

<b>OMB APPROVAL</b>	
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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 AVENUE  (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) 05/22/2018	
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	05/22/2018		S		29,100	D	\$74.78 <sup>(1)</sup>	1,624,655	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	05/23/2018		S		10,223	D	\$74.82 <sup>(4)</sup>	1,614,432	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	05/23/2018		S		10,000	D	\$74.14 <sup>(5)</sup>	1,604,432	I	See Footnotes <sup>(2)(3)</sup>
Common Stock	05/24/2018		S		6,200	D	\$74.05 <sup>(6)</sup>	1,598,232	I	See Footnotes <sup>(2)(3)(7)</sup>

**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					

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u>  (Last) (First) (Middle) 105 ROWAYTON AVENUE  (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 AVENUE

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Coliseum Capital, LLC](#)

(Last) (First) (Middle)

105 ROWAYTON AVENUE

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

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

(Last) (First) (Middle)

105 ROWAYTON AVENUE

(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 AVENUE

(Street)

ROWAYTON CT 06853

(City) (State) (Zip)

1. Name and Address of Reporting Person\*

[Gray Adam](#)

(Last) (First) (Middle)

105 ROWAYTON AVENUE

(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. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.50 to \$75.37, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
2. The Common Stock (the "Common Stock") is held directly by (a) Coliseum Capital Partners, L.P. ("CCP"), an investment limited partnership of which Coliseum Capital, LLC, a Delaware limited liability company ("CC") is general partner and for which Coliseum Capital Management, LLC, a Delaware limited liability company ("CCM"), serves as investment adviser, (b) Coliseum Capital Partners II, L.P. ("CCP2"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (c) a separate account investment advisory client of CCM (the "Separate Account").
3. Christopher Shackelton ("Shackelton") and Adam Gray ("Gray") are managers of and have an ownership interest in each of CC and CCM. Each of Shackelton, Gray, CC, CCM, CCP, CCP2, the Separate Account and Coliseum Capital Co-Invest, L.P. ("CCC") disclaims beneficial ownership of these securities except to the extent of that person's pecuniary interest therein
4. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.75 to \$75.04, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
5. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.78, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
6. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$74.00 to \$74.18, inclusive. The reporting person undertakes to provide to the Issuer, any security holder of the Issuer or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
7. Following the transactions reported herein, CCP, CCP2, and the Separate Account directly owned 867,602; 246,732; 483,898 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 05/24/2018

Christopher Shackelton, By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

Coliseum Capital, LLC, By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

Adam Gray, By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

Coliseum Capital Co-Invest, L.P., By: /s/ Thomas Sparta, Attorney-in-fact 05/24/2018

\*\* 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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