

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u> (Last) (First) (Middle) 105 ROWAYTON AVE. (Street) ROWAYTON CT 06853 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROVIDENCE SERVICE CORP [PRSC]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2018	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2018		M		1,032 ⁽¹⁾⁽²⁾⁽³⁾	A	\$0.00 ⁽¹⁾⁽²⁾	1,654,787	I	See Footnote ⁽⁴⁾
Common Stock	03/03/2018		D		1,032 ⁽¹⁾⁽²⁾⁽³⁾	D	\$64.74 ⁽¹⁾⁽²⁾	1,653,755	I	See Footnotes ⁽⁴⁾⁽⁵⁾

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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	V	(A)	(D)						Date Exercisable	Expiration Date
Phantom Stock	(1)	03/03/2018		M		1,032	03/03/2018	03/03/2018	Common Stock	1,032	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u> (Last) (First) (Middle) 105 ROWAYTON AVE. (Street) ROWAYTON CT 06853 (City) (State) (Zip)		
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1. Name and Address of Reporting Person*

[Shackelton Christopher S](#)

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Coliseum Capital, LLC](#)

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[COLISEUM CAPITAL PARTNERS, L.P.](#)

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Coliseum Capital Partners II, L.P.](#)

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[Gray Adam](#)

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person*

Coliseum Capital Co-Invest, L.P.

(Last) (First) (Middle)

105 ROWAYTON AVE.

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

Explanation of Responses:

1. Each share of phantom stock is the economic equivalent of one share of the common stock (the "Common Stock") of The Providence Service Corporation (the "Issuer"). Each share of phantom stock is entitled to a cash payment equal to the fair market value of one share of the Common Stock as of the payment date based on the closing market price of the Common Stock as of such payment date, which was \$64.74 based on the closing price of the Common Stock on March 2, 2017.
2. The cash settlement of 1,032 shares of phantom stock is reported for purposes of Form 4 as the disposition of the phantom stock and a simultaneous acquisition and disposition of the underlying Common Stock.
3. The phantom stock was received by Coliseum Capital Partners, L.P. ("CCP") pursuant to an agreement under which Christopher Shackelton ("Shackelton") assigned to CCP the right to receive all compensation (including equity compensation) that Shackelton would otherwise receive as a director of the Issuer. Coliseum Capital, LLC ("CC") serves as the general partner for CCP and Coliseum Capital Partners II, L.P. ("CCP2"); Coliseum Capital Management, LLC ("CCM") serves as investment advisor to CCP and CCP2. Shackelton and Adam Gray ("Gray") are managers of and have an ownership interest in CC and may be deemed to have an indirect pecuniary interest in the phantom stock held by CCP due to CC's right to receive performance-related fees from CCP. Each of Shackelton, Gray, CC, CCM, CCP, CCP2, and Coliseum Capital Co-Invest, L.P. ("CCC") disclaims beneficial ownership of the phantom stock except to the extent of that person's pecuniary interest therein.
4. The Common Stock is held directly by (a) CCP, (b) CCP2 and (c) a separate account investment advisory client of CCM (the "Separate Account"). Shackelton and Gray are managers of and have an ownership interest in each of CCM and CC and may be deemed to have an indirect pecuniary interest in the shares held by the CCP, CCP2 and the Separate Account due to CCM's right to receive performance-related fees from the Separate Account and CC's right to receive performance-related fees from CCP and CCP2. Each of Shackelton, Gray, CCP, CCP2, the Separate Account, CC, CCM and CCC disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein.
5. Following the transactions reported herein, CCP, CCP2, the Separate Account and CCC directly owned 903,554; 252,585; 497,616; and 0 shares of Common Stock, respectively.

Remarks:

Shackelton is a director of the Issuer. As a result, the following persons may be deemed directors by deputization of the Issuer solely for purposes of Section 16 of the Securities Exchange Act of 1934, as amended: CCM; CC; CCP; CCP2; CCC; and Gray.

Coliseum Capital Management, LLC, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Christopher Shackelton, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Coliseum Capital, LLC, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Adam Gray, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact 03/06/2018

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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