

PROVIDENCE SERVICE CORP
Form 8-K/A
October 14, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K/A

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 6, 2014

The Providence Service Corporation
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

001-34221
(Commission

File Number)

86-0845127
(IRS Employer

Identification No.)

64 East Broadway Blvd., Tucson, Arizona
(Address of principal executive offices)

85701
(Zip Code)

Registrant's telephone number, including area code: (520) 747-6600

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 7.01 Regulation FD Disclosure.

In connection with obtaining debt financing for its pending acquisition of CCHN Group Holdings, Inc., the parent company of Community Care Health Network, Inc. (d/b/a Matrix Medical Network), which was announced on September 18, 2014, The Providence Service Corporation (the Company) provided certain information to prospective investors, including the information set forth in Exhibit 99.1 to the Company's Current Report of Form 8-K filed on October 6, 2014 (the Original Form 8-K). The information set forth in Exhibit 99.1 of this Current Report on Form 8-K/A amends and restates in its entirety the information presented under the caption Unaudited Pro Forma Consolidated Financial Data set forth in Exhibit 99.1 of the Original Form 8-K.

The information in this Current Report on Form 8-K/A under this Item 7.01, including the information set forth in Exhibit 99.1, shall not be deemed to be filed for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section.

Non-GAAP Presentation

In addition to the financial results prepared in accordance with US generally accepted accounting principles (GAAP) provided throughout the information set forth in Exhibit 99.1, the Company has provided EBITDA and Adjusted EBITDA, non-GAAP measurements. The Company's management utilizes these non-GAAP measurements as a means to measure overall operating performance and to better compare current operating results with other companies within its industry. Details of the excluded items and a reconciliation of the non-GAAP financial measures to the most comparable GAAP financial measure are presented in the information set forth in Exhibit 99.1. The non-GAAP measures do not replace the presentation of our GAAP financial results. The Company has provided this supplemental non-GAAP information because the Company believes it provides meaningful comparisons of the results of the Company's operations for the periods presented in this press release. The non-GAAP measures are not in accordance with, or an alternative for, GAAP and may be different from non-GAAP measures used by some other companies.

Item 9.01

(d) Exhibits

99.1 Information provided by the Company

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THE PROVIDENCE SERVICE CORPORATION

Date: October 14, 2014

By: /s/ Robert E Wilson
Name: Robert E. Wilson
Title: Chief Financial Officer