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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 27, 2016

Corrections Corporation of America
(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction
of Incorporation)

001-16109
(Commission
File Number)

62-1763875
(I.R.S. Employer
Identification No.)

10 Burton Hills Boulevard, Nashville, Tennessee 37215
(Address of principal executive offices) (Zip Code)

(615) 263-3000
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.05. Costs Associated with Exit or Disposal Activities.

On September 27, 2016, Corrections Corporation of America (“CCA” or the “Company”) commenced a restructuring of the Company’s corporate operations and implementation of a cost reduction plan. CCA expects that 50 to 55 full time positions will be eliminated as a result of the restructuring, or approximately 12% of the corporate workforce at its headquarters. The restructuring realigns the corporate structure to more effectively serve facility operations and support the progression of CCA’s business diversification strategy. CCA expects to report a charge in the third quarter of 2016 of approximately \$4.0 million associated with this restructuring. This charge primarily consists of cash payments for severance and related benefits to terminated employees and a non-cash charge associated with the voluntary forfeiture by CCA’s chief executive officer of a restricted stock unit award.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 27, 2016, CCA entered into an agreement (the “RSU Cancellation Agreement”) with Damon T. Hininger, CCA’s President and Chief Executive Officer, pursuant to which, at Mr. Hininger’s voluntary request in connection with the cost reduction plan, the restricted stock unit award granted to him on February 19, 2016, consisting of 70,817 restricted stock units, was cancelled. In addition, pursuant to the RSU Cancellation Agreement, CCA and Mr. Hininger acknowledged Mr. Hininger’s request that CCA not grant him an annual equity-based compensation award in 2017. The foregoing actions were taken solely on Mr. Hininger’s initiative and were not initiated or requested by CCA. The fair value of the cancelled restricted stock unit award on its grant date of February 19, 2016 was \$2.0 million. Unrecognized compensation expense on this award of approximately \$1.7 million is included in the estimated restructuring charge.

The foregoing summary is qualified in its entirety by reference to the RSU Cancellation Agreement, a copy of which is filed as Exhibit 10.1 hereto and is incorporated in this Item 5.02 by reference.

Item 7.01. Regulation FD Disclosure.

On September 27, 2016, CCA issued a press release announcing the restructuring plan. A copy of the press release is attached hereto as Exhibit 99.1. The information contained in Item 7.01 and in the attached Exhibit 99.1 is furnished to and not filed with the Securities and Exchange Commission, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Securities Exchange Act of 1934, as amended, except as shall be expressly set forth by specific reference in such filing.

This Form 8-K and the attached Exhibit 99.1 contain statements as to CCA’s beliefs and expectations of the outcome of future events – such as CCA’s workforce reduction (and the expected related restructuring charge and the expected impact on future expenses) – that are “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include, but are not limited to, the risks and uncertainties associated with: (i) the inherent uncertainty regarding the timing and amount of severance and other costs, and the potential resulting future savings, associated with the restructuring and the related workforce reduction, (ii) general economic and market conditions, including the impact governmental budgets can have on CCA’s per diem rates, occupancy, and overall utilization; (iii) fluctuations in CCA’s operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (iv) CCA’s ability to obtain and maintain correctional, detention, and residential reentry facility management contracts, including, but not limited to, sufficient governmental appropriations, contract compliance and as a result of inmate disturbances; (v) changes in the privatization of the corrections and detention industry, the public acceptance of CCA’s services, the timing of the opening of and demand for new prison, detention, and residential reentry facilities and the commencement of new management contracts, as well as CCA’s ability to utilize current available beds and new capacity as new development and expansion projects are completed; (vi) changes in government policy regarding the utilization of the private sector for corrections and detention capacity and CCA’s services by the U.S. Department of Justice and the Department of Homeland Security; (vii) changes in government policy and in legislation and regulation of the corrections and detention industry that affect CCA’s business, including but not limited to, California’s utilization of out-of-state private correctional capacity and the continued utilization of the South Texas Family Residential Center by U.S. Immigration and Customs Enforcement under terms of the current contract, and the impact of any changes to immigration reform and sentencing laws (CCA does not, under longstanding policy, lobby for or against policies or legislation that would determine the basis for, or duration of, an individual’s incarceration or detention.); (viii) CCA’s ability to successfully integrate operations of our acquisitions and realize projected returns resulting therefrom; (ix) the ability to attract and retain key personnel; (x) escalation in salaries, wages, incentives and the costs of providing employee health care; (xi) CCA’s ability to meet and maintain qualification for taxation as a REIT; (xii) the availability of debt and equity financing on terms that are favorable to CCA; and (xiii) increases in costs to construct or expand correctional and other facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond CCA’s control, such as weather, labor conditions and material shortages, resulting in delays and increased costs. Other factors that could cause operating and financial results to differ are described in the filings CCA makes from time to time with the Securities and Exchange Commission.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 10.1 Restricted Stock Unit Award Cancellation Agreement dated September 27, 2016 between CCA and Damon T. Hininger

Exhibit 99.1 Press Release dated September 27, 2016

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

CORRECTIONS CORPORATION OF AMERICA

Date: September 27, 2016

By: /s/ David M. Garfinkle

David M. Garfinkle
Executive Vice President and
Chief Financial Officer

CORRECTIONS CORPORATION OF AMERICA

RESTRICTED STOCK UNIT AWARD CANCELLATION AGREEMENT

This Restricted Stock Unit Award Cancellation Agreement (this “**Agreement**”), is made as of September 27, 2016 (the “**Effective Date**”), by and between Corrections Corporation of America, a Maryland corporation (the “**Company**”), and Damon T. Hininger (the “**Executive**”).

WHEREAS, on February 19, 2016, the Company granted to the Executive an award (the “**RSU Award**”) of 70,817 restricted stock units covering shares of the Company’s common stock and dividend equivalent rights with respect thereto (the “**RSUs**”), pursuant to the Company’s Amended and Restated 2008 Stock Incentive Plan (the “**Plan**”) and that certain Restricted Stock Unit Award Agreement between the Company and Executive, dated as of February 19, 2016 (the “**Award Agreement**”);

WHEREAS, the Executive has voluntarily requested that the Company cancel and terminate the RSU Award and the RSUs without the payment of consideration therefor, and the Company has agreed to such cancellation and termination; and

WHEREAS, the Executive has voluntarily requested that the Company not grant him an annual equity-based compensation award in 2017.

NOW, THEREFORE, in consideration of the covenants and undertakings contained herein, and for other good and valuable consideration, the sufficiency of which is hereby acknowledged, the Company and the Executive hereby agree as follows:

1. Cancellation of RSUs. Effective as of the Effective Date, and at the Executive’s request, (a) the RSU Award and the RSUs, and all of Executive’s rights with respect thereto, are hereby cancelled and terminated without payment of consideration therefor, and (b) the Award Agreement shall terminate and be of no further force or effect, and neither the Company nor the Executive shall have any further rights or obligations thereunder.

2. Relinquishment of Rights. Executive hereby waives, relinquishes and gives up all of Executive’s right, title and interest in or to the RSU Award, the RSUs and any shares underlying the RSU Award and the RSUs (including under the Award Agreement and, as it relates to the RSU Award and the RSUs, the Plan).

3. Acknowledgement. The Company and the Executive acknowledge and agree that Executive has requested that the Company not grant Executive an annual equity-based compensation award in 2017.

4. Further Actions. The Executive agrees to take any and all actions, and to execute and deliver any and all documents, that may be requested by the Company in order to accomplish the transactions contemplated by this Agreement or to effectuate the intent hereof.

5. Tax Consequences. The Company is making no warranties or representations to the Executive with respect to the tax consequences of the transactions contemplated by this Agreement. The Executive is hereby advised to consult with the Executive's own personal legal, accounting, tax and/or financial professional advisors with respect to the tax consequences associated with transactions contemplated by this Agreement.

6. Representations. The Executive represents that the Executive has read and considered all aspects of this Agreement, that the Executive understands all of its provisions, and that the Executive is voluntarily entering into this Agreement.

7. Governing Law. This Agreement shall be construed, administered and enforced according to the laws of the State of Maryland without regard to the conflicts of law provisions thereof.

8. Severability. The invalidity or unenforceability of any provision of this Agreement shall not affect the validity or enforceability of any other provision of this Agreement.

9. Entire Agreement. This Agreement constitutes the entire and complete agreement between the Company and the Executive with respect to the subject matter hereof and supersedes any and all other agreements or arrangements, whether oral or written, between the Company and the Executive (or any predecessor or representative thereof) with respect to the subject matter hereof.

10. Counterparts. This Agreement may be executed in two or more counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, the Company and the Executive have caused this Agreement to be executed as of the date first above written.

CORRECTIONS CORPORATION OF AMERICA
a Maryland corporation

By: /s/ David M. Garfinkle
Name: David M. Garfinkle
Title: Executive Vice President and
Chief Financial Officer

EXECUTIVE

/s/ **Damon T. Hininger**
Damon T. Hininger



News Release

Contact: Investors: Cameron Hopewell - Managing Director, Investor Relations - (615) 263-3024
Media: Steve Owen - Managing Director, Communications - (615) 263-3107

CCA ANNOUNCES CORPORATE RESTRUCTURING AND COST REDUCTION PLAN

NASHVILLE, Tenn. – September 27, 2016 – Corrections Corporation of America (NYSE: CXW) (the “Company” or “CCA”), America’s largest owner of partnership correctional, detention, and reentry facilities, today announced a restructuring of the Company’s corporate operations and implementation of a cost reduction plan. CCA expects that 50 to 55 full time positions will be eliminated as a result of the restructuring, or approximately 12% of the corporate workforce at its headquarters. The restructuring realigns the corporate structure to more effectively serve facility operations and support the progression of CCA’s business diversification strategy.

CCA expects to report a charge in the third quarter of 2016 of approximately \$4.0 million associated with this restructuring. This charge primarily consists of cash payments for severance and related benefits to terminated employees and a non-cash charge associated with the voluntary forfeiture by CCA’s chief executive officer of a restricted stock unit award, as further described hereafter. The impact of these staffing reductions, together with the implementation of the cost reduction plan, are expected to result in expense savings of approximately \$9.0 million in 2017, most of which are general and administrative expenses. A substantial portion of these expense savings will commence in the fourth quarter of 2016.

“Recognizing the continuing evolution of our core corrections and detention businesses, and our strategy to grow our reentry and real estate platforms, we conducted a thorough review of our corporate structure to optimize our support of both existing and future operations,” said Damon T. Hininger, CCA’s President and Chief Executive Officer. “Proactively addressing the challenges and opportunities of our business means very difficult decisions must be made, and our most immediate concern is for the welfare of the employees affected by the restructuring,” continued Hininger. “Together with the ongoing initiatives that are diversifying our business model, I am confident this restructuring and cost reduction plan will better position CCA for long-term value creation for our shareholders.”

In support of the cost reduction plan, Mr. Hininger volunteered to forfeit restricted stock units awarded to him on February 19, 2016, and requested CCA’s compensation committee to not award him any equity-based compensation in 2017. This includes the forfeiture of all accrued dividend equivalents that would have been paid to Mr. Hininger thereunder. The fair value of the forfeited restricted stock unit award on the grant date of February 19, 2016 was \$2.0 million. Unrecognized compensation expense on this award of approximately \$1.7 million is included in the estimated restructuring charge.

10 Burton Hills Boulevard, Nashville, Tennessee 37215, Phone: 615-263-3000

“This entirely voluntary gesture by Damon regarding his compensation demonstrates the serious and personal way the team is working to ensure CCA is poised for long-term success,” said Mark A. Emkes, Non-Executive Chairman of CCA’s Board of Directors. “In my experience, this type of gesture is rare but it is a testament to Damon’s leadership and character, and he has the Board’s gratitude and full support. We are confident the company will be well positioned for the future under his guidance.”

About CCA

CCA, a publicly traded real estate investment trust (REIT), is the nation’s largest owner of partnership correctional, detention, and residential reentry facilities and one of the largest prison operators in the United States. We own or control 74 correctional, detention and reentry facilities, with a design capacity of approximately 75,000 beds, and manage 11 additional facilities owned by our government partners with a total design capacity of approximately 14,000 beds, in 20 states and the District of Columbia. CCA specializes in owning, operating and managing prisons and other correctional facilities and providing residential, community reentry and prisoner transportation services for governmental agencies. In addition to providing fundamental residential services, our facilities offer a variety of rehabilitation and educational programs, including basic education, faith-based services, life skills and employment training and substance abuse treatment. These services are intended to help reduce recidivism and to prepare offenders for their successful reentry into society upon their release.

Forward-Looking Statements

This press release contains statements as to our beliefs and expectations of the outcome of future events – such as CCA’s workforce reduction (and the expected related restructuring charge and the expected impact on future expenses) – that are “forward-looking” statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include, but are not limited to, the risks and uncertainties associated with: (i) the inherent uncertainty regarding the timing and amount of severance and other costs, and the potential resulting future savings, associated with the restructuring and the related workforce reduction, (ii) general economic and market conditions, including the impact governmental budgets can have on our per diem rates, occupancy, and overall utilization; (iii) fluctuations in our operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (iv) our ability to obtain and maintain correctional, detention, and residential reentry facility management contracts, including, but not limited to, sufficient governmental appropriations, contract compliance and as a result of inmate disturbances; (v) changes in the privatization of the corrections and detention industry, the public

acceptance of our services, the timing of the opening of and demand for new prison, detention, and residential reentry facilities and the commencement of new management contracts, as well as our ability to utilize current available beds and new capacity as new development and expansion projects are completed; (vi) changes in government policy regarding the utilization of the private sector for corrections and detention capacity and our services by the U.S. Department of Justice and the Department of Homeland Security; (vii) changes in government policy and in legislation and regulation of the corrections and detention industry that affect our business, including but not limited to, California's utilization of out-of-state private correctional capacity and the continued utilization of the South Texas Family Residential Center by U.S. Immigration and Customs Enforcement under terms of the current contract, and the impact of any changes to immigration reform and sentencing laws (Our company does not, under longstanding policy, lobby for or against policies or legislation that would determine the basis for, or duration of, an individual's incarceration or detention.); (viii) our ability to successfully integrate operations of our acquisitions and realize projected returns resulting therefrom; (ix) the ability to attract and retain key personnel; (x) escalation in salaries, wages, incentives and the costs of providing employee health care; (xi) our ability to meet and maintain qualification for taxation as a REIT; (xii) the availability of debt and equity financing on terms that are favorable to us; and (xiii) increases in costs to construct or expand correctional and other facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond our control, such as weather, labor conditions and material shortages, resulting in delays and increased costs. Other factors that could cause operating and financial results to differ are described in the filings we make from time to time with the Securities and Exchange Commission.

CCA takes no responsibility for updating the information contained in this press release following the date hereof to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events or for any changes or modifications made to this press release or the information contained herein by any third-parties, including, but not limited to, any wire or internet services.

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