

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u>			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)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>03/03/2020</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
<u>105 ROWAYTON AVE.</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>ROWAYTON CT 06853</u>								
(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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/03/2020		M		1,033 ⁽¹⁾⁽²⁾⁽³⁾	A	\$0.00 ⁽¹⁾⁽²⁾	870,124	I	See Footnote ⁽⁴⁾
Common Stock	03/03/2020		D		1,033 ⁽¹⁾⁽²⁾⁽³⁾	D	\$61.51 ⁽¹⁾⁽²⁾	869,091	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)		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 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						Title
Phantom Stock	⁽¹⁾	03/03/2020		M		1,033		03/03/2020	03/03/2020	Common Stock	1,033	\$0.00 ⁽¹⁾	0	I	See Footnote ⁽³⁾

1. Name and Address of Reporting Person*
Coliseum Capital Management, LLC

(Last) (First) (Middle)
105 ROWAYTON AVE.

(Street)
ROWAYTON CT 06853

(City) (State) (Zip)

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, \$0.001 par value (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. The cash payment with respect to the phantom stock that vested on March 3, 2020 was calculated based on the fair market value of the Common Stock equal to \$61.51, which was the closing price of the Common Stock on March 3, 2020.
2. The cash settlement of 1,033 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 380,292; 180,095; 308,704; 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 deputation 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, 03/05/2020](#)
[LLC, By: /s/ Chivonne Cassar,](#)

<u>Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	
<u>Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>
<u>Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>
<u>Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>
<u>Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>
<u>Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>
<u>Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact, Chivonne Cassar, Attorney-in-fact</u>	<u>03/05/2020</u>

** 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.

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 Number.