

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): June 17, 2019 (June 12, 2019)

The Providence Service Corporation

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of incorporation)

001-34221
(Commission File Number)

86-0845127
(IRS Employer Identification No.)

1275 Peachtree Street, Sixth Floor
Atlanta, Georgia
(Address of principal executive offices)

30309
(Zip Code)

Registrant's telephone number, including area code: (404) 888-5800

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.01 par value per share	PRSC	The NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The annual meeting of stockholders (the “2019 Annual Meeting”) of The Providence Service Corporation (the “Company”) was held on June 12, 2019 for the following purposes:

- a) To elect two Class 1 directors each to serve for a three-year term until the Company’s 2022 annual meeting of stockholders or until his successor has been duly elected and qualified. The nominees for director were elected by our stockholders as follows:

	Votes For	Against	Abstentions	Broker Non-Votes
Christopher S. Shackelton	11,459,039	2,223,783	301	588,326
Richard A. Kerley	13,273,848	408,901	374	588,328

- b) To hold a non-binding advisory vote to approve named executive officer compensation as more fully described in the Definitive Proxy Statement on Schedule 14A for the 2019 Annual Meeting, filed with the Securities and Exchange Commission (the “SEC”) on April 26, 2019, as supplemented by the definitive additional materials filed with the SEC on June 5, 2019. The named executive officer compensation was approved by our stockholders as follows:

Votes For	11,278,297
Votes Against	2,070,110
Abstentions	334,716
Broker Non-Votes	588,326

- c) To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for the 2019 fiscal year. The appointment of KPMG LLP was approved by our stockholders as follows:

Votes For	13,047,268
Votes Against	1,222,672
Abstentions	1,509
Broker Non-Votes	N/A

SIGNATURES

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

THE PROVIDENCE SERVICE CORPORATION

Date: June 17, 2019

By: /s/ Kevin Dotts
Name: Kevin Dotts
Title: Chief Financial Officer