

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> <hr/> (Last) (First) (Middle) <u>105 ROWAYTON AVE.</u> <hr/> (Street) <u>ROWAYTON CT 06853</u> <hr/> (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) <u>12/11/2017</u>	
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	12/11/2017		S		314,605	D	\$56.07	1,653,755	I	See Footnote (1)(2)(3)

**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\*  
Coliseum Capital Management, LLC  


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


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 (Street)  
ROWAYTON CT 06853  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Shackelton Christopher S  


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


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 (Street)  
ROWAYTON CT 06853  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person*		
<a href="#">Coliseum Capital, LLC</a>		
(Last)	(First)	(Middle)
105 ROWAYTON AVE.		
(Street)		
ROWAYTON	CT	06853
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">COLISEUM CAPITAL PARTNERS, L.P.</a>		
(Last)	(First)	(Middle)
105 ROWAYTON AVE.		
(Street)		
ROWAYTON	CT	06853
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Coliseum Capital Partners II, L.P.</a>		
(Last)	(First)	(Middle)
105 ROWAYTON AVE.		
(Street)		
ROWAYTON	CT	06853
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Gray Adam</a>		
(Last)	(First)	(Middle)
105 ROWAYTON AVE.		
(Street)		
ROWAYTON	CT	06853
(City)	(State)	(Zip)
1. Name and Address of Reporting Person*		
<a href="#">Coliseum Capital Co-Invest, L.P.</a>		
(Last)	(First)	(Middle)
105 ROWAYTON AVE.		
(Street)		
ROWAYTON	CT	06853
(City)	(State)	(Zip)

**Explanation of Responses:**

1. The Issuer's 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" and, together with CCP, the "Funds"), 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").

2. Christopher Shackleton ("Shackleton") and Adam Gray ("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 Funds 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 the Funds. Each of Shackleton, Gray, CCP, CCP2, the Separate Account, CC, CCM 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.

3. 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/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Coliseum Capital Partners, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Coliseum Capital Partners II, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Adam Gray, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017  
Coliseum Capital Co-Invest, L.P., By: Coliseum Capital, LLC, its General Partner, By: /s/ Chivonne Cassar, Attorney-in-fact 12/13/2017

\*\* 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.**