

Centerbridge Capital Partners III, L.P.
Form 3
December 28, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Centerbridge Capital Partners III, L.P.			(Month/Day/Year)	Civitas Solutions, Inc. [CIVI]	
(Last)	(First)	(Middle)	12/18/2018		
375 PARK AVENUE, 11TH FLOOR			4. Relationship of Reporting Person(s) to Issuer		
(Street)			(Check all applicable)		
NEW YORK, NY 10152			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)		
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)		
			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>	I	Please see all footnotes <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u>

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	(Instr. 4)	Price of Derivative Security	Derivative Security:
						Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Centerbridge Capital Partners III, L.P.
375 PARK AVENUE, 11TH FLOOR
NEW YORK, NY 10152

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Signatures

By: CENTERBRIDGE CAPITAL PARTNERS III, L.P. By: Centerbridge Associates III, L.P.,
its general partner By: CCP III Cayman GP Ltd., its general partner By: /s/ Susanne V. Clark,
Authorized Signatory

12/28/2018

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) Centerbridge Capital Partners III, L.P., a Delaware limited partnership ("CCP III") is filing this Form 3 solely due to the entry into the Voting Agreement (the "Voting Agreement"), dated December 18, 2018, by and among Celtic Intermediate Corp., a Delaware corporation ("Celtic Intermediate"), Celtic Tier II Corp., a Delaware corporation ("Celtic Tier II"), and certain of the Issuer's stockholders (the "Support Stockholders"). Collectively, the Support Stockholders had beneficial ownership, as of December 17, 2018, of an aggregate of 19,605,379 shares of the Issuer's common stock, or approximately 54.0% of the outstanding shares of the Issuer's common stock, based on 36,280,500 shares of the Issuer's common stock outstanding as of December 17, 2018 (as represented in the Merger Agreement (as defined herein)).

(2) (Continued from Footnote 1) The Voting Agreement was entered into in connection with the Agreement and Plan of Merger (the "Merger Agreement"), dated December 18, 2018, between the Issuer, Celtic Intermediate and Celtic Tier II. As a result of certain provisions contained in the Voting Agreement, Celtic Intermediate and Celtic Tier II may be deemed to have beneficial ownership of an aggregate of 19,605,379 shares of the Issuer's common stock (the "Subject Shares") calculated in accordance with Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") based on representations set forth in the Voting Agreement.

(3) CCP III may be deemed to have shared voting power with respect to (and therefore beneficially own) the Subject Shares by virtue of its ownership of Celtic Intermediate and Celtic Tier II. Other persons may be deemed to beneficially own the Subject Shares, including: Centerbridge Associates III, L.P., a Delaware limited partnership ("Centerbridge III GP"), which serves as the general partner of CCP III; CCP III Cayman GP Ltd., a Cayman Islands exempted company, which serves as the general partner of Centerbridge III GP; Mark T. Gallogly, who indirectly, through various intermediate entities, controls CCP III and other persons that may be deemed to beneficially own the Subject Shares, or other affiliated persons named herein with respect to the Subject Shares;

(4) (Continued from Footnote 3) and Jeffrey H. Aronson, who also indirectly, through various intermediate entities, controls CCP III and other persons that may be deemed to beneficially own the Subject Shares, or other affiliated persons named herein with respect to the Subject Shares.

(5) Neither the filing of this Form 3 nor any of its contents shall be deemed to constitute an admission by the Reporting Person or other affiliated persons named herein that it is the beneficial owner of the Subject Shares for purposes of Section 13(d) of the Exchange Act, or for any other purpose, and such beneficial ownership is expressly disclaimed. Further, neither of the Reporting Person nor any other affiliated person named herein has any pecuniary interest (as defined in Rule 16a-1(a)(2) of the Exchange Act) in any of the Subject Shares, and the filing of this Form 3 shall not be construed as an admission that the Reporting Person or other affiliated person named herein is the beneficial owner of any securities reported in this Form 3, which beneficial ownership is hereby expressly disclaimed.

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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