

PSYCHIATRIC SOLUTIONS INC

Form 8-K

September 16, 2005

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 8-K  
CURRENT REPORT PURSUANT  
TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported): September 15, 2005 (September 14, 2005)

**Psychiatric Solutions, Inc.**

(Exact Name of Registrant as Specified in Its Charter)

**Delaware**

(State or Other Jurisdiction of  
Incorporation)

**0-20488**

(Commission File Number)

**23-2491707**

(IRS Employer  
Identification No.)

**840 Crescent Centre Drive, Suite 460, Franklin, Tennessee 37067**

(Address of Principal Executive Offices)

**(615) 312-5700**

(Registrant's Telephone Number, including Area Code)

**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 (See General Instruction A.2. below):

-- 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))

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**Item 1.01. Entry into a Material Definitive Agreement.**

On September 14, 2005, Psychiatric Solutions, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., for themselves and as representatives of the underwriters listed in Schedule A thereto (the Underwriters ). The Underwriting Agreement provides for the issuance and sale by the Company of an aggregate of 3,500,000 shares of its common stock, par value \$0.01 per share, and up to 525,000 additional shares if the Underwriters exercise a 30-day option to purchase additional shares to cover over-allotments, if any. The shares are to be issued pursuant to a Registration Statement on Form S-3 (Registration Number 333-127085) under the Securities Act of 1933, as amended, and a related prospectus, dated as of September 2, 2005, and a prospectus supplement, dated as of September 14, 2005. The Underwriting Agreement is attached as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

None required

(b) *Pro Forma Financial Information.*

None required

(c) *Exhibits.*

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|------|---|
| 1.1  | Underwriting Agreement, dated September 14, 2005, among Psychiatric Solutions, Inc. and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., for themselves and as representatives of the underwriters listed in Schedule A thereto |
| 5.1  | Opinion of Waller Lansden Dortch & Davis, PLLC  |
| 23.1 | Consent of Waller Lansden Dortch & Davis, PLLC (included in its opinion filed as Exhibit 5)   |
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**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.

**PSYCHIATRIC SOLUTIONS, INC.**

By: /s/ Brent Turner  
Brent Turner  
Executive Vice President, Finance and  
Administration

Date: September 15, 2005

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**INDEX TO EXHIBITS**

<b>Exhibit Number</b>	<b>Description of Exhibits</b>
1.1	Underwriting Agreement, dated September 14, 2005, among Psychiatric Solutions, Inc. and Merrill Lynch & Co., Merrill Lynch, Pierce, Fenner & Smith Incorporated and Citigroup Global Markets Inc., for themselves and as representatives of the underwriters listed in Schedule A thereto
5.1	Opinion of Waller Lansden Dortch & Davis, PLLC
23.1	Consent of Waller Lansden Dortch & Davis, PLLC (included in its opinion filed as Exhibit 5)