

**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): May 16, 2024**

**CoreCivic, Inc.**

(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.)

**5501 Virginia Way, Brentwood, Tennessee**  
(Address of principal executive offices)

**37027**  
(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:

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock	CXW	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

On May 16, 2024, CoreCivic, Inc. (the “Company”) held its 2024 annual meeting of stockholders (the “Annual Meeting”) via live webcast. At the Annual Meeting there were present in person or represented by proxy 98,230,640 shares of the Company’s common stock, which represented approximately 88.0% of the 111,633,150 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders (i) elected eleven (11) directors to the Company’s Board of Directors (the “Board”); (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024; and (iii) approved on an advisory basis the compensation of the Company’s named executive officers. The results of each proposal submitted to a vote of the stockholders at the Annual Meeting are forth below.

**Proposal 1:** The eleven (11) nominees for director received the number of votes reported below:

Nominee	For	Against	Abstain	Broker Non-Votes
Robert J. Dennis	85,436,059	3,349,883	71,506	9,373,192
Mark A. Emkes	84,692,088	4,089,701	75,659	9,373,192
Alexander R. Fischer	88,349,589	437,962	69,897	9,373,192
Catherine Hernandez-Blades	88,360,509	429,061	67,878	9,373,192
Damon T. Hiningner	85,981,792	2,788,543	87,113	9,373,192
Stacia A. Hylton	84,897,515	3,882,823	77,110	9,373,192
Harley G. Lappin	85,826,328	2,946,022	85,098	9,373,192
Anne L. Mariucci	81,776,835	7,012,241	68,372	9,373,192
Thurgood Marshall, Jr	78,322,781	10,498,589	36,078	9,373,192
Devin I. Murphy	80,034,650	8,753,062	69,736	9,373,192
John R. Prann, Jr.	83,702,735	5,085,583	69,130	9,373,192

Accordingly, Mr. Dennis, Mr. Emkes, Mr. Fischer, Ms. Hernandez-Blades, Mr. Hiningner, Ms. Hylton, Mr. Lappin, Ms. Mariucci, Mr. Marshall, Mr. Murphy and Mr. Prann were elected to serve until the Company’s 2025 Annual Meeting of Stockholders and until their respective successor is duly qualified and elected.

**Proposal 2:** Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024:

For	Against	Abstain
92,447,173	5,722,738	60,729

**Proposal 3:** An advisory vote to approve the compensation paid to the Company’s named executive officers:

For	Against	Abstain	Broker Non-Votes
87,076,779	1,705,807	74,862	9,373,192

**Item 8.01. Other Events.**

On May 16, 2024, the Board of Directors of the Company (the “Board”) authorized an increase (the “Additional Authorization”) to its existing share repurchase program pursuant to which the Company may purchase up to an additional \$125.0 million in shares of the Company’s outstanding common stock, par value \$0.01 per share (“Common Stock”). As a result of the Additional Authorization, the aggregate authorization under the Company’s repurchase program increased from up to \$225.0 million shares of Common Stock to up to \$350.0 million shares of Common Stock. The share repurchase program has no time limit and does not obligate the Company to purchase any particular amount of Common Stock. The authorization for the share repurchase program may be terminated, suspended, increased or decreased by the Board in its discretion at any time. Repurchases of Common Stock by the Company will be made in accordance with applicable securities laws and may be made at management’s discretion within parameters set by the Board from time to time in the open market, through privately negotiated transactions, or otherwise.

Since May 16, 2022 through May 15, 2024, the Company has repurchased 13.3 million shares of Common Stock at an average price of approximately \$11.99 per share, representing an aggregate purchase price of \$159.3 million, excluding fees, commissions or other expenses related to repurchases. Including the Additional Authorization, there is approximately \$190.7 million remaining under the current Board authorized share repurchase plan.

### **Cautionary Statement Regarding Forward-Looking Statements**

This Current Report on Form 8-K includes forward-looking statements including statements regarding the Company's share repurchase program. These forward-looking statements may include words such as "anticipate," "estimate," "expect," "project," "plan," "intend," "believe," "may," "will," "should," "can have," "likely," and other words and terms of similar meaning in connection with any discussion of the timing or nature of future operating or financial performance or other events. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. Important factors that could cause actual results to differ are described in the filings made from time to time by the Company with the U.S. Securities and Exchange Commission (the "SEC") and include the risk factors described in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2023, filed with the SEC on February 20, 2024. Except as required by applicable law, the Company undertakes no obligation to update forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

### **Item 9.01. Financial Statements and Exhibits.**

(d) The following exhibits are filed as part of this Current Report on Form 8-K:

104 Cover Page Interactive Data File (the cover page XBRL tags are embedded within the Inline XBRL document).

**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.

Date: May 17, 2024

CORECIVIC, INC.

By: /s/ David M. Garfinkle

David M. Garfinkle

Executive Vice President and Chief Financial Officer