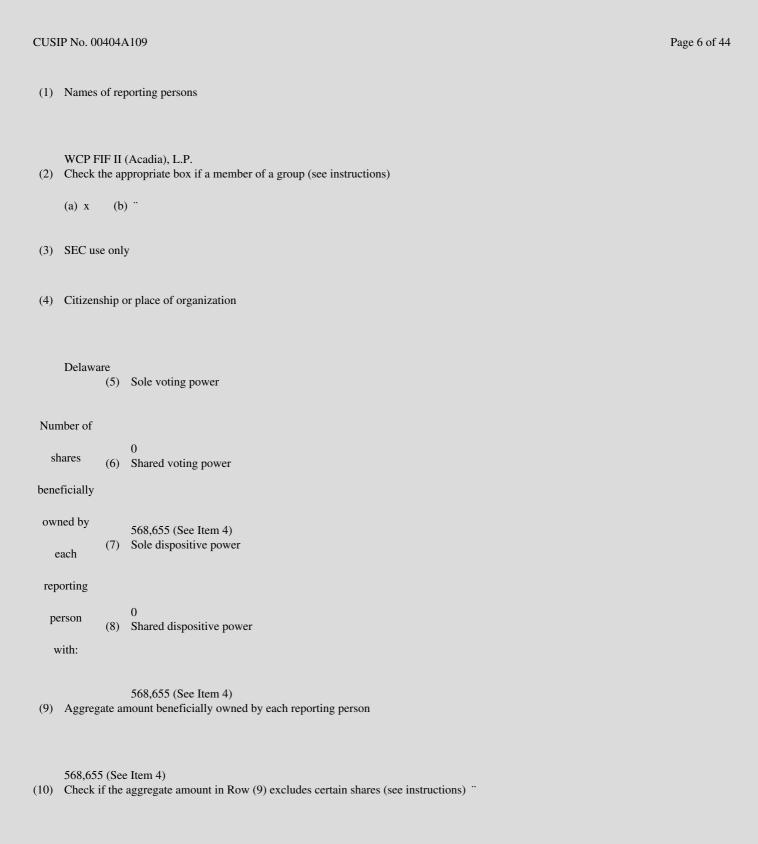
(12) Type of reporting person (see instructions)

OO

CUSIP No. 00404A109 Page 5 of 44 (1) Names of reporting persons Waud Family Partners, L.P. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 72,057 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 72,057 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 72,057 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

- (11) Percent of class represented by amount in Row (9)
  - 0.1% (See Item 4)
- (12) Type of reporting person (see instructions)

PN



- (11) Percent of class represented by amount in Row (9)
  - 1.1% (See Item 4)
- (12) Type of reporting person (see instructions)

PN

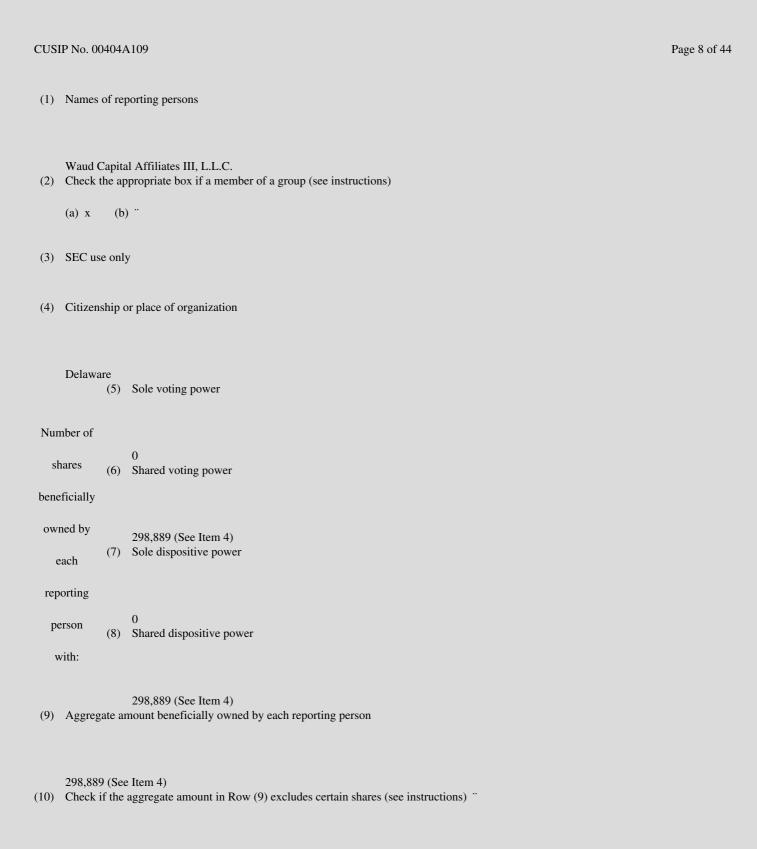
CUSIP No. 00404A109 Page 7 of 44 (1) Names of reporting persons Waud Capital Affiliates II, L.L.C. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 582,401 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 582,401 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 582,401 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

1.2% (See Item 4)

(12) Type of reporting person (see instructions)

OO



(11) Percent of class represented by amount in Row (9)

0.6% (See Item 4)

(12) Type of reporting person (see instructions)

OO

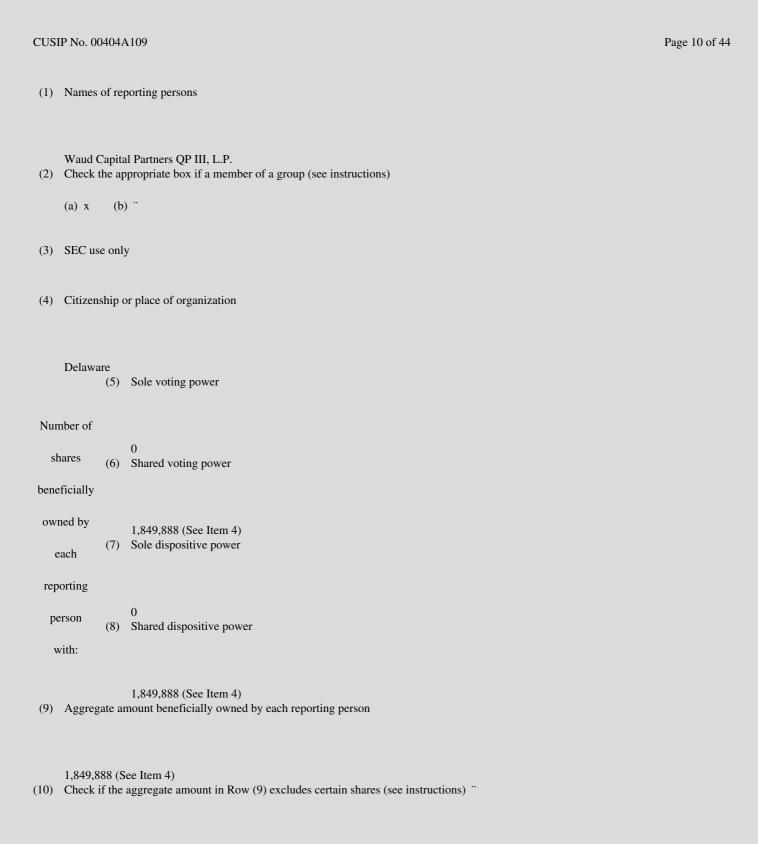
CUSIP No. 00404A109 Page 9 of 44 (1) Names of reporting persons WCP FIF III (Acadia), L.P. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 811,863 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 811,863 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 811,863 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

1.6% (See Item 4)

(12) Type of reporting person (see instructions)

PN



(11) Percent of class represented by amount in Row (9)

3.7% (See Item 4)

(12) Type of reporting person (see instructions)

PN

CUSIP No. 00404A109 Page 11 of 44 (1) Names of reporting persons Waud Capital Partners III, L.P. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 327,133 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 327,133 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 327,133 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

0.7% (See Item 4)

(12) Type of reporting person (see instructions)

PN

CUSIP No. 00404A109 Page 12 of 44 (1) Names of reporting persons Waud Capital Partners Management II, L.P. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 9,711,367 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 9,711,367 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

19.5% (See Item 4)

(12) Type of reporting person (see instructions)

PN

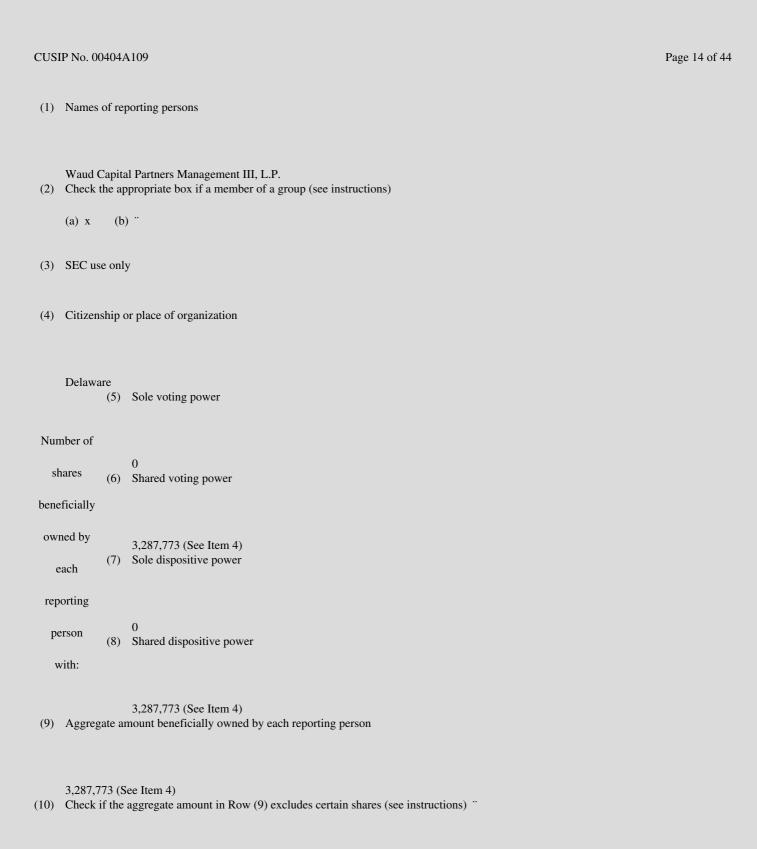
CUSIP No. 00404A109 Page 13 of 44 (1) Names of reporting persons Waud Capital Partners II, L.L.C. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 9,711,367 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 9,711,367 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 9,711,367 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

19.5% (See Item 4)

(12) Type of reporting person (see instructions)

OO



(11) Percent of class represented by amount in Row (9)

6.6% (See Item 4)

(12) Type of reporting person (see instructions)

PN

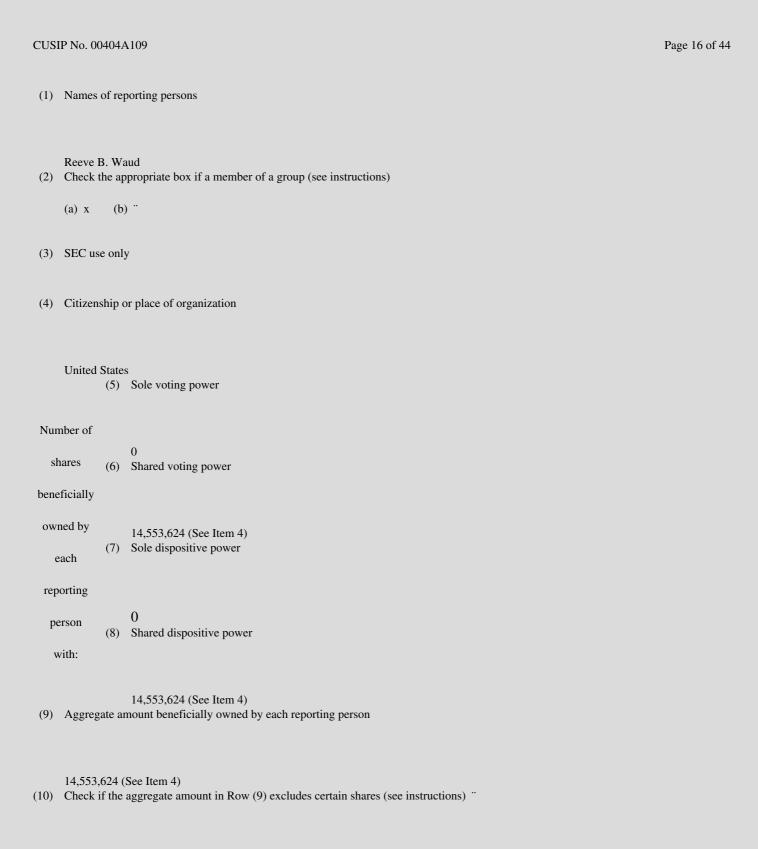
CUSIP No. 00404A109 Page 15 of 44 (1) Names of reporting persons Waud Capital Partners III, L.L.C. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization Delaware (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 3,287,773 (See Item 4) (7) Sole dispositive power each reporting 0 person (8) Shared dispositive power with: 3,287,773 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 3,287,773 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  $\ddot{}$ 

(11) Percent of class represented by amount in Row (9)

6.6% (See Item 4)

(12) Type of reporting person (see instructions)

OO

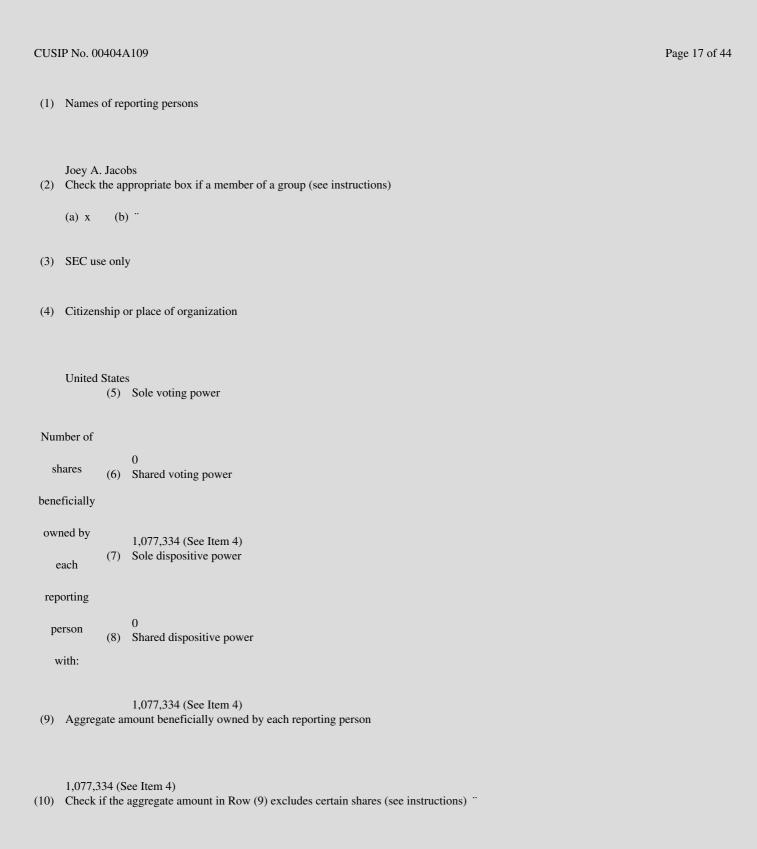


(11) Percent of class represented by amount in Row (9)

29.2% (See Item 4)

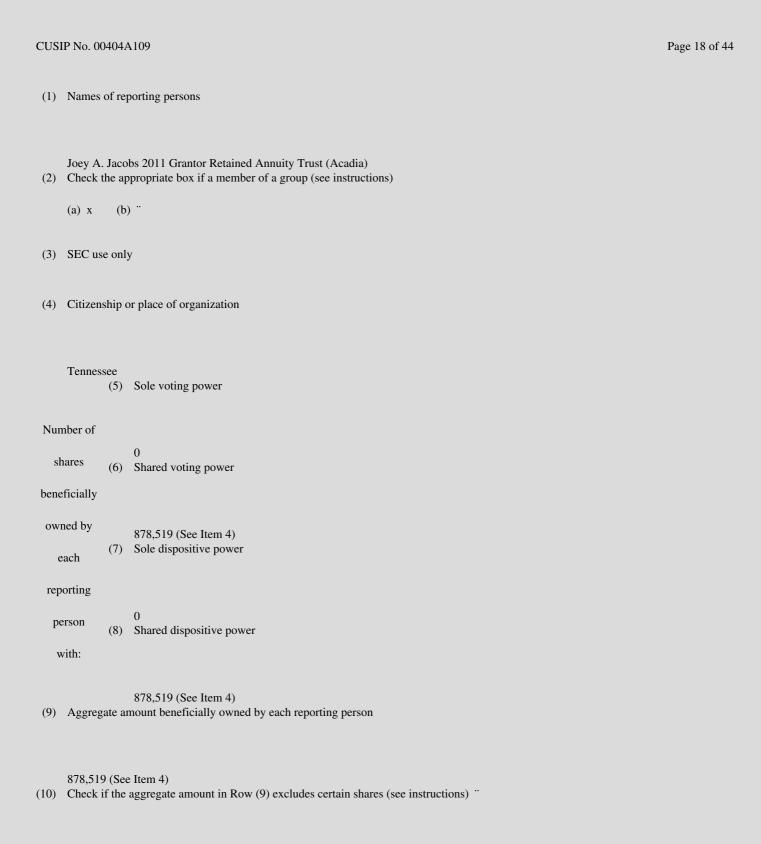
(12) Type of reporting person (see instructions)

IN



- (11) Percent of class represented by amount in Row (9)
  - 2.2% (See Item 4)
- (12) Type of reporting person (see instructions)

IN



(11) Percent of class represented by amount in Row (9)

1.8% (See Item 4)

(12) Type of reporting person (see instructions)

OO

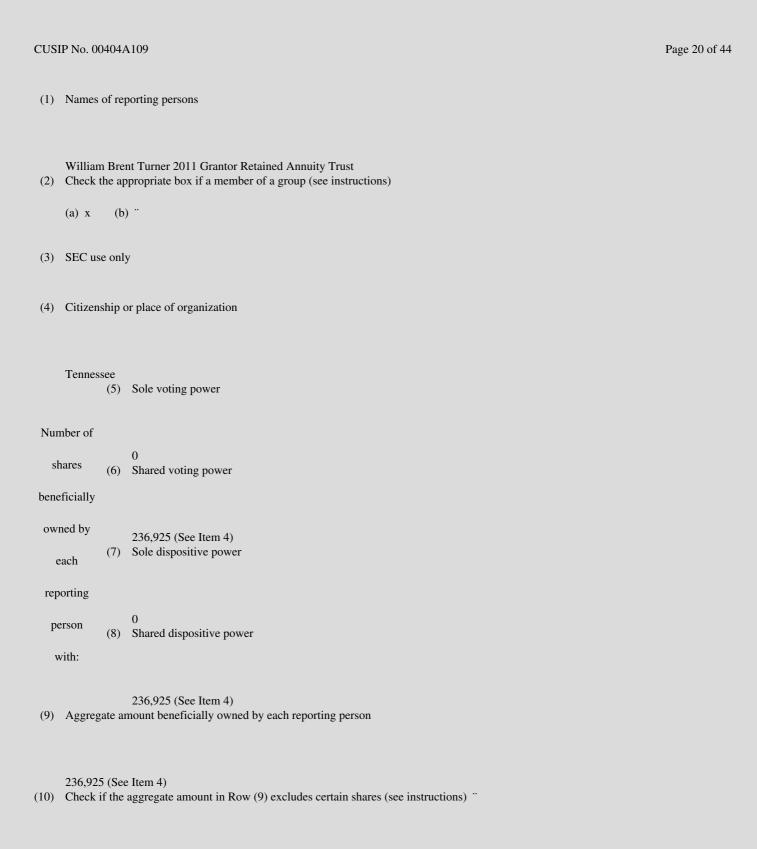
CUSIP No. 00404A109 Page 19 of 44 (1) Names of reporting persons Brent Turner (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization United States (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 290,157 (See Item 4) (7) Sole dispositive power each reporting person (8) Shared dispositive power with: 290,157 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 290,157 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions) "

(11) Percent of class represented by amount in Row (9)

0.6% (See Item 4)

(12) Type of reporting person (see instructions)

IN



(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

OO

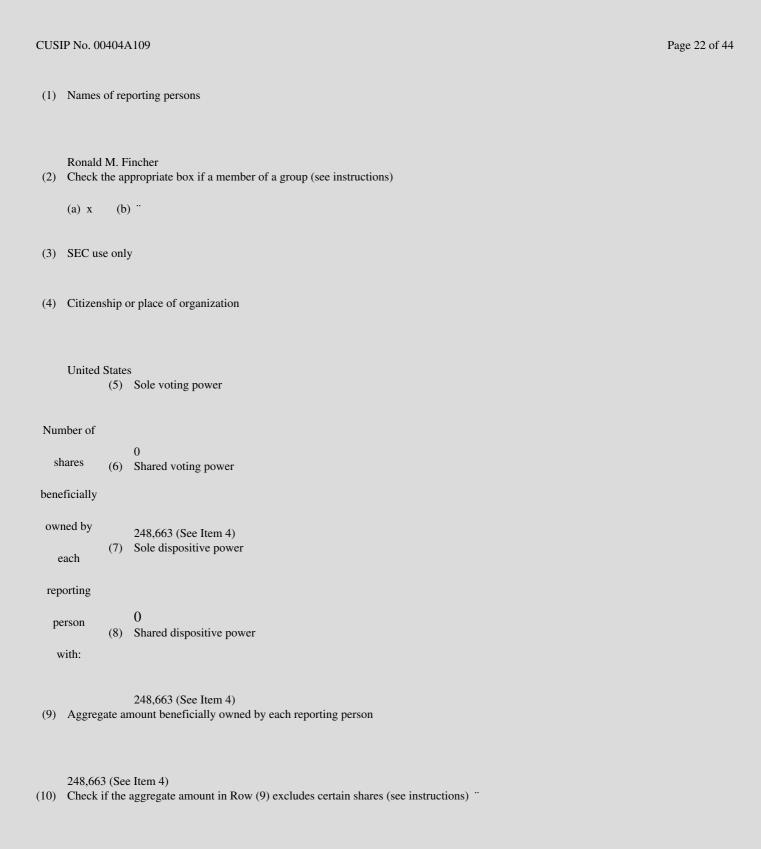
CUSIP No. 00404A109 Page 21 of 44 (1) Names of reporting persons Norman K. Carter, III (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization United States (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 240,896 (See Item 4) (7) Sole dispositive power each reporting 0 person (8) Shared dispositive power with: 240,896 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 240,896 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  $\ddot{}$ 

(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

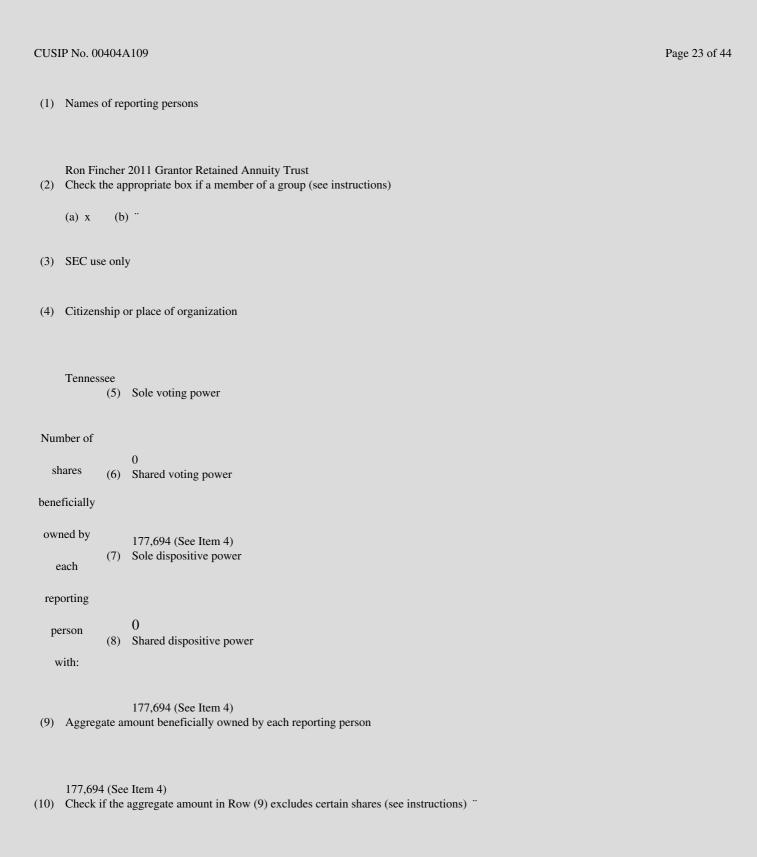


(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

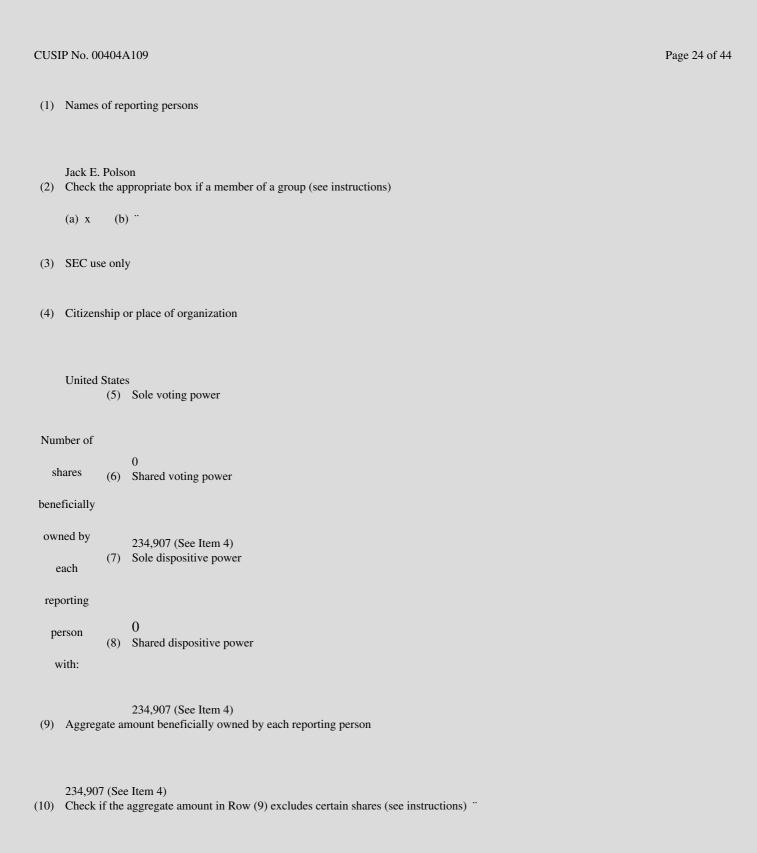
(12) Type of reporting person (see instructions)

IN



- (11) Percent of class represented by amount in Row (9)
  - 0.4% (See Item 4)
- (12) Type of reporting person (see instructions)

00



(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

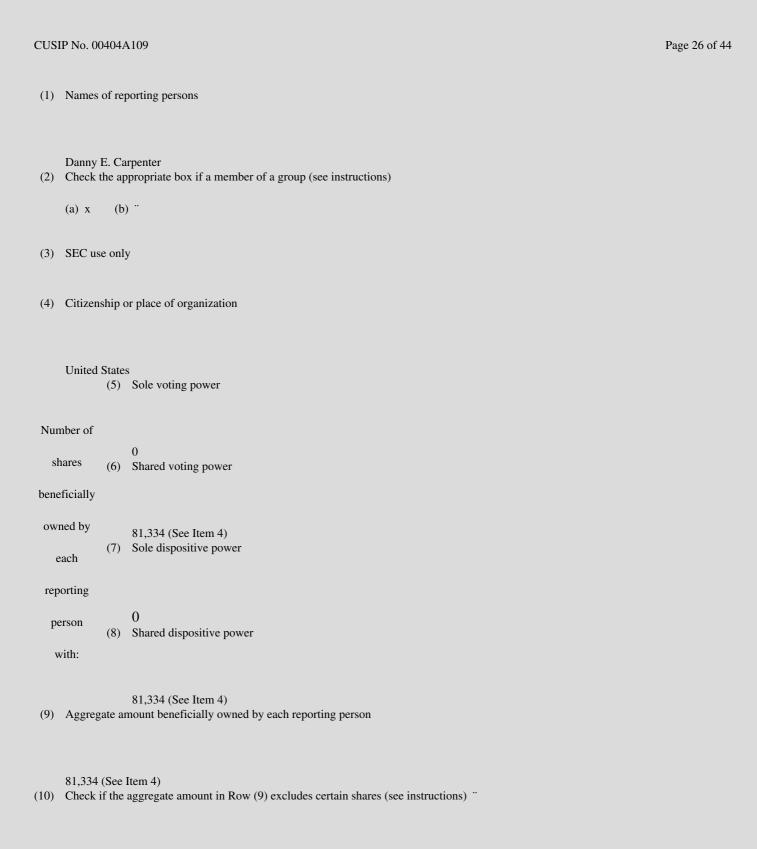
CUSIP No. 00404A109 Page 25 of 44 (1) Names of reporting persons Christopher L. Howard (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization United States (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 243,121 (See Item 4) (7) Sole dispositive power each reporting 0 person (8) Shared dispositive power with: 243,121 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 243,121 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  $\ddot{}$ 

(11) Percent of class represented by amount in Row (9)

0.5% (See Item 4)

(12) Type of reporting person (see instructions)

IN

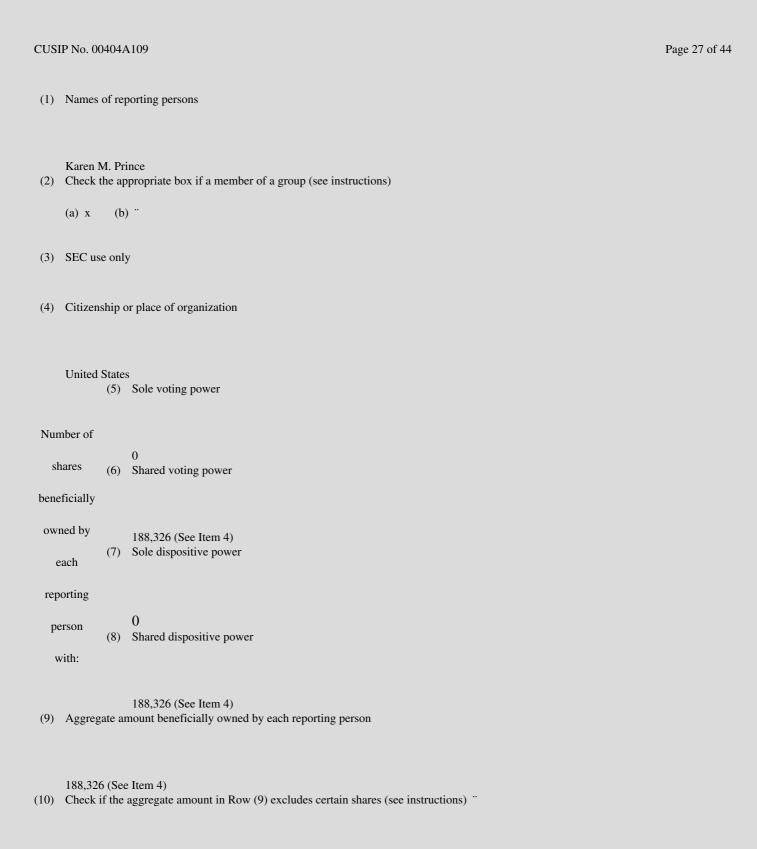


(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

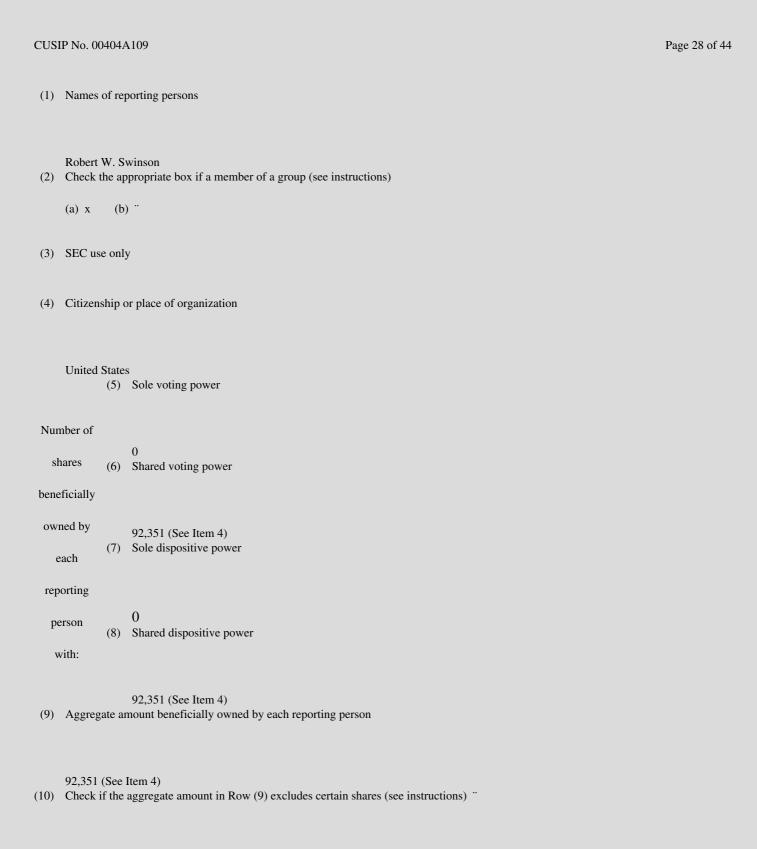


(11) Percent of class represented by amount in Row (9)

0.4% (See Item 4)

(12) Type of reporting person (see instructions)

IN



(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

CUSIP No. 00404A109 Page 29 of 44 (1) Names of reporting persons Fred T. Dodd, Jr. (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization United States (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 86,914 (See Item 4) (7) Sole dispositive power each reporting 0 person (8) Shared dispositive power with: 86,914 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 86,914 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  $\ddot{}$ 

(11) Percent of class represented by amount in Row (9)

0.2% (See Item 4)

(12) Type of reporting person (see instructions)

IN

CUSIP No. 00404A109 Page 30 of 44 (1) Names of reporting persons Randall P. Goldberg (2) Check the appropriate box if a member of a group (see instructions) (b) " (a) x (3) SEC use only (4) Citizenship or place of organization United States (5) Sole voting power Number of shares (6) Shared voting power beneficially owned by 12,167 (See Item 4) (7) Sole dispositive power each reporting 0 person (8) Shared dispositive power with: 12,167 (See Item 4) (9) Aggregate amount beneficially owned by each reporting person 12,167 (See Item 4) (10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)  $\ddot{}$ 

(11) Percent of class represented by amount in Row (9)

0.0% (See Item 4)

(12) Type of reporting person (see instructions)

IN

SCHEDULE 13G Page 31 of 44

### Item 1(a) Name of Issuer:

Acadia Healthcare Company, Inc. (the Company )

#### Item 1(b) Address of Issuer s Principal Executive Offices:

The Company s principal executive offices are at 830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067.

### **Item 2(a) Name of Person Filing:**

This Amendment No. 1 to Schedule 13G is being jointly filed by each of the following persons pursuant to Rule 13d-1(k) promulgated by the Securities and Exchange Commission pursuant to Section 13 of the Act: (i) Waud Capital Partners II, L.P. (\_WCP\_II ); (ii) Waud Capital Partners QP II, L.P. (\_Waud OP\_II ); (iii) the Reeve B. Waud 2011 Family Trust (the \_Waud Family Trust ); (iv) Waud Family Partners, \_L.P. (\_WFP LP ); (v) WCP FIF II (Acadia), L.P. (\_WCP\_FIF\_II ); (vi) Waud Capital Affiliates II, ); (vii) Waud Capital Affiliates III ); (viii) WCP FIF III (Acadia), L.P. (\_WCP\_FIF\_III ); (ix) Waud Capital Partners QP III, L.P. (\_WCP\_MII ); (xi) Reeve B. Waud; (xii) Waud Capital Partners Management II, L.P. (\_WCP\_MII ); (xiii) Waud Capital Partners III, L.L.C. (\_Waud II LLC ); (xiv) Waud Capital Partners Management III, L.P. (\_WCP\_MII ); (xv) Waud Capital Partners III, L.L.C. (\_Waud III LLC ); (xvi) Joey A. Jacobs; (xvii) the Joey A. Jacobs 2011 Grantor Retained Annuity Trust (Acadia) (the \_Jacobs Family Trust ); (xviii) Brent Turner; (xix) the William Brent Turner 2011 Grantor Retained Annuity Trust (the \_Turner Family Trust ); (xxi) Norman K. Carter, III; (xxi) Ronald M. Fincher; (xxii) the Ron Fincher 2011 Grantor Retained Annuity Trust (the \_Fincher Family Trust ); (xxiii) Jack E. Polson; (xxiv) Christopher L. Howard; (xxv) Danny E. Carpenter; (xxvi) Karen M. Prince; (xxvii) Robert W. Swinson; (xxviii) Fred T. Dodd, Jr.; and (xxix) Randall P. Goldberg (collectively, the \_Reporting Persons ).

The Reporting Persons have entered into a Joint Filing Agreement, dated February 14, 2013, a copy of which is attached as <u>Exhibit A</u> to this statement, pursuant to which the Reporting Persons agreed to file this Schedule 13G and any amendments thereto jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Act.

### Item 2(b) Address of Principal Business Office or, if none, Residence:

The address of the principal business office of each of the following Reporting Persons is 300 N. LaSalle Street, Suite 4900, Chicago, Illinois 60654: WCP II; Waud QP II; the Waud Family Trust; WFP LP; WCP FIF II; Waud Affiliates II; Waud Affiliates III; WCP FIF III; Waud QP III; WCP III; Mr. Waud; WCPM II; Waud II LLC; WCPM III; and Waud III LLC.

The address of the principal business office of the other Reporting Persons is c/o Acadia Healthcare Company, Inc., 830 Crescent Centre Drive, Suite 610, Franklin, Tennessee 37067.

### Item 2(c) <u>Citizenship</u>:

WCP II, Waud QP II, WFP LP, WCP FIF II, Waud Affiliates II, Waud Affiliates III, WCP FIF III, Waud QP III, WCP III, WCPM II, Waud II LLC, WCPM III and Waud III LLC were organized under the laws of the State of Delaware.

SCHEDULE 13G Page 32 of 44

The Waud Family Trust was organized under the laws of the State of Illinois.

The Jacobs Family Trust, the Turner Family Trust and the Fincher Family Trust were organized under the laws of the State of Tennessee.

Messrs. Waud, Jacobs, Turner, Carter, Fincher, Polson, Howard, Carpenter, Swinson, Dodd and Goldberg and Ms. Prince are citizens of the United States.

### **Item 2(d) <u>Title of Class of Securities</u>:**

Common Stock, par value \$0.01 per share (the <u>Common Stock</u>)

### Item 2(e) **CUSIP Number**:

00404A109

### Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o). (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c). (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c). (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8). An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E). (e) " (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F). (g) " A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G). (h) "

A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company

Non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J).

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

Act of 1940 (15 U.S.C. 80a-3).

(i) "

(j) "

Not Applicable.

### Item 4 Ownership:

(a) Amount beneficially owned: In the aggregate, the Reporting Persons beneficially own 14,553,624 shares of Common Stock.

11,757,454 of the reported shares of Common Stock (the <u>Waud Shares</u>) are owned of record as follows: (i) 2,038,125 shares by WCP II; (ii) 3,726,016 shares by Waud QP II; (iii) 648,507 shares by the Waud Family Trust; (iv) 72,057 shares by WFP LP; (v) 568,655 shares by WCP FIF II; (vi) 582,401 shares by Waud Affiliates II; (vii) 298,889 shares by Waud Affiliates III; (viii) 811,863 shares by WCP FIF III; (ix) 1,849,888 shares by Waud QP III; (x) 327,133 shares by WCP III; (xi) 4,920 shares by Mr. Waud; (xii)

SCHEDULE 13G Page 33 of 44

795,667 shares by Crystal Cove LP; and (xiii) 33,333 shares by Melissa W. Waud, Mr. Waud s wife. WCPM II, as the general partner of WCP II, Waud QP II and WCP FIF II and the manager of Waud Affiliates II, and Waud II LLC, as the general partner of WCPM II, may be deemed to share beneficial ownership of the shares of Common Stock held of record by such Reporting Person(s). WCPM III, as the general partner of WCP FIF III, Waud QP III and WCP III and the manager of Waud Affiliates III, and Waud III LLC, as the general partner of WCPM III, may be deemed to share beneficial ownership of the shares of Common Stock held of record by such Reporting Person(s). Mr. Waud may be deemed to beneficially own the Waud Shares by virtue of his (A) making decisions for the limited partner committee of each of WCPM II and WCPM III, (B) being the manager of Waud II LLC and Waud III LLC, (C) being the general partner of WFP LP and Crystal Cove LP, (D) being the investment advisor of the Waud Family Trust and (E) being married to Ms. Waud.

In connection with the Company s acquisition of PHC, Inc., certain affiliates of Waud Capital Partners, L.L.C. (<u>Waud Capital Partners</u>) entered into a stockholders agreement (the <u>Stockholders Agreement</u>) with the Company and certain members of the Company s management. The members of the Company s management party to the Stockholders Agreement granted WCP II a proxy to vote their shares in connection with the election and removal of directors and certain other matters in the manner directed by the holders of a majority of the stock held by Waud Capital Partners. As a result of the foregoing, WCP II, WCPM II, Waud II LLC and Mr. Waud may also be deemed to share beneficial ownership of the remaining 2,796,170 of the reported shares of Common Stock held by the members of Acadia s management that have granted Waud Capital Partners a proxy pursuant to the Stockholders Agreement (the <u>Acadia Management Shares</u>). The Acadia Management Shares are owned of record as follows: (1) 198,815 shares by Mr. Jacobs, (2) 878,519 shares by the Jacobs Family Trust, (3) 53,232 shares by Mr. Turner, (4) 236,925 shares by the Turner Family Trust, (5) 240,896 shares by Mr. Carter, (6) 70,969 shares by Mr. Fincher, (7) 177,694 shares by the Fincher Family Trust, (8) 234,907 shares by Mr. Polson, (9) 243,121 shares by Mr. Howard, (10) 81,334 shares by Mr. Carpenter, (11) 188,326 shares by Ms. Prince, (12) 92,351 shares by Mr. Swinson, (13) 86,914 shares by Mr. Dodd and (14) 12,167 shares by Mr. Goldberg.

As the trustee of the Jacobs Family Trust, Mr. Jacobs may be deemed to beneficially own the Acadia Management Shares owned of record by the Jacobs Family Trust. As the trustee of the Turner Family Trust, Mr. Turner may be deemed to beneficially own the Acadia Management Shares owned of record by the Turner Family Trust. As the trustee of the Fincher Family Trust, Mr. Fincher may be deemed to beneficially own the Acadia Management Shares owned of record by the Fincher Family Trust.

(b) Percent of class: In the aggregate, the Reporting Persons beneficially own 14,553,624 shares of Common Stock, or 29.2% of the total number of shares of Common Stock outstanding.

All percentages calculated in this Schedule 13G are based upon an estimated 49,887,360 shares currently outstanding, as disclosed in the Company s Prospectus Supplement (Registration No. 333-184456) filed with the Securities and Exchange Commission on December 7, 2012 pursuant to Rules 424(b)(5) and 424(b)(7).

		SCHEDULE 13G	Page 34 of 44
(c)	Numb	per of shares as to which such person has:	
	(i)	sole power to vote or to direct the vote: See Item 5 on the cover pages hereto.	
	(ii)	shared power to vote or to direct the vote: See Item 6 on the cover pages hereto.	
	(iii)	sole power to dispose or to direct the disposition of: See Item 7 on the cover pages hereto.	
nat any su overed by	ch pers this st	shared power to dispose or to direct the disposition of: See Item 8 on the cover pages hereto.  13d-4 of the Act, the Reporting Persons expressly declare that the filing of this statement shall not be construed as son is, for the purposes of Section 13(d) and/or Section 13(g) of the Act or otherwise, the beneficial owner of any statement held by any other person, except WCP II with respect to the Acadia Management Shares over which it has been expressly disclaim that they have agreed to act as a group other than as described in this Schedule 13G.	securities
tem 5 Ownership of Five Percent or Less of a Class:			
Tot Applicable.			
tem 6 Ownership of More Than Five Percent on Behalf of Another Person:			
ot Applicable.			
	mpany	ation and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Ho y:	olding
tem 8 <u>Identification and Classification of Members of the Group</u> :			
ee Items	2(a) 2(	(c).	
tem 9 <u>No</u>	tice of	Dissolution of Group:	
lot Appli	cable.		
tem 10 <u>C</u>	<u>ertifica</u>	ation:	
lot Appli	cable.		

### **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 14, 2013

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