

Civitas Solutions, Inc.
 Form 4
 October 05, 2015

FORM 4

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

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VESTAR MANAGERS V LTD.

2. Issuer Name and Ticker or Trading Symbol
Civitas Solutions, Inc. [CIVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
10/01/2015

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O VESTAR CAPITAL PARTNERS, 245 PARK AVENUE, 41ST FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10167

(City) (State) (Zip)

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

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 10/01/2015 | | J ⁽¹⁾ | D 25,250,000 \$ 0 0 | | I | By NMH Investment, LLC ⁽²⁾ ⁽³⁾ ⁽⁴⁾ |
| Common Stock | 10/01/2015 | | J ⁽⁵⁾ | V 15,411,756 A \$ 0 15,411,756 | | I | By Vestar Capital Partners V, L.P. ⁽⁶⁾ ⁽⁷⁾ |
| Common Stock | 10/01/2015 | | J ⁽⁸⁾ | V 4,238,591 A \$ 0 4,238,591 | | I | By Vestar Capital Partners V-A, L.P. ⁽⁹⁾ ⁽⁷⁾ |

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| | | | | | | | | | | |
|--------------|------------|--|--------------------------|---|---------|---|------|---------|---|---|
| Common Stock | 10/01/2015 | | <u>J</u> ⁽¹⁰⁾ | V | 558,090 | A | \$ 0 | 558,090 | I | By Vestar Capital Partners V-B, L.P. <u>(11)</u> <u>(7)</u> |
| Common Stock | 10/01/2015 | | <u>J</u> ⁽¹²⁾ | V | 546,938 | A | \$ 0 | 546,938 | I | By Vestar/NMH Investors, LLC <u>(13)</u> <u>(7)</u> |

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

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| VESTAR MANAGERS V LTD. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167 | | X | | |
| Vestar Capital Partners V L P C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167 | | X | | |
| Vestar Capital Partners V A L P C/O VESTAR CAPITAL PARTNERS | | X | | |

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| | |
|--|------------|
| Vestar Associates V, L.P., by /s/ Steven Della Rocca, by power of attorney | 10/05/2015 |
| __Signature of Reporting Person | Date |
| Vestar Managers V Ltd., by /s/ Steven Della Rocca, by power of attorney | 10/05/2015 |
| __Signature of Reporting Person | Date |
| Daniel S. O'Connell, by /s/ Steven Della Rocca, by power of attorney | 10/05/2015 |
| __Signature of Reporting Person | Date |

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) Represents a pro rata distribution of shares of common stock of the issuer made by NMH Investment, LLC to its members for no consideration on October 1, 2015 (the "Distribution").
- These shares were held directly by NMH Investment, LLC ("NMH Investment"). Vestar Capital Partners V, L.P. (the "Fund"), Vestar Capital Partners V-A, L.P. ("Fund V-A"), Vestar Capital Partners V-B, L.P. ("Fund V-B") and Vestar/NMH Investors, LLC ("Vestar/NMH Investors") were members of NMH Investment that had the power to appoint a majority of the members of the management committee of NMH Investment and as a result had the power to direct the management of NMH Investment's business, including the power to direct decisions of NMH Investment regarding the vote and disposition of securities held by NMH Investment.
- (2) The Fund is the managing member of Vestar/NMH Investors, and Vestar Executives V, L.P. ("Vestar Executives V") and Vestar Co-Invest V, L.P. ("Vestar Co-Invest V") are members of Vestar/NMH Investors. Vestar Associates V, L.P. ("Vestar Associates V") is the general partner of the Fund, Fund V-A, Fund V-B and Vestar Executives V. Vestar Managers V Ltd. ("VMV") is the general partner of Vestar Associates V and Vestar Co-Invest V. Daniel S. O'Connell is the sole director of VMV. As a result of these relationships, each of the Fund, Fund V-A, Fund V-B, Vestar/NMH Investors, Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell may be deemed to have had beneficial ownership of the shares held by NMH Investment.
- (3) (Continued From Footnote 3) Each of the Fund, Fund V-A, Fund V-B, Vestar/NMH Investors, Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell disclaimed beneficial ownership of the securities beneficially owned by NMH Investment except to the extent of its or his respective pecuniary interest therein.
- (4) The Fund received 15,411,756 shares of common stock of the issuer in the Distribution. The Fund previously reported indirect beneficial ownership of all of the shares of the issuer owned by NMH Investment, LLC. The acquisition of such shares by the Fund was exempt under Rule 16a-9 and Rule 16a-13.
- (5) These shares are held directly by the Fund. Vestar Associates V is the general partner of the Fund. VMV is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV.
- (6) As a result of these relationships, each of the Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell may be deemed to have beneficial ownership of the shares held directly by Fund, Fund V-A, Fund V-B and Vestar/NMH Investors.
- (7) Each of the Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by Fund, Fund V-A, Fund V-B and Vestar/NMH Investors, except to the extent of its or his respective pecuniary interest therein.
- (8) Fund V-A received 4,238,591 shares of common stock of the issuer in the Distribution. Fund V-A previously reported indirect beneficial ownership of all of the shares of the issuer owned by NMH Investment, LLC. The acquisition of such shares by Fund V-A was exempt under Rule 16a-9 and Rule 16a-13.
- (9) These shares are held directly by Fund V-A. Vestar Associates V is the general partner of Fund V-A. VMV is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV.
- (10) Fund V-B received 558,090 shares of common stock of the issuer in the Distribution. Fund V-B previously reported indirect beneficial ownership of all of the shares of the issuer owned by NMH Investment, LLC. The acquisition of such shares by Fund V-B was exempt under Rule 16a-9 and Rule 16a-13.
- (11) These shares are held directly by Fund V-B. Vestar Associates V is the general partner of Fund V-B. VMV is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV.
- (12) Vestar/NMH Investors received 546,938 shares of common stock of the issuer in the Distribution. Fund V-A previously reported indirect beneficial ownership of all of the shares of the issuer owned by NMH Investment, LLC. The acquisition of such shares by Fund V-A was exempt under Rule 16a-9 and Rule 16a-13.
- (13)

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These shares are held directly by Vestar/NMH Investors. The Fund is the managing member of Vestar/NMH Investors, and Vestar Executives V and Vestar Co-Invest V are members of Vestar/NMH Investors. Vestar Associates V is the general partner of the Fund and Vestar Executives V. VMV is the general partner of Vestar Associates V and Vestar Co-Invest V. Mr. O'Connell is the sole director of VMV.

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.