

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

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

1. Name and Address of Reporting Person* <u>Coliseum Capital Management, LLC</u> (Last) (First) (Middle) <u>105 ROWAYTON AVE.</u> (Street) <u>ROWAYTON CT 06853</u> (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>09/03/2020</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	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

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock	09/03/2020		C		418 ⁽¹⁾⁽²⁾	A	(1)(2)	1,795,076	I	See Footnotes ⁽³⁾⁽⁴⁾	

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
Series A Convertible Preferred Stock	(5)	09/03/2020		S		27,509		(6)	(6)	Common Stock	68,979	\$209.88 ⁽⁵⁾	167	I	See Footnotes ⁽³⁾⁽⁴⁾
Series A Convertible Preferred Stock	(1)(2)	09/03/2020		C		167 ⁽²⁾		(6)	(6)	Common Stock	418	\$0.00 ⁽²⁾	0 ⁽⁷⁾	I	See Footnotes ⁽³⁾⁽⁴⁾⁽⁸⁾

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:

- On September 3, 2020, the Issuer elected to effect the conversion (the "Conversion") of all outstanding shares of its Series A Convertible Preferred Stock, par value \$0.001 per share ("Series A Preferred Stock"), pursuant to the certificate of designation for the Series A Preferred Stock (the "COD"). As a result of the Conversion, 167 shares of Series A Preferred Stock held by the Holders (defined below) were converted into shares of common stock, par value \$0.001 per share, of the Issuer ("Common Stock") at the conversion rate of 2.507523 shares of Common Stock for each share of Series A Preferred Stock and cash-in-lieu of fractional shares.
- The Conversion of 167 shares of Series A Preferred Stock is reported for purposes of Form 4 as the disposition of the Series A Preferred Stock and the acquisition of the underlying 418 shares of 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, (c) Coliseum Capital Co-Invest, L.P. ("CCC"), an investment limited partnership of which CC is general partner and for which CCM serves as investment adviser, and (d) a separate account investment advisory client of CCM (the "Separate Account"; collectively with CCP, CCP2, CCC, the "Holders").
- Christopher Shackelton ("Shackelton") 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 securities held by the CCP, CCP2, CCC 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, CCP2 and CCC. 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.
- In accordance with that certain Preferred Stock Conversion Agreement, dated June 8, 2020 (as amended by that certain Amendment to Preferred Stock Conversion Agreement, dated as of September 2, 2020, the "Conversion Agreement"), immediately prior to the Conversion, the Issuer repurchased 27,509 shares of Series A Preferred Stock held by the Holders in the aggregate for (i) a cash amount equal to \$209.88 per share of Series A Preferred Stock plus (ii) a cash amount equal to accrued but unpaid dividends on such shares through the day prior to September 3, 2020.
- Pursuant to the COD, each share of Series A Preferred Stock held by the Holders will be convertible, at the option of the Holders, into shares of Common Stock. The Holders acquired 91,800 shares of Series A Preferred Stock on 2/02/2015, 524,116 shares of Series A Preferred Stock on 2/11/2015, and 150,000 shares of Series A Preferred Stock on 3/12/2015, of which 369,120 shares of Series A Preferred Stock were converted into Common Stock on 6/11/2020, and an additional 369,120 shares of Series A Preferred Stock were purchased by the Issuer on 6/11/2020. The Series A Preferred Stock has no expiration date, except upon the occurrence of a Change of Control (as defined in the COD).
- The Conversion of shares of Series A Preferred Stock, as described in footnote (1) above, occurred after the sale of shares of Series A Preferred Stock by the Holders, as described in footnote (5) above.
- Following the transactions reported herein, CCP, CCP2, CCC and the Separate Account no longer directly beneficially own any shares of Series A Preferred Stock. Further, CCP, CCP2, CCC and the Separate Account directly beneficially owned the Common Stock as follows: 877,795; 261,300; 253,021; and 402,960 shares, 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, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact](#) 09/08/2020
[Christopher Shackelton, By: /s/ Chivonne Cassar, Attorney-in-fact](#) 09/08/2020
[Coliseum Capital, LLC, By: /s/ Chivonne Cassar, Attorney-in-fact](#) 09/08/2020

[fact](#)
[Coliseum Capital Partners, L.P.,](#)
[By: Coliseum Capital, LLC, its](#)
[General Partner, By: /s/](#) [09/08/2020](#)
[Chivonne Cassar, Attorney-in-](#)
[fact](#)
[Coliseum Capital Partners II,](#)
[L.P., By: Coliseum Capital,](#)
[LLC, its General Partner, By: /s/](#) [09/08/2020](#)
[Chivonne Cassar, Attorney-in-](#)
[fact](#)
[Adam Gray, By: /s/ Chivonne](#) [09/08/2020](#)
[Cassar, Attorney-in-fact](#)
[Coliseum Capital Co-Invest,](#)
[L.P., By: Coliseum Capital,](#)
[LLC, its General Partner, By: /s/](#) [09/08/2020](#)
[Chivonne Cassar, Attorney-in-](#)
[fact](#)

** 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.