

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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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

1. Name and Address of Reporting Person* <u>OVERBY CHARLES L</u> (Last) (First) (Middle) <u>CORECIVIC, INC.</u> <u>10 BURTON HILLS BOULEVARD</u> (Street) <u>NASHVILLE TN 37215</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CoreCivic, Inc. [CXW]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/13/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/13/2018		M		15,820 ⁽¹⁾	A	\$13.15 ⁽¹⁾	57,067	D	
Common Stock	08/13/2018		M		14,282 ⁽¹⁾	A	\$17.66 ⁽¹⁾	71,349	D	
Common Stock	08/13/2018		M		5,722 ⁽¹⁾	A	\$22.42 ⁽¹⁾	77,071	D	
Common Stock	08/13/2018		M		7,888 ⁽¹⁾	A	\$22.34 ⁽¹⁾	84,959	D	
Common Stock	08/13/2018		S		43,712	D	\$25.2611 ⁽²⁾	41,247	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$13.15 ⁽¹⁾	08/13/2018		S		15,820 ⁽¹⁾		05/14/2010 ⁽³⁾	05/14/2019	Common Stock	15,820	\$0.00	69,139	D	
Stock Option (Right to Buy)	\$17.66 ⁽¹⁾	08/13/2018		S		14,282 ⁽¹⁾		05/13/2011 ⁽³⁾	05/13/2020	Common Stock	14,282	\$0.00	54,857	D	
Stock Option (Right to Buy)	\$22.42 ⁽¹⁾	08/13/2018		S		5,722 ⁽¹⁾		05/12/2012 ⁽³⁾	05/12/2021	Common Stock	5,722	\$0.00	49,135	D	
Stock Option (Right to Buy)	\$22.34 ⁽¹⁾	08/13/2018		S		7,888 ⁽¹⁾		03/16/2013 ⁽³⁾	03/16/2022	Common Stock	7,888	\$0.00	41,247	D	

Explanation of Responses:

- As adjusted to reflect an increase in the number of shares underlying the option and a decrease in the per share exercise price of such option as a result of the special dividend paid in connection with our REIT conversion to stockholders of record on April 19, 2013.
- The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.495, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- Option vests in full on the first anniversary date of the grant.

Remarks:

/s/ Cameron Hopewell,
Attorney-in-Fact

08/14/2018

** Signature of Reporting Person Date

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

* 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.

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