# UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

SCHEDULE 13D Under the Securities Exchange Act of 1934 (Amendment No. 1)\*

(Amendment No. 1)*
CORRECTIONS CORPORATION OF AMERICA
(Name of Issuer)
Common Stock, \$0.01 par value
(Title of Class of Securities)
22025Y407
(CUSIP Number)
Keith Meister
Corvex Management LP
712 Fifth Avenue, 23 <sup>rd</sup> Floor
Nia - Xanla Nia - Xanla 10010

Richard T. McGuire Marcato Capital Management LLC 235 Pine Street, Suite 1650 San Francisco, California 94104 (415) 796-6350

(212) 474-6700

Copies to: Julie M. Allen, Esq. Proskauer Rose LLP 11 Times Square New York, New York 10036 (212) 969-3000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

# May 4, 2012

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 249.13d-1(g), check the following box. □

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See §240.13d-7 for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

I.R.S. Identification Nos. of above persons (entities only) Corvex Management LP  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a)						Persons.	orting l	Names of Rep	1.	
Check the Appropriate Box if a Member of a Group (See Instructions)				ly)	ove persons (entities					
A   Source of funds   See Instructions)   WC   O   O   O   O   O   O   O   O   O										
SEC Use only				ee Instructions)	a Member of a Grou	ate Box if a	propria	Check the App	2.	
3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0  11. Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o						X		(a)		
4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Each Reporting Person With:  Each Reporting Person With:  10. Shared Dispositive Power 0  11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o							••••	(b)		
5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0 9. Sole Dispositive Power 4,960,000 10. Shared Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o								SEC Use only	3.	
6. Citizenship or Place of Organization Delaware  Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0 9. Sole Dispositive Power 4,960,000 10. Shared Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				WC	ons)	Instruction	ds (See	Source of fund	4.	
Number of Shares Beneficially Owned by Each Reporting Person With:  1. Sole Voting Power 4,960,000  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0  11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o		0	s 2(d) or 2(e)	Pursuant to Items	roceedings Is Requir	of Legal Pro	osure o	Check if disclo	5.	
Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0  11. Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				Delaware	zation	of Organiza	Place o	Citizenship or	6.	
Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0 9. Sole Dispositive Power 4,960,000 10. Shared Dispositive Power 0 11 Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000 12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o								•		
Each Reporting Person With:    Part				960,000	ting		7.			
9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0  Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				0	Voting Power	Shared V	8.	y Owned by		
11 Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				4,960,000	spositive Power	Sole Disp	9.			
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o				0	Dispositive Power	Shared D	10.			
***************************************			4,960,000	rting Person	ly Owned by Each R	Beneficially	nount B	Aggregate Am	11	
13. Percent of Class Represented by Amount in Row (11) 4.98% based on 99,542,077 shares of common		0	(See Instructions)	Certain Shares (	nt in Row (11) Exclu	ate Amount	ggrega	Check if the A	12.	
	n stock,	77 shares of common sto	6 based on 99,542,077	4.98%	y Amount in Row (	resented by	ss Repi	Percent of Cla	13.	
\$0.01 par value (the "Shares"), of Corrections	s Corporation	res"), of Corrections Cor	par value (the "Shares	\$0.01						
of America (the "Issuer") outstanding as of Fe	ebruary 22,	outstanding as of Februa	nerica (the "Issuer") ou	of An						
2012, as reported in the Issuer's Annual Report	rt on Form	suer's Annual Report on	as reported in the Issue	2012,						
10-K for the fiscal year ended December 31, 2	2011	nded December 31, 2011	for the fiscal year ende	10-K						
14. Type of Reporting Person (See Instructions) PN, IA			A	PN, IA	Instructions)	erson (See	ting Pe	Type of Repor	14.	
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I.R.S. Identification Nos. of above persons (entities only) Keith Meister  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x (b)   3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization United States  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000  4,960,000	
2. Check the Appropriate Box if a Member of a Group (See Instructions)  (a)	
(a) x (b)	
3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization United States  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Voting Power 4,960,000  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization United States  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Voting Power 4,960,000  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e)  6. Citizenship or Place of Organization United States  Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Voting Power 4,960,000  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) 6. Citizenship or Place of Organization United States  Number of Shares Beneficially Owned by Each Reporting Person With:   7. Sole Voting 4,960,000 Power  8. Shared Voting Power 0 9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
6. Citizenship or Place of Organization United States  Sole Voting Power 4,960,000  Shares Beneficially Owned by Each Reporting Person With:  5. Sole Voting Power 0  Shared Voting Power 0  Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
Number of Shares Beneficially Owned by Each Reporting Person With:  7. Sole Voting 4,960,000 Power  8. Shared Voting Power 0 9. Sole Dispositive Power 4,960,000 10. Shared Dispositive Power 0	0
Number of Shares Beneficially Owned by Each Reporting Person With:  7 Power  8. Shared Voting Power  9. Sole Dispositive Power  4,960,000  10. Shared Dispositive Power  0	
Number of Shares Beneficially Owned by Each Reporting Person With:    Vertical Power   Power   0	
Number of Shares Beneficially Owned by Each Reporting Person With:  8. Shared Voting Power 0  9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
Each Reporting Person With:    Solid Dispositive Power   4,960,000	
9. Sole Dispositive Power 4,960,000  10. Shared Dispositive Power 0	
***************************************	
11 Aggregate Amount Beneficially Owned by Each Reporting Person 4,960,000	
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)	0
13. Percent of Class Represented by Amount in Row (11) 4.98% based on 99,542,077 Share	•
February 22, 2012, as reported in	
Report on Form 10-K for the fisca	ll year ended Decembe
31, 2011	
14. Type of Reporting Person (See Instructions) IN, HC	

CUSIP NO. 22025Y407 1.	Names of Rep	orting	Persons.						
	I.R.S. Identification Nos. of above persons (entities only)								
		ato, L.F							
2.	Check the App	oropria	te Box if a Member of a Gro	up (See	Instruct	tions)			
	(a)		X						
	(b)								
3.	SEC Use only								
4.	Source of fund	ls (See	Instructions)	'C					
5.	Check if disclo	osure o	f Legal Proceedings Is Requ	ired Pur	rsuant to	Items 2(d) or 2(e)		0	
6.	Citizenship or	Place o	of Organization		Delawai	re			
Number of Shares Beneficially Each Reporting Person With:		7. 8. 9. 10.	Sole Voting Power Shared Voting Power Sole Dispositive Power Shared Dispositive Power		39,639 0 539,0				
11			Beneficially Owned by Each		_	***************************************	539,639		
12.			ate Amount in Row (11) Exc				-	0	
13.	Percent of Cla	ss Rep	resented by Amount in Row	(11)		February 22, 2012,	as reported	ares outstanding as of in the Issuer's Annual scal year ended Decer	l
14.	Type of Reporting Person (See Instructions)					PN			

CUSIP NO. 22025Y407									
1.	Names of Rep	orting	Persons.						
	I.R.S. Identification Nos. of above persons (entities only)								
	Marca	ato II, I	Ĺ.P.						
2.	Check the App	oropria	te Box if a Member of a Gi	oup (S	ee Instructi	ons)			
	(a)		X						
	(b)								
3.	SEC Use only								
4.	Source of fund	ls (See	Instructions)		WC				
5.	Check if discle	osure o	f Legal Proceedings Is Req	uired I	Pursuant to	Items 2(d) or 2(e)		0	
6.	Citizenship or	Place	of Organization		Delawar	<u>,                                     </u>			
			-						
		7.	Sole Voting Power	0					
Number of Shares Beneficiall		8.	Shared Voting Power		159,304			-	
Each Reporting Person With:		9.	Sole Dispositive Power		0				
		10.	Shared Dispositive Powe	r	159,3	04			
11	Aggregate Am	ount E	eneficially Owned by Each	ı Repo	rting Persor	n 15	9,304		
12.	Check if the A	ggrega	te Amount in Row (11) Ex	cludes	Certain Sha	ares (See Instructions)		0	
13.	Percent of Class Represented by Amount in Row (11)  0.16% based on 99,542,077 Shares outstanding a							s outstanding as	of
					I	February 22, 2012, as re	eported in t	the Issuer's Annu	ıal
					J	Report on Form 10-K fo	or the fisca	l year ended Dec	ember
					3	31, 2011			

PN

Type of Reporting Person (See Instructions)

14.

I.R.S. Identification Nos. of above persons (entities only)  Marcato International Master Fund Ltd.  2. Check the Appropriate Box if a Member of a Group (See Instructions) (a) x (b)	1.	Names of Rep	orting l	Persons.							
2. Check the Appropriate Box if a Member of a Group (See Instructions)  (a) x (b)   3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Cayman Islands  Number of Shares Beneficially Owned by Each Reporting Person With:  2. Sole Voting Power 1,897,080  2. Sole Dispositive Power 0  3. Shared Voting Power 1,897,080  11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,897,080  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 1,91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's AReport on Form 10-K for the fiscal year ended					only)	)					
A		Marc	ato Inte	rnational Master Fund Ltd.							
Sec Use only	2.	Check the Ap	propriat	e Box if a Member of a Group	(See	Instructi	ions)				
3. SEC Use only  4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Cayman Islands  Number of Shares Beneficially Owned by Each Reporting Person With:    Sole Voting		(a)		X							
4. Source of funds (See Instructions) WC  5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Cayman Islands  Number of Shares Beneficially Owned by Each Reporting Person With:  Each Reporting Person With:  2. Sole Voting Power 2. Sole Dispositive Power 3. Shared Voting Power 4. Sole Dispositive Power 5. Sole Dispositive Power 6. Shared Voting Power 7. Sole Voting Power 8. Shared Voting Power 9. Sole Dispositive Power 1,897,080  10. Shared Dispositive Power 1,897,080  11. Aggregate Amount Beneficially Owned by Each Reporting Person 1,897,080  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended		(b)									
5. Check if disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e) o  6. Citizenship or Place of Organization Cayman Islands  Number of Shares Beneficially Owned by Each Reporting Person With:  2. Sole Voting Power  8. Shared Voting Power  9. Sole Dispositive Power  1,897,080  10. Shared Dispositive Power  1,897,080  11. Aggregate Amount Beneficially Owned by Each Reporting Person  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  13. Percent of Class Represented by Amount in Row (11)  1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's AReport on Form 10-K for the fiscal year ended	3.	SEC Use only	7								
6. Citizenship or Place of Organization Cayman Islands  Number of Shares Beneficially Owned by Each Reporting Person With:  2. Sole Voting Power 1,897,080  9. Sole Dispositive Power 0  10. Shared Dispositive Power 1,897,080  11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,897,080  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) 0  13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended	4.	Source of fun	ds (See	Instructions)	W	/C					
Number of Shares Beneficially Owned by Each Reporting Person With:  1. Sole Voting Power  8. Shared Voting Power  9. Sole Dispositive Power  1,897,080  10. Shared Dispositive Power  1,897,080  11 Aggregate Amount Beneficially Owned by Each Reporting Person  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions)  13. Percent of Class Represented by Amount in Row (11)  1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's AReport on Form 10-K for the fiscal year ended	5.	Check if discl	osure o	f Legal Proceedings Is Require	d Pu	rsuant to	Items 2(d)	or 2(e)		0	
Number of Shares Beneficially Owned by Each Reporting Person With:    Shared Voting Power   1,897,080	6.	Citizenship or Place of Organization					Islands		***************************************		
Number of Shares Beneficially Owned by Each Reporting Person With:    Shared Voting Power   1,897,080		_									
Number of Shares Beneficially Owned by Each Reporting Person With:    Shared Voting Power   1,897,080			7.	<u> </u>	0						
Each Reporting Person With:    8.   Shared Voting Power   1,897,080	Number of Shares Beneficial	v Owned by									
9. Sole Dispositive Power 0  10. Shared Dispositive Power 1,897,080  11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,897,080  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's AReport on Form 10-K for the fiscal year ended	•	5		***************************************	1	1,897,080	)				
11 Aggregate Amount Beneficially Owned by Each Reporting Person 1,897,080  12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended											
12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions) o  13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended				-			<u></u>				
13. Percent of Class Represented by Amount in Row (11) 1.91% based on 99,542,077 Shares outstanding February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended	11					_					
February 22, 2012, as reported in the Issuer's A Report on Form 10-K for the fiscal year ended	12.	Check if the A	$\lambda$ ggrega	te Amount in Row (11) Exclud	les C	ertain Sh	ares (See Iı	nstructions)		0	
Report on Form 10-K for the fiscal year ended	13.	Percent of Cla	ıss Repi	resented by Amount in Row (1		1.91% base	d on 99,54	2,077 Shar	es outstanding	g as of	
·											
21 2011							Report on I	Form 10-K	for the fisc	al year ended	Decembe
51, 2011							31, 2011				
14. Type of Reporting Person (See Instructions) OO	14.	Type of Repor	rting Pe	rson (See Instructions)	_	(	00				

CUSIP NO. 22025Y407									
1.	Names of Rep	orting	Persons.						
	I.R.S. Identific	cation 1	Nos. of above persons (entities	only)					
	Marca	ito Caj	oital Management LLC						
2.	Check the App	oropria	te Box if a Member of a Group	(See	Instructions)				
	(a)	<b></b>	X						
	(b)	***************************************							
3.	SEC Use only								
4.	Source of fund	ls (See	Instructions)	W	С				
5.	Check if disclo	osure c	of Legal Proceedings Is Require	ed Pur	suant to Items	2(d) or 2(e)	0		
6.	Citizenship or	Place	of Organization		Delaware				
			=11111						
		7.	Sole Voting	0					
Number of Shares Beneficially Each Reporting Person With:	y Owned by		Power						
		8.	Shared Voting Power	2	,596,023				
		9.	Sole Dispositive Power		0				
		10.	Shared Dispositive Power		2,596,023				
11	Aggregate Am	ount E	Beneficially Owned by Each Re	portir	ıg Person	2,596,023			
12.	Check if the A	ggrega	ate Amount in Row (11) Exclud	des Ce	ertain Shares (S	ee Instructions)	0		
13.	Percent of Cla	ss Rep	resented by Amount in Row (1	1)	2.61%	based on 99,542,077 Sha	ares outstanding as of		
					Februa	ry 22, 2012, as reported	in the Issuer's Annual		
					Report on Form 10-K for the fiscal year ended Decembe				
					31, 201	11			
14.	Type of Repor	ting Pe	erson (See Instructions)		IA				
				_					

CUSIP NO. 22025Y407									
1.	Names of Rep	orting	Persons.						
	I.R.S. Identification Nos. of above persons (entities only)								
	Richa	rd T. N	1cGuire						
2.	Check the App	oropria	te Box if a Member of a Grou	ıp (Se	e Instructions)				
	(a)		X						
	(b)								
3.	SEC Use only								
4.	Source of fund	ls (See	Instructions)	Ţ	VС				
5.	Check if discle	osure o	f Legal Proceedings Is Requi	red Pı	ursuant to Items 2(d)	or 2(e)	0		
6.	Citizenship or	Place	of Organization		United States				
			• • • • • • • • • • • • • • • • • • • •						
		7.	Sole Voting Power	0					
Number of Shares Beneficially Each Reporting Person With:	y Owned by	8.	Shared Voting Power		2,596,023				
		9.	Sole Dispositive Power		0				
		10.	Shared Dispositive Power		2,596,023				
11	Aggregate An	ount E	Beneficially Owned by Each F	Report	ing Person	2,596,023			
12.	Check if the A	ggrega	nte Amount in Row (11) Excl	ıdes (	Certain Shares (See I	Instructions)	0		
13.			resented by Amount in Row (		2.61% bas February 2	ed on 99,542,077 Sha 22, 2012, as reported i			
14.	Type of Repor	ting Pe	erson (See Instructions)		IN				

#### Item 1. Security and Issuer

Item 1 of the Schedule 13D is hereby amended and restated in its entirety as follows:

This Amendment No. 1 to the statement on Schedule 13D (this "Amendment No.1") amends and supplements the statement on Schedule 13D filed on March 26, 2012 (the "Original 13D," and, together with Amendment No. 1, the "Schedule 13D"), and relates to the common stock, par value \$0.01 per share (the "Shares"), of Corrections Corporation of America, a Maryland corporation (the "Issuer"). The address of the principal executive office of the Issuer is 10 Burton Hills Boulevard, Nashville, Tennessee 37215.

Except as specifically provided herein, this Amendment No. 1 does not modify any of the information previously reported in the Original 13D. Capitalized terms used but not otherwise defined in this Amendment No. 1 shall have the meanings ascribed to them in the Original 13D.

As of May 4, 2012, as reflected in this Amendment No. 1, the Reporting Persons beneficially owned an aggregate of 7,556,023 Shares (the "Subject Shares"), representing approximately 7.59% of the outstanding Shares. See also Item 3 and Item 6.

## Item 3. Source and Amount of Funds or Other Consideration

Item 3 of the Schedule 13D is hereby amended and supplemented as follows:

On April 24, 2012, the Corvex Funds used working capital to purchase 100,000 Shares reported herein and to acquire the call options referenced in Item 6. The total purchase price for such Shares was \$2,634,953 and for such call options was \$4,424,985.

## **Item 4. Purpose of Transaction**

Item 4 of the Schedule 13D is hereby supplemented as follows:

The Reporting Persons issued a press release on May 4, 2012, a copy of which is filed with this Schedule 13D as <u>Exhibit 99.4</u>. The press release is incorporated into this Item 4 by reference.

Prior to the issuance of the press release, the Reporting Persons met with management of the Issuer and the chairman of the board of directors of the Issuer, and had several subsequent discussions, in each case, regarding the potential REIT conversion of the Issuer through a TRS structure ("Project REIT"). The Reporting Persons intend to monitor the Issuer's progress on Project REIT. The Reporting Persons will seek to have further conversations and meetings with one or more of management, the board, the Issuer's advisors, other stockholders of the Issuer and other persons to discuss this matter.

The Reporting Persons will review their investment in the Issuer on a continuing basis and may, from time to time, acquire or cause to be acquired additional Shares and/or other equity securities, debt, notes, other securities or derivatives or other instruments that are based on or relate to the value of the Shares or the Issuer (collectively, "Securities"), or dispose or cause to be disposed some or all of their Securities, engage in lending, short-selling or hedging or similar transactions with some or all of their Securities, or may continue to hold the Securities, depending on the progress and prospects for Project REIT and their perceptions of the Issuer's commitment to Project REIT, business, market and industry conditions, their continuing evaluation of the business, financial position, prospects and strategic direction of the Issuer, actions taken by the Issuer's board, price levels of the Securities, general investment and trading policies of the Reporting Persons, other investment opportunities available to the Reporting Persons, and other factors, including changing their intention with respect to any or all matters referred to in this Item 4.

As disclosed in Item 3 and Item 5 of this Amendment to Schedule 13-D, Corvex has increased its position in the Shares by an amount that is less than 1% of the Issuer's outstanding Shares.

#### Item 5. Interest in Securities of the Issuer

(a), (b) Based upon the Issuer's Annual Report on Form 10-K for the fiscal year ended December 31, 2011, 99,542,077 Shares were outstanding as of February 22, 2012. Based on the foregoing, the Subject Shares represented approximately 7.59% of the Shares issued and outstanding as of such date.

Corvex, as the investment advisor to the Corvex Funds, may be deemed to have the sole power to vote or direct the vote of (and the sole power to dispose or direct the disposition of) 4,960,000 Shares, consisting of 2,685,000 Shares held by the Corvex Funds and 2,275,000 Shares underlying the call options referenced in Item 6 (the "Corvex Shares"). By virtue of his position as control person of the general partner of Corvex, Mr. Meister may be considered to beneficially own such Corvex Shares.

Marcato Fund I may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 539,639 Shares. Marcato Fund II may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 159,304 Shares. Marcato Master Fund may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 1,897,080 Shares. Marcato, as the general partner of Marcato Fund I and Marcato Fund II and the investment manager of Marcato Master Fund, may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) 2,596,023 Shares (the "Marcato Shares"). By virtue of Mr. McGuire's position as the managing member of Marcato, Mr. McGuire may be deemed to have the shared power to vote or direct the vote of (and the shared power to dispose or direct the disposition of) the Marcato Shares and, therefore, Mr. McGuire may be deemed to be the beneficial owner of the Marcato Shares.

The Corvex Reporting Persons disclaim beneficial ownership of the Marcato Shares, and the Marcato Reporting Persons disclaim beneficial ownership of the Corvex Shares.

- (c) Exhibit 99.3.1, which is incorporated by reference into this Item 5(c) as if restated in full herein, describes all of the transactions in the Shares that were effected during the past 60 days by the Reporting Persons for the benefit of the Corvex Funds and the Marcato Funds not set forth on Exhibit 99.3 to the Original 13D.
- (d) No other person is known to the Reporting Persons to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, the Subject Shares, except that dividends from, and proceeds from the sale of, (i) the Corvex Shares held by the accounts managed by Corvex may be delivered to such accounts and (ii) the Marcato Shares held by the accounts managed by Marcato may be delivered to such accounts.
- (e) Not applicable.

# Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 6 of the Schedule 13D is hereby amended and supplemented to add the following:

In addition, on April 24, 2012, the Corvex Reporting Persons purchased, in the over-the-counter market, American-style call options referencing an aggregate of 450,000 Shares at an exercise price of \$18.00 per Share, which expire on April 30, 2013. Also on April 24, 2012, the Corvex Funds sold, in the over-the counter-market, European-style put options referencing an aggregate of 450,000 Shares at an exercise price of \$18.00 per Share, which expire on the earlier of April 30, 2013 or the date on which the corresponding American-style call option described above in this paragraph is exercised.

Except for the arrangements described herein, to the best knowledge of the Reporting Persons, there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named and between such persons and any other person with respect to any securities of the Issuer, including, but not limited to, transfer or voting of any of the securities, finder's fees, joint ventures, loans or options arrangements, puts or calls, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

## Item 7. Material to be Filed as Exhibits

The following are filed as exhibits to this Amendment No. 1:

Exhibit 99.1 Joint Filing Agreement dated April 4, 2012 by and among the Reporting Persons\*

Exhibit 99.2 Agreement dated as of March 26, 2012 by and between Corvex Management LP and Marcato Capital Management LLC\*

Exhibit 99.3.1 Supplemental Description of Transactions in the Shares that were Effected during the Past 60 Days

Exhibit 99.4 Press Release dated May 4, 2012

<sup>\*</sup> Previously filed.

## **SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that that information set forth in this statement is true, complete and correct.

CORVEX MANAGEMENT LP Date: May 4, 2012 By: /s/ Keith Meister Name: Keith Meister Title: Managing Partner May 4, 2012 KEITH MEISTER Date: /s/ Keith Meister May 4, 2012 MARCATO, L.P Date: Marcato Capital Management LLC, its General Partner By: By: /s/ Richard T. McGuire Name: Richard T. McGuire Title: Managing Member May 4, 2012 MARCATO II, L.P Date: Marcato Capital Management LLC, its General Partner By: By: /s/ Richard T. McGuire Name: Richard T. McGuire Title: Managing Member May 4, 2012 MARCATO INTERNATIONAL MASTER FUND LTD. Date: By: /s/ Richard T. McGuire Name: Richard T. McGuire Title: Director 13

Date: May 4, 2012

By: /s/ Richard T. McGuire
Name: Richard T. McGuire
Title: Managing Member

Date: May 4, 2012

RICHARD T. MCGUIRE

/s/ Richard T. McGuire

/s/ Richard T. McGuire

# **EXHIBIT 99.3.1**

Supplemental Description of Transactions in the Shares that were Effected during the Past 60 Days (other than those previously reported on the Original 13D)

<u>Nature of</u> <u>Transaction</u>	<u>Purchaser</u>	<u>Date of</u> <u>Transaction</u>	Amount of Securities	Price Per Share/Premium Per Option
Open Market Purchase of Common Stock	Corvex Master Fund LP	April 24, 2012	100,000	\$26.35
Purchase of Call Options	Corvex Master Fund LP	April 24, 2012	450,000(1)	\$9.83(2)
Sale of Put Options	Corvex Master Fund LP	April 24, 2012	450,000(3)	\$0.01(4)

- (1) Represents shares underlying American-style call options purchased in the over the counter market. These call options expire on April 30, 2013.
- (2) This amount represents the cost of an applicable American-style call option to purchase one Share. The per share exercise price of these call options is \$18.00.
- (3) Represents shares underlying European-style put options sold in the over the counter market. These put options expire on the earlier of April 30, 2013 or the date on which the corresponding American-style call option described above in footnote 1 is exercised.
- (4) This amount represents the proceeds received from an applicable European-style put option to sell one Share. The per share exercise price of these put options is \$18.00.

## **EXHIBIT 99.4**

#### FOR IMMEDIATE RELEASE:

## **Corvex and Marcato Comment on CCA Exploring REIT Conversion**

*New York, NY, May 4, 2012* – Corvex Management and Marcato Capital Management today commented on the announcement by Corrections Corporation of America ("CCA," or "the Company") that the Company had engaged legal, financial, and tax advisors to explore converting to a REIT (the "REIT Project"):

"Corvex and Marcato commend CCA management and the Company's board of directors on their decision to explore a potential REIT conversion through a TRS structure ("Project REIT") as disclosed in the Company's press release dated May 3, 2012. We have been pleased with the constructive dialogue that we have had with management regarding Project REIT and believe that management and the board of directors intend to work expeditiously and are committed to seeing the process through to its completion. Prior to our discussions with the Company, we engaged independent legal and tax advisors with expertise in REIT conversions. We believe that the structure being contemplated by the REIT Project has a high probability of accomplishing the Company's goals. We are encouraged by the engagement of JP Morgan, Latham & Watkins, and Ernst & Young given their experience in successfully navigating the REIT conversion process and as a sign of the Company's desire and commitment to successfully complete this process. Furthermore, we continue to believe that the successful implementation of Project REIT will result in the creation of significant shareholder value."

Contact:

Carla Pisarro Group Gordon 212-784-5703 <u>CPisarro@GroupGordon.com</u>

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