## FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

	OMB APPRO	VAL
l	OMB Number:	3235-0287
	Estimated average burde	en
l	hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

														_							
1. Name and Address of Reporting Person* <u>Carter, Cole G.</u>						2. Issuer Name and Ticker or Trading Symbol CoreCivic, Inc. [ CXW ]									5. Relationship of Reporting Person(s) to Issuer (Check all applicable)						
<u>Carter,</u>	Cole G.									_						Direc	ctor	1	)% O	wner	
							2. Date of Farling Transporting (Marth (Bay))									Offic belov	er (give title w)		Other (specify below)		
(Last) (First) (Middle)						3. Date of Earliest Transaction (Month/Day/Year) 02/20/2019										SVE	General C	Counsel S	ecret	tar	
C/O CORECIVIC						02/20/2019										5,1	, ocherur c	Journsel, D	ccrc	tui.	
10 BURTON HILLS BLVD.																					
TO DOKTOM HILLS DEVD.						4. If Amendment, Date of Original Filed (Month/Day/Year)									6. Individual or Joint/Group Filing (Check Applicable						
,					-   4. "	4. II Amenument, Date of Original Filed (Month/Day/Year)									Line)						
(Street)															X	Forn	n filed by One	e Reporting	Perso	on	
NASHVI	LLE 7	<sup>C</sup> N	37215														•				
					.											Pers	n filed by Mor on	e man One	керс	orung	
(City)	(	State)	(Zip)																		
(City)		State)	(Ζιμ)																		
		Tab	le I - No	n-Deriv	ative	Se	curitie	s Acc	quired	, Dis	posed o	f, o	r Ben	efici	ally	Owne	ed				
1. Title of S	ecurity (In	str. 3)		2. Transa	action	tion 2A. Deemed 3. 4. Securities Acquired										5. Amount of 6.			7. Nature		
	• •	•		Date (Month/D	/V	Execution Date,							Of (D) (Instr. 3, 4 and		Beneficial Owned Fo			Form: Dire (D) or Indir		of Indirect Beneficial Ownership	
				(WOILLINE	ayriea	y/Year) if any (Month/Day/Year)			Code (Instr. 8)				d Following	(I) (Instr. 4)							
						( , , , , ,		-	<u> </u>			(4)			Re		ted			(Instr. 4)	
							Code	V	Amount		(A) or (D)	Price		Transaction(s) (Instr. 3 and 4)							
Common Stock 02/20/2						/2019					15,815	o <sup>(1)</sup> A \$2		\$21	.34 15,815		5,815	D			
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																				
		la = .:	1	1			<u> </u>	-				_								44 31 1	
1. Title of Derivative	2. Conversio	3. Transaction Date	3A. Deem Execution	n Date,	4. Transa	ction	ion of str. Derivative		6. Date Exercisable and Expiration Date (Month/Day/Year)			7. Title and Amount of			8. Price of Derivative Security		9. Number o derivative	f 10. Owners	hip	11. Nature of Indirect	
Security	or Exercis		if any		Code (							Sec	Securities				Securities	Form:	٠.	Beneficial	
(Instr. 3) Price of (Month/Day/Year) 8 Derivative Security				ay/Year) 8)				Securities				Underlying			(Instr. 5)		Beneficially Owned	Direct (		Ownership (Instr. 4)	
					Acquired (A) or Disposed			Derivative Security (Instr.				str. 3	3		Following	(I) (Inst		(Instr. 4)			
								and 4)						Reported		_					
				of (D) (Instr. 3, 4										Transaction (Instr. 4)	(s)						
								and 5)									(1113ti. <del>4</del> )	- 1			
				ŀ		<del>-                                     </del>						Amount		ount							
										or	ount			i							
							D-4-		Fiti.			mber									
					Code	v	(A)		Date Exercisa	Date Expiration Exercisable Date		Title Shares		ares							

## **Explanation of Responses:**

1. Represents restricted stock units (RSU's) granted to the Reporting Person on February 20, 2019 (the Grant Date). Each RSU represents a contingent right to receive one share of the Issuer's common stock. The RSU's vest annually in one-third increments on the later of the (i) first, second, and third anniversary of the award or (ii) the date on which the Company's annual report on Form 10-K is filed in each respective year.

## Remarks:

/s/ Cameron Hopewell, Attorney-in-Fact 02/22/2019

\*\* Signature of Reporting Person Date

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

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.