

OCONNELL DANIEL S
 Form 4
 March 12, 2019

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

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 OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VESTAR MANAGERS V LTD.

2. Issuer Name and Ticker or Trading Symbol
Civitas Solutions, Inc. [CIVI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
03/08/2019

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

C/O VESTAR CAPITAL PARTNERS, 245 PARK AVENUE, 41ST FLOOR

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 X Form filed by More than One Reporting Person

NEW YORK, NY 10167

(City) (State) (Zip)

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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	03/08/2019		D	14,557,836 ⁽¹⁾	D <u>(1)</u> 0	I	By Vestar Capital Partners V, L.P. ⁽²⁾
Common Stock	03/08/2019		D	4,003,741 ⁽¹⁾	D <u>(1)</u> 0	I	By Vestar Capital Partners V-A, L.P. ⁽³⁾
Common Stock	03/08/2019		D	527,168 ⁽¹⁾	D <u>(1)</u> 0	I	By Vestar Capital Partners V-B,

Common Stock	03/08/2019	D	516,634 ⁽¹⁾	D	<u>1</u>	0	I	L.P. ⁽⁴⁾ By Vestar/NMH Investors, LLC ⁽⁵⁾
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
VESTAR MANAGERS V LTD. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167		X		
Vestar Capital Partners V L P C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167		X		
Vestar Capital Partners V A L P C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167		X		
		X		

Vestar Capital Partners V-B LP
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167

Vestar/NMH Investors, LLC
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167 X

Vestar Executives V LP
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167 X

Vestar Co-Invest V, L.P.
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167 X

VESTAR ASSOCIATES V, L.P.
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167 X

OCONNELL DANIEL S
 C/O VESTAR CAPITAL PARTNERS
 245 PARK AVENUE, 41ST FLOOR
 NEW YORK, NY 10167 X

Signatures

Vestar Capital Partners V, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Capital Partners V-A, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Capital Partners V-B, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar/NMH Investors, LLC, by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Executives V, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Co-Invest V, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Associates V, L.P., by /s/ Steven Della Rocca, by power of attorney 03/12/2019

__Signature of Reporting Person Date

Vestar Managers V Ltd., by /s/ Steven Della Rocca, by power of attorney 03/12/2019
__Signature of Reporting Person Date

Daniel S. O'Connell, by /s/ Steven Della Rocca, by power of attorney 03/12/2019
__Signature of Reporting Person Date

Explanation of Responses:

* 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).

Disposed of pursuant to the merger contemplated by the Agreement and Plan of Merger, dated as of December 18, 2018 (the "Merger Agreement"), by and among Civitas Solutions, Inc. (the "Company"), Celtic Tier II Corp. and Celtic Intermediate Corp. Pursuant to the terms of the Merger Agreement, at the effective time of the Merger (the "Effective Time"), each issued and outstanding share of common stock of the Company (the "Common Stock") held by the Company's stockholders, including the reporting persons, was converted into the right to receive \$17.75 in cash.

(1) These shares are held directly by the Vestar Capital Partners V, L.P. (the "Fund"). Vestar Associates V, L.P. ("Vestar Associates V") is the general partner of the Fund. Vestar Managers V Ltd. ("VMV") is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV. As a result of these relationships, each of Vestar Associates V, VMV and Mr. O'Connell may be deemed to have beneficial ownership of the shares held directly by the Fund. Each of Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by the Fund, except to the extent of its or his respective pecuniary interest therein.

(2) These shares are held directly by Vestar Capital Partners V-A, L.P. ("Fund V-A"). Vestar Associates V is the general partner of Fund V-A. VMV is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV. As a result of these relationships, each of Vestar Associates V, VMV and Mr. O'Connell may be deemed to have beneficial ownership of the shares held directly by Fund V-A. Each of Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by Fund V-A, except to the extent of its or his respective pecuniary interest therein.

(3) These shares are held directly by Vestar Capital Partners V-B, L.P. ("Fund V-B"). Vestar Associates V is the general partner of Fund V-B. VMV is the general partner of Vestar Associates V. Mr. O'Connell is the sole director of VMV. As a result of these relationships, each of Vestar Associates V, VMV and Mr. O'Connell may be deemed to have beneficial ownership of the shares held directly by Fund V-B. Each of Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by Fund V-B, except to the extent of its or his respective pecuniary interest therein.

(4) These shares are held directly by Vestar/NMH Investors. The Fund is the managing member of Vestar/NMH Investors, and Vestar Executives V, L.P. ("Vestar Executives V") and Vestar Co-Invest V, L.P. ("Vestar Co-Invest V") are members of Vestar/NMH Investors. Vestar Associates V is the general partner of the Fund and Vestar Executives V. VMV is the general partner of Vestar Associates V and Vestar Co-Invest V. Mr. O'Connell is the sole director of VMV. As a result of these relationships, each of Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell may be deemed to have beneficial ownership of the shares held directly by Vestar/NMH Investors. Each of Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by Vestar/NMH Investors, except to the extent of its or his respective pecuniary interest therein.

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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