



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

Mail Stop 3561

January 11, 2017

David Shackelton  
Chief Financial Officer  
The Providence Service Corporation  
700 Canal Street, Third Floor  
Stamford, CT 06902

**Re: The Providence Service Corporation  
Form 10-Q for Fiscal Quarter Ended September 30, 2016  
Filed November 9, 2016  
File No. 001-34221**

Dear Mr. Shackelton:

We have completed our review of your filing. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Sincerely,

/s/ Lyn Shenk

Lyn Shenk  
Branch Chief  
Office of Transportation and Leisure