
UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

THE PROVIDENCE SERVICE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

86-0845127
(I.R.S. Employer
Identification Number)

5524 East Fourth Street, Tucson, Arizona
(Address of Principal Executive Offices)

85711
(Zip Code)

The Providence Service Corporation 2003 Stock Option Plan

(Full title of the Plan)

Fletcher J. McCusker
Chief Executive Officer
The Providence Service Corporation
5524 East Fourth Street, Tucson, Arizona 85711
(Name and address of agent for service)

(520) 747-6600
(Telephone number, including area code, of agent for service)

Copy to:

Ethan Seer, Esquire
Blank Rome LLP
405 Lexington Avenue
New York, New York 10174
Telephone: (212) 885-5000
Facsimile: (212) 885-5001

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered	Proposed maximum offering price per share (1)	Proposed maximum aggregate offering price (1)	Amount of registration fee
Common stock, par value \$0.001 per share	500,000(2)	\$ 18.22	\$ 9,110,000	\$ 1,154.24

- (1) Pursuant to Rule 457 of the Securities Act of 1933, as amended, based upon, the average of the high and low price of the registrant's common stock, par value \$0.001 per share ("Common Stock"), as reported on the Nasdaq National Market on August 3, 2004.
- (2) Represents shares issuable under the registrant's 2003 Stock Option Plan ("2003 Plan") as a result of an amendment to the 2003 Plan approved by stockholders of the registrant on May 20, 2004.
- (3) Pursuant to Rule 416 under the Securities Act of 1933, as amended, this registration statement also includes such indeterminate number of shares of Common Stock as may be issued pursuant to certain anti-dilution provisions contained in the 2003 Plan.

Pursuant to General Instruction E of Form S-8, the registrant hereby makes the following statement:

This Registration Statement on Form S-8 is being filed by the registrant to register an additional 500,000 shares of its common stock which are issuable upon the exercise of options available for grant under the 2003 Plan, pursuant to an amendment to the 2003 Plan authorized by the stockholders of the registrant on May 20, 2004. These 500,000 shares are in addition to the 803,336 shares of the registrant's common stock (500,000 of which were eligible for issuance under the 2003 Plan) which were previously registered pursuant to the registrant's Registration Statement on Form S-8 (Commission File No. 333-112586) filed with the Securities and Exchange Commission on February 6, 2004 (the "Prior Registration Statement"). Pursuant to Instruction E of Form S-8, the contents of the Prior Registration Statement are hereby incorporated by reference.

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

- 5.1 Opinion of Blank Rome LLP.
- 23.1 Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
- 23.2 Consent of Blank Rome LLP (included in Exhibit 5.1).
- 24.1 Power of Attorney (included on signature page of this registration statement).

<u>Signature</u>	<u>Title(s)</u>	<u>Date</u>
/s/ KRISTI L. MEINTS _____ Kristi L. Meints	Director	August 6, 2004
/s/ RICHARD SINGLETON _____ Richard Singleton	Director	August 6, 2004
/s/ MICHAEL N. DEITCH _____ Michael N. Deitch	Chief Financial Officer (Principal Accounting Officer and Principal Financial Officer)	August 6, 2004

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
5.1	Opinion of Blank Rome LLP.
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Blank Rome LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature page of this registration statement).

July 30, 2004

The Providence Service Corporation
5524 East Fourth Street
Tucson, Arizona 85711

Gentlemen and Ladies:

You have requested our opinion with respect to the offering by you, The Providence Service Corporation, a Delaware corporation (the "Company"), pursuant to a Registration Statement on Form S-8 (the "Registration Statement") to be filed under the Securities Act of 1933, as amended (the "Act"), of up to 500,000 shares of the Company's common stock, par value \$0.001 per share (the "Option Shares"), issuable upon the exercise of options ("Options") available for future grant under the Company's 2003 Stock Option Plan (the "2003 Plan"), as amended (the "Plan") as a result of an amendment to the 2003 Plan approved by the stockholders of the Company on May 20, 2004.

We have examined and relied upon originals, or copies certified or otherwise identified to our satisfaction, of such documents and corporate and public records as we deemed necessary as a basis for the opinion hereinafter expressed. With respect to such examination, we have assumed the genuineness of all signatures appearing on all documents presented to us as originals, and the conformity to the originals of all documents presented to us as conformed or reproduced copies. Where factual matters relevant to such opinion were not independently established, we have relied upon representations of executive officers of the Company.

In rendering this opinion, we have assumed that (i) the Option Shares will be issued in accordance with the terms and conditions of the Plan, (ii) at the time of issuance of any Option Shares, there shall be a sufficient number of duly authorized and unissued shares of the Company's common stock to accommodate the issuance of the Option Shares, and (iii) the per share consideration received by the Company in exchange for the issuance of any Option Shares shall not be less than the par value per share of the Company's common stock.

This opinion is limited to the laws of the State of Delaware. In rendering this opinion, we have assumed compliance with all other laws, including federal laws and state securities laws.

Based upon and subject to the foregoing and the qualifications and limitations set forth below, we are of the opinion that:

The Option Shares, when sold, paid for and issued as contemplated by the terms of the Plan, will be validly issued, fully paid and nonassessable.

This opinion is given as of the date hereof. We assume no obligation to update or supplement this opinion to reflect facts or circumstances that may hereafter come to our attention or any changes in laws that may hereafter occur.

This opinion is strictly limited to the matters stated herein and no other or more extensive opinion is intended, implied or to be inferred beyond the matters stated herein.

We hereby consent to the use of this opinion as Exhibit 5.1 to the Registration Statement, and to the use of our name as your counsel in connection with the Registration Statement and in the Prospectus forming a part thereof. In giving this consent, we do not thereby concede that we come within the categories of persons whose consent is required by the Act or the General Rules and Regulations promulgated thereunder.

Very truly yours,

/s/ BLANK ROME LLP

CONSENT OF ERNST & YOUNG LLP, INDEPENDENT REGISTERED PUBLIC
ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement (Form S-8 filed on or about August 6, 2004) pertaining to The Providence Service Corporation 2003 Stock Option Plan of our report dated February 13, 2004 with respect to the consolidated financial statements and schedule of The Providence Service Corporation included in its Annual Report (Form 10-K) for the year ended December 31, 2003, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Houston, Texas
August 3, 2004