

MARTIN GINA L.

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 *
MARTIN GINA L.

(Last) (First) (Middle)

C/O CIVITAS SOLUTIONS,
INC., 313 CONGRESS STREET

(Street)

BOSTON, MA 02210

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

Civitas Solutions, Inc. [CIVI]

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

03/08/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
☒ Officer (give title below) _____ Other (specify below)

See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
 ____ 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 Ownership (Instr. 4)
Common Stock	03/08/2019		D	(A) or (D) Amount 23,642 (1) (2) (3)	D 0	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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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 Underlying (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Stock Option	\$ 19	03/08/2019		D	7,711	(4) 12/09/2027(4)	Common Stock
Stock Option	\$ 13.65	03/08/2019		D	9,841	(4) 12/08/2028(4)	Common Stock
Performance-Based Restricted Stock Unit	(5)	03/08/2019		A	9,541	(5)(6) (5)(6)	Common Stock
Performance-Based Restricted Stock Unit	(5)	03/08/2019		D	9,541	(5)(6) (5)(6)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARTIN GINA L. C/O CIVITAS SOLUTIONS, INC. 313 CONGRESS STREET BOSTON, MA 02210				See Remarks

Signatures

/s/ Gina L. Martin
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).
- (1) 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 person, was converted into the right to receive \$17.75 in cash (other than 6,166 shares of Common Stock that were cancelled and converted into limited partnership interests in Celtic Holdings CB, L.P.).
- (2) Includes 896 restricted stock units ("RSU") that were scheduled to vest on December 6, 2019, 5,000 RSUs that were scheduled to vest in two equal increments on July 3, 2019 and July 3, 2020, 3,750 RSUs that were scheduled to vest in two equal increments on December 8,

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2019 and December 8, 2020 and 7,830 RSUs that were scheduled to vest in three equal increments on December 7, 2019, 2020 and 2021. At the Effective Time, each RSU, whether vested or unvested, was converted into the right to receive an amount in cash equal to (i) \$17.75 multiplied by (ii) the total number of shares of Common Stock subject to such RSU.

- (3) (continued from footnote (2)) For each RSU (other than 7,830 RSUs granted in December 2018), 50% of the consideration was paid on the closing date and 50% will be paid subject to continued service in accordance with the original vesting schedule of the RSUs, or, if earlier, in two equal installments on the first and second anniversaries of the closing. The consideration for 7,830 RSUs granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedule, or, if earlier, in two equal installments on the first and second anniversaries of the closing

- (4) At the Effective Time, each option to purchase shares of Common Stock (an "Option"), whether vested or unvested, was converted into the right to receive an amount in cash equal to the product of (i) the excess, if any, of \$17.75 over the exercise price per share of such Option and (ii) the total number of shares of Common Stock subject to such Option. Any Option that had an exercise price per share that was equal to or greater than \$17.75 was cancelled for no consideration. The consideration for Options (other than 9,841 Options granted in December 2018) was paid on the closing date. The consideration for 9,841 Options granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedules of the Options.

- (5) At the Effective Time, each performance-based restricted stock unit ("PRSU"), whether vested or unvested, was converted into the right to receive an amount in cash equal to the product of (i) \$17.75 multiplied by (ii) the total number of shares of Common Stock subject to such PRSU, with performance-based vesting conditions deemed achieved based on actual performance through the closing date (in the case of PRSUs other than 3,915 PRSUs granted in December 2018), and, in the case of 3,915 PRSUs granted in December 2018, with performance-based vesting conditions deemed achieved at target.

- (6) (continued from footnote (5)) For each PRSU (other than 3,915 PRSUs granted in December 2018), 50% of the consideration was paid on the closing date and 50% will be paid subject to continued service in accordance with the original vesting schedule of the PRSUs, or, if earlier, in two equal installments on the first and second anniversaries of the closing. The consideration for 3,915 PRSUs granted in December 2018 will be paid subject to continued service in accordance with the original vesting schedule, or, if earlier, in two equal installments on the first and second anniversaries of the closing.

Remarks:

Chief Legal Officer, General Counsel and Secretary

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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