

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.5em; font-weight: bold;">2015</div> This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2015 or fiscal plan year beginning <u>01/01/2015</u> and ending <u>12/31/2015</u>			
A This return/report is for:	☐ a multiemployer plan;	☒ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions); or	
	☐ a single-employer plan;	☐ a DFE (specify) _____	
B This return/report is:	☐ the first return/report;	☐ the final return/report;	
	☐ an amended return/report;	☐ a short plan year return/report (less than 12 months).	
C If the plan is a collectively-bargained plan, check here.	☐		
D Check box if filing under:	☒ Form 5558;	☐ automatic extension;	☐ the DFVC program;
	☐ special extension (enter description)		

Part II	Basic Plan Information —enter all requested information		
1a Name of plan	<u>THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN</u>	1b Three-digit plan number (PN) ▶	<u>001</u>
		1c Effective date of plan	<u>01/01/1994</u>
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions)			
<u>THE PROVIDENCE SERVICE CORPORATION</u>			
<u>44 E BROADWAY BLVD</u> <u>SUITE 350</u> <u>TUCSON, AZ 85701</u>			
	2b Employer Identification Number (EIN)	<u>86-0845127</u>	
	2c Plan Sponsor's telephone number	<u>520-747-6600</u>	
	2d Business code (see instructions)	<u>624100</u>	

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/17/2016	DAVID MASON
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address (include room or suite number)			Preparer's telephone number

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name	4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5 11804
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d).	
a(1) Total number of active participants at the beginning of the plan year.....	6a(1) 9912
a(2) Total number of active participants at the end of the plan year	6a(2) 10067
b Retired or separated participants receiving benefits.....	6b 2
c Other retired or separated participants entitled to future benefits.....	6c 2096
d Subtotal. Add lines 6a(2) , 6b , and 6c	6d 12165
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 3
f Total. Add lines 6d and 6e	6f 12168
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g 10228
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h 3285
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 2S 2T 3D 3H	
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:	
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor	9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)	
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary	b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III	Form M-1 Compliance Information (to be completed by welfare benefit plans)
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11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2015 Form M-1 annual report. If the plan was not required to file the 2015 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN	B Three-digit plan number (PN) ▶ 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PROVIDENCE SERVICE CORPORATION	D Employer Identification Number (EIN) 86-0845127

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

- a** Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No
- b** If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
BLACKROCK INVESTMENTS, INC.

23-2784752

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation
DIMENSIONAL FUND ADVISORS 6300 BEE CAVE ROAD BUILDING ONE AUSTIN, TX 78746

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
VANGUARD 455 DEVON PARK DRIVE WAYNE, PA 19087

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
WELLS FARGO FUNDS DISTRIBUTOR, LLC 525 MARKET STREET 12TH FLOOR SAN FRANCISCO, CA 94105

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

ADP, LLC

13-3036745

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
37 50 15 64 49 99	RECORD KEEPER	468827	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

WELLSPRING FINANCIAL PARTNERS, LLC

45-2984270

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
15 17 50 64 70 21 49 99	INVESTMENT/FINANCIAL ADVI	82580	Yes ☐ No ☒	Yes ☐ No ☒	0	Yes ☐ No ☒

(a) Enter name and EIN or address (see instructions)

ADP BROKER-DEALER

22-3319984

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
60 59	RECORD KEEPER	0	Yes ☒ No ☐	Yes ☐ No ☒	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
ADP BROKER-DEALER	60 59	0

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.
BLACKROCK INVESTMENTS, INC. 23-2784752	ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS ANNUAL RATE 0.00050 OF AVERAGE DAILY ASSETS

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation

(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2015
		This Form is Open to Public Inspection.

For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>THE PROVIDENCE SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>86-0845127</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: WELLS FARGO STABLE VALUE C

b Name of sponsor of entity listed in (a): WELLS FARGO BANK, N.A.

c EIN-PN <u>52-2250946-001</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>5653284</u>
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015		
A Name of plan THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN		B Three-digit plan number (PN) ► 001
C Plan sponsor's name as shown on line 2a of Form 5500 THE PROVIDENCE SERVICE CORPORATION		D Employer Identification Number (EIN) 86-0845127

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)		
(2) Participant contributions	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities.....	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	1323946	1514345
(9) Value of interest in common/collective trusts.....	1c(9)	6117182	5653284
(10) Value of interest in pooled separate accounts.....	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)	45542983	46222560
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	52984111	53390189

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	52984111	53390189
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	642599	
(B) Participants	2a(1)(B)	9403728	
(C) Others (including rollovers)	2a(1)(C)	1050095	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		11096422
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	52962	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		52962
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	1345358	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		1345358
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		24697
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		-1579858
c Other income	2c		23563
d Total income. Add all income amounts in column (b) and enter total	2d		10963144

Expenses**e** Benefit payment and payments to provide benefits:

(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	9936642	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		9936642
f Corrective distributions (see instructions)	2f		22321
g Certain deemed distributions of participant loans (see instructions)	2g		43719
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)	554384	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		554384
j Total expenses. Add all expense amounts in column (b) and enter total	2j		10557066

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		406078
l Transfers of assets:			
(1) To this plan	2l(1)		0
(2) From this plan	2l(2)		0

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: RODEFER MOSS & CO, PLLC

(2) EIN: 62-1690032

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)		☒		
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)		☒		

	Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X		
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X		
e Was this plan covered by a fidelity bond?	X			10000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X		
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X		
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X		
l Has the plan failed to provide any benefit when due under the plan?		X		
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X		
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.				
o Did the plan trust incur unrelated business taxable income?				
p Were in-service distributions made during the plan year?				

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2015 This Form is Open to Public Inspection.
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For calendar plan year 2015 or fiscal plan year beginning 01/01/2015 and ending 12/31/2015

A Name of plan <u>THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>THE PROVIDENCE SERVICE CORPORATION</u>	D Employer Identification Number (EIN) <u>86-0845127</u>

Part I	Distributions
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All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>57-1198022</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____	If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.		
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?	☐ Yes	☐ No	☐ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.	☐ Increase	☐ Decrease	☐ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.)	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

14	Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:		
	a The current year	14a	
	b The plan year immediately preceding the current plan year	14b	
	c The second preceding plan year	14c	
15	Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:		
	a The corresponding number for the plan year immediately preceding the current plan year	15a	
	b The corresponding number for the second preceding plan year	15b	
16	Information with respect to any employers who withdrew from the plan during the preceding plan year:		
	a Enter the number of employers who withdrew during the preceding plan year	16a	
	b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	
17	If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐		

Part VI	Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans
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18	If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment ☐
19	If the total number of participants is 1,000 or more, complete lines (a) through (c)
	a Enter the percentage of plan assets held as: Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%
	b Provide the average duration of the combined investment-grade and high-yield debt: ☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
	c What duration measure was used to calculate line 19(b)? ☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify): _____

Part VII	IRS Compliance Questions
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20a Is the plan a 401(k) plan?	☐ Yes	☐ No
20b If "Yes," how does the 401(k) plan satisfy the nondiscrimination requirements for employee deferrals and employer matching contributions (as applicable) under sections 401(k)(3) and 401(m)(2)?	☐ Design-based safe harbor method	☐ ADP/ACP test
20c If the ADP/ACP test is used, did the 401(k) plan perform ADP/ACP testing for the plan year using the "current year testing method" for nonhighly compensated employees (Treas. Reg sections 1.401(k)-2(a)(2)(ii) and 1.401(m)-2(a)(2)(ii))?	☐ Yes	☐ No
21a Check the box to indicate the method used by the plan to satisfy the coverage requirements under section 410(b):	☐ Ratio percentage test	☐ Average benefit test
21b Does the plan satisfy the coverage and nondiscrimination tests of sections 410(b) and 401(a)(4) by combining this plan with any other plans under the permissive aggregation rules?	☐ Yes	☐ No
22a Has the plan been timely amended for all required tax law changes?	☐ Yes	☐ No ☐ N/A
22b Date the last plan amendment/restatement for the required tax law changes was adopted ____/____/____. Enter the applicable code _____. (See instructions for tax law changes and codes).		
22c If the plan sponsor is an adopter of a pre-approved master and prototype (M&P) or volume submitter plan that is subject to a favorable IRS opinion or advisory letter, enter the date of that favorable letter ____/____/____ and the letter's serial number _____.		
22d If the plan is an individually-designed plan and received a favorable determination letter from the IRS, enter the date of the plan's last favorable determination letter ____/____/____.		
23 Is the Plan maintained in a U.S. territory (i.e., Puerto Rico (if no election under ERISA section 1022(i)(2) has been made), American Samoa, Guam, the Commonwealth of the Northern Mariana Islands or the U.S. Virgin Islands)?	☐ Yes	☐ No

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN

Financial Statements and Supplemental Schedule

December 31, 2015 and 2014

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Financial Statements and Supplemental Schedule
December 31, 2015 and 2014

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)	10

Independent Auditors' Report

Plan Administrator
The Providence Service Corporation Retirement Savings Plan
Tucson, Arizona

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of The Providence Service Corporation Retirement Savings Plan (the "Plan"), which comprise the statements of net assets available for benefits as of December 31, 2015 and 2014, and the related statement of changes in net assets available for benefits for the year ended December 31, 2015, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audits in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 3, which was certified by Reliance Trust Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of and for the years ended December 31, 2015 and 2014, that the information provided to the plan administrator by the trustee is complete and accurate.

Disclaimer of Opinion

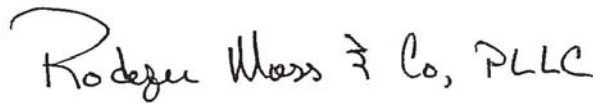
Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly we do not express an opinion on these financial statements.

Other Matter

The supplemental schedule of assets (held at end of year) as of December 31, 2015, is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and is presented for the purpose of additional analysis and is not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

A handwritten signature in black ink that reads "Rodger Moss & Co, PLLC". The signature is written in a cursive, flowing style.

Nashville, Tennessee
October 14, 2016

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Statements of Net Assets Available for Benefits
December 31, 2015 and 2014

	<u>2015</u>	<u>2014</u>
ASSETS		
Investments		
Mutual funds at fair value	\$ 46,222,560	\$ 45,542,986
Common/collective trust fund at contract value	<u>5,625,158</u>	<u>6,032,724</u>
Total investments	<u>51,847,718</u>	<u>51,575,710</u>
Receivables		
Participants' contributions	147,414	19,231
Employer's contributions	12,168	1,729
Notes receivable from participants	<u>1,619,179</u>	<u>1,431,762</u>
Total receivables	<u>1,778,761</u>	<u>1,452,722</u>
Total assets	<u>53,626,479</u>	<u>53,028,432</u>
LIABILITIES		
Accrued expenses	20,815	20,815
Excess contributions payable	<u>45,783</u>	<u>22,297</u>
Total liabilities	<u>66,598</u>	<u>43,112</u>
Net assets available for benefits	<u>\$ 53,559,881</u>	<u>\$ 52,985,320</u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Statement of Changes in Net Assets Available for Benefits
Year Ended December 31, 2015

Additions to net assets available for benefits

Investment income (loss)		
Net depreciation in fair value of investments	\$	(129,914)
Interest income on notes receivable from participants		<u>52,962</u>
Total investment income (loss)		(76,952)
Contributions		
Participants	\$	9,531,910
Employer		653,038
Rollover		<u>1,050,095</u>
Total contributions		<u>11,235,043</u>
Total additions		<u>11,158,091</u>
Deductions from net assets available for benefits		
Benefits paid to participants		10,029,147
Administrative expenses		<u>554,383</u>
Total deductions		<u>10,583,530</u>
Net increase		574,561
Net assets available for benefits at the beginning of the year		<u>52,985,320</u>
Net assets available for benefits at the end of the year	\$	<u><u>53,559,881</u></u>

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
December 31, 2015 and 2014

NOTE 1 - DESCRIPTION OF PLAN

The following description of The Providence Service Corporation Retirement Savings Plan (the “Plan”) provides only general information. Participants should refer to the Plan document, copies of which are available from the plan administrator, for a more complete description of the Plan’s provisions.

General - The Plan is a defined contribution plan covering eligible employees of The Providence Service Corporation and adopting employers (collectively the “Employer”) who have completed two months of service and are age 21 or older. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Providence Service Corporation, as plan administrator, oversees governance of the Plan. The Plan’s 401k committee determines the appropriateness of the Plan’s investment offerings, monitors investment performance, and reports to the plan administrator.

Contributions - Each year, participants may contribute, on a pre-tax or post-tax basis, up to 90% of their eligible compensation, as defined in the Plan document. The Plan includes an auto-enrollment provision whereby all newly eligible employees are automatically enrolled in the Plan, unless they affirmatively elect not to participate, with a default deferral rate set at 3% of eligible compensation. Contributions are automatically invested in a designated balanced fund until changed by the participant. Contributions in any taxable year are subject to certain statutory limitations. Participants who have attained age 50 before the end of the Plan year are eligible to make catch-up contributions. Participants may also contribute amounts representing distributions from other qualified defined benefit or contribution plans (“rollovers”).

The Employer may, at its discretion, make profit sharing or matching contributions. A participant must have completed one year of service and be actively employed on the last day of the Plan year to be allocated a profit sharing contribution. No profit sharing contributions were made for 2015. There is no service requirement for a participant to receive a matching contribution. For 2015, the Employer made a matching contribution in an amount equal to 10% of each participant’s total contributions up to \$400. The matching contribution is invested in the participant’s directed accounts after each applicable payroll period.

Participant Accounts - Each participant’s account is credited with the participant’s contributions (including any rollovers), any Employer’s contributions, and allocations of earnings (losses) on the investments in their account, and is charged with an allocation of any administrative expenses paid by the Plan. Allocations of earnings (losses) and administrative expenses are based on participant account balances, as defined. Participants direct the investment of their accounts into the investment options offered by the Plan. Participants may change their investment options on a daily basis. The benefit to which a participant is entitled is the benefit that can be provided from the participant’s vested account.

Vesting - Participants are immediately vested in their contributions plus actual earnings (losses) thereon. Vesting in the Employer’s contribution portion of their accounts is based on years of continuous service. A participant vests in 20% increments in his or her Employer contribution account after each additional year of credited service. A participant is 100% vested in his or her Employer contribution account after five years of credited service.

Notes Receivable from Participants - Participants may borrow from their accounts a minimum of \$500 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance. Only one loan may be outstanding at any time. The notes are secured by the balance in the participant’s account and bear interest at the rate of prime plus 1% on the date of the loan. Principal and interest is paid ratably through payroll deductions.

Payment of Benefits - On termination of service, a participant with a vested account balance of over \$5,000 may elect to receive either a lump-sum amount equal to the value of the participant’s vested balance in his or her account, or substantially equal installments. Terminated participants with vested account balances of \$5,000 or less are required to take a distribution as promptly as possible following termination of employment.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 1 - DESCRIPTION OF PLAN (Continued)

Forfeited Accounts - At December 31, 2015 and 2014, forfeited nonvested accounts totaled \$120,090 and \$101,380, respectively. Forfeitures are used to pay administrative expenses of the Plan or to reduce Employer matching contributions. In 2015, Employer matching contributions were reduced by \$174,533 from forfeited nonvested accounts.

Reclassifications - Certain reclassifications have been made to the 2014 financial statements in order for them to conform to classifications used in preparing the 2015 financial statements. Such reclassifications had no effect on net assets available for benefits.

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Date of Management's Review - Management has evaluated events and transactions occurring subsequent to December 31, 2015 for items that should potentially be recognized or disclosed in these financial statements. The evaluation was conducted through the date of the report, which is the date these financial statements were available to be issued.

Estimates - The preparation of financial statements in accordance with accounting principles generally accepted in the United States of America ("GAAP") requires the plan administrator to make estimates and assumptions that affect certain reported amounts and disclosures. Accordingly, actual results may differ from those estimates.

Basis of Accounting - The financial statements of the Plan are prepared on the accrual basis of accounting. Investments held by a defined contribution plan are required to be reported at fair value, except for fully benefit-responsive investment contracts. Contract value is the relevant measure for that portion of net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants normally would receive if they were to initiate permitted transactions under the terms of the Plan.

Notes Receivable from Participants - Notes receivable from participants are measured at their unpaid principal balance. Interest is recorded when received. Related fees are charged directly to the borrowing participant's account and are included in administrative expenses when incurred. As of December 31, 2015 and 2014, no allowance for credit losses has been recorded. If a participant does not make loan repayments and the plan administrator considers the participant loan to be in default, the loan balance is reduced, and the delinquent participant note receivable is recorded as a benefit payment based on the terms of the Plan document.

Investment Valuation and Income Recognition - Investments are reported at fair value, except for fully benefit-responsive investment contracts, which are reported at contract value. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The 401k committee determines the Plan's valuation policies. See Note 4 for discussion of fair value measurements. Net appreciation (depreciation) in fair value of investments includes dividends and gains and losses on investments bought and sold as well as held during the year.

Payment of Benefits - Benefits are recorded when paid.

Administrative Expenses - Certain investment options may be subject to investment fees based upon a percentage of the invested assets, as disclosed in the prospectus. Such fees are typically charged directly against investment performance and thus, are not separately disclosed in the accompanying financial statements. During 2015, certain administrative expenses were paid by the Employer.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 2 - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Recent Accounting Pronouncements - During the current year, the Plan adopted the provisions of FASB Accounting Standards Update (ASU) 2015-12, *Plan Accounting*, which was enacted to provide for simplification in the financial reporting for employee benefit plans covered under ASC 960, 962 and 965. Under this ASU, fully benefit-responsive investment contracts are measured, presented, and disclosed only at contract value and the Plan is no longer required to disclose individual investments that exceed 5% of the net assets available for benefits, the appreciation and depreciation by general investment type, or a detailed breakdown of the investments by nature of risk in the fair value footnote. The prior year statements have been adjusted as needed to reflect this change retroactively, as required by the standard.

NOTE 3 - INFORMATION PREPARED AND CERTIFIED BY TRUSTEE

Investment information included in the accompanying financial statements and supplemental schedule, including \$51,847,718 and \$51,575,710 in investments and \$1,619,179 and \$1,431,762 of notes receivable from participants held at December 31, 2015 and 2014, respectively, and net depreciation of \$129,914 and interest income of \$52,962 for the year ended December 31, 2015, was obtained from data that has been prepared and certified to as complete and accurate by the trustee.

NOTE 4 - FAIR VALUE MEASUREMENTS

The fair value measurement accounting literature establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. This hierarchy consists of three broad levels: Level 1 inputs consist of unadjusted quoted prices in active markets for identical assets and have the highest priority. Level 2 inputs consist of observable inputs other than quoted prices for identical assets (Level 1). Level 3 inputs are unobservable and have the lowest priority. The Plan uses appropriate valuation techniques based on the available inputs to measure the fair value of its investments. When available, the Plan measures fair value using Level 1 inputs because they generally provide the most reliable evidence of fair value. Level 2 inputs are used for investments for which Level 1 inputs were not available. Level 3 inputs would only be used if Level 1 or Level 2 inputs were not available.

As of December 31, 2015 and 2014, the fair values of the Plan's mutual fund investments are based on the quoted net asset values of the shares as reported by the fund (Level 1). The Plan has no assets requiring the use of Level 2 or Level 3 inputs for the periods presented.

Gains and losses included in changes in net assets available for benefits for the year ended December 31, 2015 are reported in net depreciation in fair value of investments.

NOTE 5 - COMMON/COLLECTIVE TRUST FUND

The Plan is invested in the Wells Fargo Stable Value Fund C, a common/collective trust fund. The Wells Fargo Stable Value Fund C has invested all of its assets in Wells Fargo Stable Return Fund G (Fund G), a collective trust fund sponsored by Wells Fargo Bank, N.A. Fund G invests in investment contracts and security-backed contracts. Because this investment is fully benefit-responsive, contract value is the relevant measurement attribute for that portion of the net assets available for benefits attributable to this investment. The common/collective trust fund is presented on the face of the statement of net assets available for benefits at contract value as reported to the Plan by Reliance Trust Company. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value without reference to the price fluctuations of the underlying fixed income securities.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 6 - PARTY-IN-INTEREST TRANSACTIONS

Administrative expenses totaling \$554,383 were incurred in 2015 for recordkeeping and financial advisory services provided by the Plan's third party administrator and financial advisor. These party-in-interest transactions are exempt from the prohibited transaction rules of ERISA.

NOTE 7 - PLAN TERMINATION

Although it has not expressed any intent to do so, the Employer has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions of ERISA. In the event of Plan termination, participants would become 100% vested in their Employer contribution accounts.

NOTE 8 - TAX STATUS

The Internal Revenue Service (IRS) has determined and informed the Employer by a letter dated July 23, 2014, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). This determination letter expires on January 31, 2018.

Although the Plan has been amended since receiving the determination letter, the plan administrator and the Plan's tax counsel believe that the Plan is currently designed and is being operated in compliance with the applicable requirements of the IRC and therefore believe that the Plan was qualified and the related trust was tax-exempt as of the financial statement date.

The Plan is subject to routine audits by tax authorities and in 2014, the U.S. Department of Labor began a review of the Plan to determine its compliance with ERISA. The review identified two operational failures: the failure by four companies acquired in 2013 and 2014 to timely adopt the Plan and the failure to allow employees of one of these companies to commence participation in the Plan as of the date of acquisition. Accordingly, the Plan submitted a statement of its proposed corrective actions for the two failures identified to the Internal Revenue Service's Voluntary Correction Program. Proposed corrective actions included allowing the four companies to adopt the Plan retroactively to the date each entity commenced its participation in the Plan and contributing and allocating corrective contributions to the Plan on behalf of each affected participant. A corresponding QNEC of approximately \$20,000 was deposited into the Plan in December 2014 by the Employer. On June 24, 2015, the IRS signed a compliance statement agreeing that the corrective methods and the revised administrative procedures described in the submission were acceptable and on June 23, 2016, the U.S. Department of Labor notified the Plan that it had completed its investigation and that no further action was required. The plan administrator also believes the Plan is no longer subject to income tax examinations for years prior to 2012.

NOTE 9 - RISKS AND UNCERTAINTIES

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the value of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Notes to Financial Statements (Continued)

NOTE 10 - EXCESS CONTRIBUTIONS PAYABLE

Amounts payable to participants totaling \$45,783 and \$22,297 for contributions in excess of amounts allowed by the Plan document or IRS are recorded as liabilities as of December 31, 2015 and 2014, respectively, with a corresponding increase in benefits paid to participants for the applicable year. The excess contributions for 2015 were distributed to the affected participants in April 2016; the excess contributions for 2014 were distributed to the affected participants in July 2015.

NOTE 11 - RECONCILIATION OF FINANCIAL STATEMENTS TO SCHEDULE H OF FORM 5500

The following is a reconciliation of net assets available for benefits per the financial statements to Schedule H of Form 5500:

	2015	2014
Net assets available for benefits per the financial statements	\$ 53,559,881	\$ 52,985,320
Adjustment from contract value to fair value	28,126	84,458
Contributions receivable	(159,582)	(20,960)
Deemed distributed loans	(104,834)	(107,819)
Accrued liabilities	66,598	43,112
Net assets per Schedule H to the Form 5500	<u>\$ 53,390,189</u>	<u>\$ 52,984,111</u>

The following is a reconciliation of net increase per the financial statements for the year ended December 31, 2015 to Schedule H of Form 5500:

Net increase per the financial statements	\$ 574,561
Net adjustment from contract value to fair value	(56,332)
Contributions receivable at the beginning of the year	20,960
Contributions receivable at the end of the year	(159,582)
Deemed distributed loans at the beginning of the year	107,819
Deemed distributed loans at the end of the year	(104,834)
Accrued liabilities at the beginning of year	(43,112)
Accrued liabilities at the end of the year	66,598
Net income per Schedule H to the Form 5500	<u>\$ 406,078</u>

NOTE 12 - SUBSEQUENT EVENT - ASSET TRANSFER

In November 2015, the Employer sold its Human Services Segment. In connection with this sale, the Employer entered into a Transition Services Agreement with the buyer of the Human Services Segment in which it was agreed that the acquired companies would continue to participate in the Plan until June 30, 2016. The two parties also entered into an Asset Transfer Agreement, as amended, in which it was agreed that the assets attributable to participants employed by the acquired companies would be transferred to a new retirement plan sponsored by the buyer. Accordingly, approximately \$41M of Plan assets were transferred on August 31, 2016 to the new retirement plan.

SUPPLEMENTAL SCHEDULE

THE PROVIDENCE SERVICE CORPORATION
RETIREMENT SAVINGS PLAN
Schedule H, line 4i - Schedule of Assets (Held at End of Year)
December 31, 2015

EIN: 86-0845127
Plan Number: 001

(a)	(b) Identity of issue, borrower, lessor or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par or maturity value	(d) Cost	(e) Current value
Mutual Funds:				
	BlackRock Fund Advisors	BlackRock LifePath Index 2020 Fund - Institutional Class	@	\$ 2,701,322
	BlackRock Fund Advisors	BlackRock LifePath Index 2025 Fund - Institutional Class	@	1,649,270
	BlackRock Fund Advisors	BlackRock LifePath Index 2030 Fund - Institutional Class	@	4,983,489
	BlackRock Fund Advisors	BlackRock LifePath Index 2035 Fund - Institutional Class	@	1,684,485
	BlackRock Fund Advisors	BlackRock LifePath Index 2040 Fund - Institutional Class	@	4,334,209
	BlackRock Fund Advisors	BlackRock LifePath Index 2045 Fund - Institutional Class	@	1,841,661
	BlackRock Fund Advisors	BlackRock LifePath Index 2050 Fund - Institutional Class	@	2,357,597
	BlackRock Fund Advisors	BlackRock LifePath Index 2055 Fund - Institutional Class	@	3,018,724
	BlackRock Fund Advisors	BlackRock LifePath Index Retirement Fund - Institutional Class	@	4,845,707
	Dimensional Fund Advisors LP	DFA Emerging Markets Core Equity Fund - Institutional Class	@	70,315
	Dimensional Fund Advisors LP	DFA Five Year Global Fixed Income Fund - Class I	@	799,635
	Dimensional Fund Advisors LP	DFA Inflation Protected Securities Portfolio - Institutional Class	@	15,888
	Dimensional Fund Advisors LP	DFA International Core Equity Portfolio - Institutional Class	@	1,716,804
	Dimensional Fund Advisors LP	DFA Real Estate Securities Portfolio - Institutional Class	@	139,996
	Dimensional Fund Advisors LP	DFA US Large Cap Value Portfolio - Institutional Class	@	1,685,265
	Dimensional Fund Advisors LP	DFA US Large Company Fund - Class I	@	3,610,922
	Dimensional Fund Advisors LP	DFA US Small Cap Portfolio - Institutional Class	@	934,676
	Dimensional Fund Advisors LP	DFA US Small Cap Value Portfolio - Institutional Class	@	1,160,416
	Dimensional Fund Advisors LP	Dimensional Global Allocation 60/40 Portfolio - Institutional Class	@	718,578
	The Vanguard Group, Inc.	Vanguard Growth Index Fund - Admiral Class	@	3,124,260
	The Vanguard Group, Inc.	Vanguard Mid-Cap Index Fund - Admiral Class	@	2,619,144
	The Vanguard Group, Inc.	Vanguard Total Bond Market Index Fund - Admiral Class	@	2,210,197
				46,222,560
Common/Collective Trust Fund				
	Wells Fargo Bank, N.A.	Wells Fargo Stable Value Fund - Class C	@	5,625,158
*	Participant Loans	Interest rates of 4.25% to 9.25%	\$ -	1,619,179
				<u>\$ 53,466,897</u>

* A party-in-interest as defined by ERISA.

@ The cost of participant-directed investments is not required to be disclosed.

Schedule C, Line 2(h) Formula Description

For those service providers listed on Line 2 for which Line 2(h) has been checked “yes”:

For a description of indirect compensation received by service providers listed on Line 2 that was disclosed as a formula, please see Line 3(e). Please note: If indirect compensation disclosed as a formula was received by a service provider from more than one source, there will be multiple Lines 3(e) for that service provider.

The Providence Service Corporation Retirement Savings Plan

EIN: 86-0845127

Statement Attached To And Made Part of Form 5500

For The Year Ended 12/31/2015

Multiple Employer Plan Participating Employer Information

<u>Name of Participating Employer</u>	<u>EIN</u>	<u>Percent of Total Contributions</u>
The Providence Service Corporation	86-0845127	100%

SCHEDULE H (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small> <small>Pension Benefit Guaranty Corporation</small>	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	<small>OMB No. 1210-0110</small> 2015 This Form is Open to Public Inspection
For calendar plan year 2015 or fiscal plan year beginning _____ and ending _____		
A Name of plan	B Three-digit plan number (PN) ►	
C Plan sponsor's name as shown on line 2a of Form 5500		D Employer Identification Number (EIN)

Part I	Asset and Liability Statement																																																																																																								
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.																																																																																																									
	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="width: 50%; text-align: left;">Assets</th> <th style="width: 10%;"></th> <th style="width: 20%; text-align: center;">(a) Beginning of Year</th> <th style="width: 20%; text-align: center;">(b) End of Year</th> </tr> </thead> <tbody> <tr> <td>a Total noninterest-bearing cash.....</td> <td style="text-align: center;">1a</td> <td></td> <td></td> </tr> <tr> <td>b Receivables (less allowance for doubtful accounts):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (1) Employer contributions</td> <td style="text-align: center;">1b(1)</td> <td></td> <td></td> </tr> <tr> <td> (2) Participant contributions.....</td> <td style="text-align: center;">1b(2)</td> <td></td> <td></td> </tr> <tr> <td> (3) Other.....</td> <td style="text-align: center;">1b(3)</td> <td></td> <td></td> </tr> <tr> <td>c General investments:</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (1) Interest-bearing cash (include money market accounts & certificates of deposit)</td> <td style="text-align: center;">1c(1)</td> <td></td> <td></td> </tr> <tr> <td> (2) U.S. Government securities.....</td> <td style="text-align: center;">1c(2)</td> <td></td> <td></td> </tr> <tr> <td> (3) Corporate debt instruments (other than employer securities):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (A) Preferred.....</td> <td style="text-align: center;">1c(3)(A)</td> <td></td> <td></td> </tr> <tr> <td> (B) All other.....</td> <td style="text-align: center;">1c(3)(B)</td> <td></td> <td></td> </tr> <tr> <td> (4) Corporate stocks (other than employer securities):</td> <td></td> <td></td> <td></td> </tr> <tr> <td> (A) Preferred.....</td> <td style="text-align: center;">1c(4)(A)</td> <td></td> <td></td> </tr> <tr> <td> (B) Common</td> <td style="text-align: center;">1c(4)(B)</td> <td></td> <td></td> </tr> <tr> <td> (5) Partnership/joint venture interests</td> <td style="text-align: center;">1c(5)</td> <td></td> <td></td> </tr> <tr> <td> (6) Real estate (other than employer real property)</td> <td style="text-align: center;">1c(6)</td> <td></td> <td></td> </tr> <tr> <td> (7) Loans (other than to participants).....</td> <td style="text-align: center;">1c(7)</td> <td></td> <td></td> </tr> <tr> <td> (8) Participant loans</td> <td style="text-align: center;">1c(8)</td> <td></td> <td></td> </tr> <tr> <td> (9) Value of interest in common/collective trusts</td> <td style="text-align: center;">1c(9)</td> <td></td> <td></td> </tr> <tr> <td> (10) Value of interest in pooled separate accounts</td> <td style="text-align: center;">1c(10)</td> <td></td> <td></td> </tr> <tr> <td> (11) Value of interest in master trust investment accounts</td> <td style="text-align: center;">1c(11)</td> <td></td> <td></td> </tr> <tr> <td> (12) Value of interest in 103-12 investment entities</td> <td style="text-align: center;">1c(12)</td> <td></td> <td></td> </tr> <tr> <td> (13) Value of interest in registered investment companies (e.g., mutual funds).....</td> <td style="text-align: center;">1c(13)</td> <td></td> <td></td> </tr> <tr> <td> (14) Value of funds held in insurance company general account (unallocated contracts).....</td> <td style="text-align: center;">1c(14)</td> <td></td> <td></td> </tr> <tr> <td> (15) Other</td> <td style="text-align: center;">1c(15)</td> <td></td> <td></td> </tr> </tbody> </table>	Assets		(a) Beginning of Year	(b) End of Year	a Total noninterest-bearing cash.....	1a			b Receivables (less allowance for doubtful accounts):				(1) Employer contributions	1b(1)			(2) Participant contributions.....	1b(2)			(3) Other.....	1b(3)			c General investments:				(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)			(2) U.S. Government securities.....	1c(2)			(3) Corporate debt instruments (other than employer securities):				(A) Preferred.....	1c(3)(A)			(B) All other.....	1c(3)(B)			(4) Corporate stocks (other than employer securities):				(A) Preferred.....	1c(4)(A)			(B) Common	1c(4)(B)			(5) Partnership/joint venture interests	1c(5)			(6) Real estate (other than employer real property)	1c(6)			(7) Loans (other than to participants).....	1c(7)			(8) Participant loans	1c(8)			(9) Value of interest in common/collective trusts	1c(9)			(10) Value of interest in pooled separate accounts	1c(10)			(11) Value of interest in master trust investment accounts	1c(11)			(12) Value of interest in 103-12 investment entities	1c(12)			(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)			(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)			(15) Other	1c(15)		
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1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property.....	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e).....	1f		

Liabilities

g Benefit claims payable.....	1g		
h Operating payables.....	1h		
i Acquisition indebtedness.....	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j).....	1k		

Net Assets

l Net assets (subtract line 1k from line 1f).....	1l		
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)		
(B) Participants	2a(1)(B)		
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock.....	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		
(3) Rents.....	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result.....	2b(4)(C)		
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate.....	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)		
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all expense amounts in column (b) and enter total	2j		

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☐ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☐ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name:

(2) EIN:

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

	Yes	No	N/A	Amount
a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)				
b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)				

		Yes	No	N/A	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c				
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d				
e Was this plan covered by a fidelity bond?	4e				
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f				
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g				
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h				
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i				
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j				
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k				
l Has the plan failed to provide any benefit when due under the plan?	4l				
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m				
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n				
o Did the plan trust incur unrelated business taxable income?	4o				
p Were in-service distributions made during the plan year?	4p				

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☐ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☐ Yes ☐ No ☐ Not determined

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

Attachment to 2015 Form 5500
Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN **EIN:** 86-0845127
Plan Sponsor's Name THE PROVIDENCE SERVICE CORPATION **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BLK LP INDEX 2025 FUND - INST	REGISTERED INVESTMENT COMPANY		1,649,270
	DFA EMG MKT CORE EQ - I	REGISTERED INVESTMENT COMPANY		70,315
	VANGUARD TOT BND MKT IND- ADM	REGISTERED INVESTMENT COMPANY		2,210,198
	BLK LP INDEX 2045 FUND - INST	REGISTERED INVESTMENT COMPANY		1,841,661
	BLK LP INDEX 2050 FUND - INST	REGISTERED INVESTMENT COMPANY		2,357,597
	BLK LP INDEX RET FUND - INST	REGISTERED INVESTMENT COMPANY		4,845,707
	DFA US SMALL CAP VAL PORT INST	REGISTERED INVESTMENT COMPANY		1,160,416

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN **EIN:** 86-0845127
Plan Sponsor's Name THE PROVIDENCE SERVICE CORPATION **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	BLK LP INDEX 2055 FUND - INST	REGISTERED INVESTMENT COMPANY		3,018,724
	DFA INTL CORE EQUITY PORT INST	REGISTERED INVESTMENT COMPANY		1,716,804
	BLK LP INDEX 2035 FUND INST	REGISTERED INVESTMENT COMPANY		1,684,485
	DIMENSIONAL GL AL 60/40 PORT I	REGISTERED INVESTMENT COMPANY		718,578
	DFA REAL ESTATE SEC PORT INST	REGISTERED INVESTMENT COMPANY		139,996
	BLK LP INDEX 2040 FUND - INST	REGISTERED INVESTMENT COMPANY		4,334,209
	VANGUARD MID CAP INDEX - ADM	REGISTERED INVESTMENT COMPANY		2,619,144

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN **EIN:** 86-0845127
Plan Sponsor's Name THE PROVIDENCE SERVICE CORPATION **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DFA US LARGE CO FUND I	REGISTERED INVESTMENT COMPANY		3,610,922
	DFA INFLATION PROT SEC INST	REGISTERED INVESTMENT COMPANY		15,888
	BLK LP INDEX 2030 FUND INST	REGISTERED INVESTMENT COMPANY		4,983,489
	DFA US SM CAP PORTFOLIO INST	REGISTERED INVESTMENT COMPANY		934,676
	BLK LP INDEX 2020 FUND INST	REGISTERED INVESTMENT COMPANY		2,701,322
	DFA FIVE YR GLOB FIXED INC I	REGISTERED INVESTMENT COMPANY		799,635
	VANGUARD GROWTH INDEX FUND ADM	REGISTERED INVESTMENT COMPANY		3,124,260

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Schedule H, line 4i - Schedule of Assets (Held at End of Year)

Plan Name THE PROVIDENCE SERVICE CORPORATION RETIREMENT SAVINGS PLAN **EIN:** 86-0845127
Plan Sponsor's Name THE PROVIDENCE SERVICE CORPATION **PN:** 001

(a)	(b) Identity of issue, borrower, lessor, or similar party	(c) Description of investment including maturity date, rate of interest, collateral, par, or maturity value.	(d) Cost	(e) Current value
	DFA US LARGE CAP VALUE PORT I	REGISTERED INVESTMENT COMPANY		1,685,265
	PARTICIPANT LOANS	INTEREST RATES (4.25% TO 9.25%)		1,514,345
	WELLS FARGO STABLE VALUE C	COMMON/COLLECTIVE TRUST		5,653,284