

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>JACOBI C MICHAEL</u> (Last) (First) (Middle) <u>C/O CORECIVIC</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>02/10/2017</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	02/10/2017		S		63,896	D	\$30.7382 ⁽¹⁾	17,390	D	
Common Stock	02/13/2017		M		14,105 ⁽²⁾	A	\$25.84 ⁽²⁾	31,495	D	
Common Stock	02/13/2017		S		14,105	D	\$31.3984	17,390	D	
Common Stock	02/13/2017		M		15,820 ⁽²⁾	A	\$21.94 ⁽²⁾	33,210	D	
Common Stock	02/13/2017		S		15,820	D	\$31.3984	17,390	D	
Common Stock	02/13/2017		M		5,722 ⁽²⁾	A	\$22.42 ⁽²⁾	23,112	D	
Common Stock	02/13/2017		S		5,722	D	\$31.3984	17,390	D	
Common Stock	02/13/2017		M		7,888 ⁽²⁾	A	\$22.34 ⁽²⁾	25,278	D	
Common Stock	02/13/2017		S		7,888	D	\$31.3984	17,390	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				
Non-Employee Director Stock Option (Right to Buy)	\$25.84 ⁽²⁾	02/13/2017		M		14,105 ⁽²⁾		05/10/2008	05/10/2017	CXW Common Stock	14,105	\$0.00	0	D	
Non-Employee Director Stock Option (Right to Buy)	\$21.94 ⁽²⁾	02/13/2017		M		15,820 ⁽²⁾		05/16/2009	05/16/2018	CXW Common Stock	15,820	\$0.00	0	D	
Non-employee Director Stock Option (Right to Buy)	\$22.42 ⁽²⁾	02/13/2017		M		5,722 ⁽²⁾		05/12/2012	05/12/2021	CXW Common Stock	5,722	\$0.00	0	D	
Non-Employee Director Stock Option (Right to Buy)	\$22.34 ⁽²⁾	02/13/2017		M		7,888 ⁽²⁾		03/16/2013	03/16/2022	CXW Common Stock	7,888	\$0.00	0	D	

Explanation of Responses:

1. This transaction was executed in multiple trades at prices ranging from \$30.70 to \$30.89. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number of shares and prices at which the transaction was effected.

2. 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 to stockholders of record on April 19, 2013 in connection with the Issuer's REIT conversion.

Remarks:

/s/Cameron Hopewell Attorney-
in-Fact

02/13/2017

** 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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