

OCONNELL DANIEL S
 Form 3/A
 August 25, 2015

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)

| | | | | | |
|---|---|--|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â NMH Investment, LLC</p> <p>(Last) (First) (Middle)</p> <p>C/O VESTAR CAPITAL PARTNERS,Â 245 PARK AVENUE, 41ST FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10167</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/16/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Civitas Solutions, Inc. [CIVI]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>09/16/2014</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|--|---|---|--|

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 | 25,250,000 <u>(1)</u> <u>(2)</u> | I <u>(1)</u> <u>(2)</u> | See footnote <u>(1)</u> <u>(2)</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 (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| NMH Investment, LLC 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 | ^ | ^ |
| Vestar Capital Partners V-B LP C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167 | ^ | ^ X | ^ | ^ |
| 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 | ^ | ^ |
| VESTAR MANAGERS V LTD. C/O VESTAR CAPITAL PARTNERS 245 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10167 | ^ | ^ X | ^ | ^ |

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

Signatures

| | |
|--|------------|
| NMH Investment, LLC, by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Capital Partners V, L.P. , by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Capital Partners V-A, L.P., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Capital Partners V-B, L.P., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar/NMH Investors, LLC, by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Executives V, L.P., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Co-Invest V, L.P., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Associates V, L.P., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Vestar Managers V Ltd., by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __Signature of Reporting Person | Date |
| Daniel S. O'Connell, by /s/ Steven Della Rocca, by power of attorney | 08/25/2015 |
| __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).
 These shares are held directly by NMH Investment, LLC ("NMH Investment"). Vestar Capital Partners V, L.P. (the "Fund"), Vestar Capital Partners V-A, L.P. ("Fund V-A"), Vestar Capital Partners V-B, L.P. ("Fund V-B") and Vestar/NMH Investors, LLC ("Vestar/NMH Investors") are members of NMH Investment that have the power to appoint a majority of the members of the management committee of NMH Investment and as a result have the power to direct the management of NMH Investment's business, including the power to direct decisions of NMH Investment regarding the vote and disposition of securities held by NMH Investment.
 (1) 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, L.P. ("Vestar Associates V") is the general partner of the Fund, Fund V-A, Fund V-B and Vestar Executives V.
 (2) (Continued from Footnote 1) Vestar Managers V, Ltd. ("VMV") is the general partner of Vestar Associates V and Vestar Co-Invest V. Daniel S. O'Connell is the sole director of VMV. As a result of these relationships, each of the Fund, Fund V-A, Fund V-B, Vestar/NMH Investors, 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 by NMH Investment. Each of the Fund, Fund V-A, Fund V-B, Vestar/NMH Investors,

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Vestar Executives V, Vestar Co-Invest V, Vestar Associates V, VMV and Mr. O'Connell disclaims beneficial ownership of the securities beneficially owned by NMH Investment except to the extent of its or his respective pecuniary interest therein.

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Remarks:

ThisÂ FormÂ 3/AÂ amendsÂ theÂ FormÂ 3Â filingÂ madeÂ byÂ NMHÂ Investment,Â LLCÂ onÂ SeptemberÂ 16,Â 2014

ExhibitÂ ListÂ -Â ExhibitÂ 24.1Â -Â PowerÂ ofÂ Attorney

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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