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

**FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**CoreCivic, Inc.**

(Exact name of registrant as specified in its charter)

**Maryland**

(State or other jurisdiction of incorporation or organization)

**62-1763875**

(I.R.S. Employer Identification No.)

**5501 Virginia Way**

**Brentwood, Tennessee**

(Address of Principal Executive Offices)

**37027**

(Zip Code)

**CORECIVIC, INC. AMENDED AND RESTATED 2020 STOCK INCENTIVE PLAN**

(Full title of the plan)

**David Garfinkle**

**Executive Vice President and Chief Financial Officer**

**CoreCivic, Inc.**

**5501 Virginia Way**

**Brentwood, Tennessee 37027**

(Name and address of agent for service)

**(615) 263-3000**

(Telephone number, including area code, of agent for service)

Copies to:

**F. Mitchell Walker, Jr., Esq.**

**Bass, Berry & Sims PLC**

**150 Third Avenue South, Suite 2800**

**Nashville, Tennessee 37201**

**(615) 742-6200**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer

Accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

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## REGISTRATION OF ADDITIONAL SECURITIES

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering 5,900,000 additional shares of Common Stock, \$0.01 par value per share (the “Additional Shares”), of CoreCivic, Inc., a Maryland corporation (the “Registrant”) for the Registrant’s Amended and Restated 2020 Stock Incentive Plan. The Additional Shares are in addition to the 5,564,320 shares of common stock registered on Registration Statement on Form S-8 filed by the Registrant with respect to the 2020 Stock Incentive Plan on May 18, 2020 (SEC File No. 333-238479), together with all exhibits filed therewith or incorporated therein by reference (the “Prior Registration Statement”). This Registration Statement relates to securities of the same class that to which the Prior Registration Statement relates and is submitted in accordance with General Instruction E to Form S-8. Pursuant to General Instruction E of Form S-8, the contents of the Prior Registration Statement are incorporated herein by reference.

### INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

#### Item 3. Incorporation of Documents by Reference.

The following documents filed by the Registrant with the Commission, pursuant to the Securities Act or the Securities Exchange Act of 1934, as amended (the “Exchange Act”), are hereby incorporated by reference and shall be deemed to be a part hereof from the date of filing of such document:

- (1) The Registrant’s Annual Report on Form [10-K](#) for the fiscal year ended December 31, 2021, filed with the Commission on February 18, 2022;
- (2) The Registrant’s Quarterly Report on Form [10-Q](#) for the quarterly period ended March 31, 2022, filed with the Commission on May 5, 2022;
- (3) The Registrant’s Current Reports on Form 8-K filed with the Commission on [February 18, 2022](#), [May 13, 2022](#), [May 16, 2022](#) and [May 16, 2022](#); and
- (4) The description of the Registrant’s Common Stock contained in [Exhibit 4.15 to the Registrant’s Annual Report on Form 10-K](#) for the fiscal year ended December 31, 2019, filed with the Commission on February 20, 2020.

Except to the extent that information therein is deemed furnished and not filed pursuant to the Exchange Act, all documents filed by the Registrant pursuant to Section 13(a), 13(c), 14 and 15(d) of the Exchange Act after the date hereof and prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference herein and to be a part hereof from the date of filing of such documents. Any statements contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or replaced for purposes hereof to the extent that a statement contained herein (or in any other subsequently filed document which also is incorporated or deemed to be incorporated by reference herein) modifies or replaces such statement. Any statement so modified or replaced shall not be deemed, except as so modified or replaced, to constitute a part hereof.

Notwithstanding the foregoing, information furnished under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits, is not incorporated by reference in this Registration Statement or the related prospectus.

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**Item 8. Exhibits.**

- 4.1 [Articles of Amendment and Restatement of the Company](#) (previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (Commission File no. 001-16109), filed with the Commission on May 20, 2013 and incorporated herein by this reference)
- 4.2 [Articles of Amendment of the Company](#) (previously filed as Exhibit 3.1 to the Company's Current Report on Form 8-K (Commission File no. 001-16109), filed with the Commission on November 10, 2016 and incorporated herein by this reference)
- 4.3 [Ninth Amended and Restated Bylaws of the Company](#) (previously filed as Exhibit 3.3 to the Company's Annual Report on Form 10-K (Commission File no. 001-16109), filed with the Commission on February 22, 2018 and incorporated herein by this reference)
- 4.4 [Specimen of certificate representing shares of the Company's Common Stock](#) (previously filed as Exhibit 4.1 to the Company's Current Report on Form 8-K (Commission File no. 001-16109), filed with the Commission on November 10, 2016 and incorporated herein by this reference)
- 5.1\* [Opinion of Bass, Berry & Sims PLC](#)
- 23.1\* [Consent of Ernst & Young LLP](#)
- 23.2\* [Consent of Bass, Berry & Sims PLC \(included in Exhibit 5.1\)](#)
- 24.1\* [Power of Attorney \(included on signature page hereto\)](#)
- 99.1 [CoreCivic, Inc. Amended and Restated 2020 Stock Incentive Plan](#) (incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the Commission on May 16, 2022)
- 107.1 [Filing Fee Exhibit\\*](#)

\* Filed herewith

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## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Brentwood, State of Tennessee, on this 16<sup>th</sup> day of May, 2022.

### CORECIVIC, INC.

By: /s/ Damon T. Hininger

Damon T. Hininger  
President and Chief Executive Officer

**KNOW ALL MEN BY THESE PRESENTS**, each person whose signature appears below hereby constitutes and appoints Damon T. Hininger and David M. Garfinkle and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or his or her substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Damon T. Hininger</u> Damon T. Hininger	President and Chief Executive Officer (Principal Executive Officer and Director)	May 16, 2022
<u>/s/ David M. Garfinkle</u> David M. Garfinkle	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 16, 2022
<u>/s/ Mark A. Emkes</u> Mark A. Emkes	Chairman of the Board and Director	May 16, 2022
<u>/s/ Donna M. Alvarado</u> Donna M. Alvarado	Director	May 16, 2022
<u>/s/ Robert J. Dennis</u> Robert J. Dennis	Director	May 16, 2022
<u>/s/ Stacia A. Hylton</u> Stacia A. Hylton	Director	May 16, 2022
<u>/s/ Harley G. Lappin</u> Harley G. Lappin	Director	May 16, 2022
<u>/s/ Anne L. Mariucci</u> Anne L. Mariucci	Director	May 16, 2022
<u>/s/ Thurgood Marshall, Jr</u> Thurgood Marshall, Jr.	Director	May 16, 2022
<u>/s/ Devin I. Murphy</u> Devin I. Murphy	Director	May 16, 2022
<u>/s/ John R. Prann, Jr.</u> John R. Prann, Jr.	Director	May 16, 2022

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**BASS BERRY + SIMS**<sup>PLC</sup>

150 Third Avenue South, Suite 2800  
Nashville, TN 37201  
(615) 742-6200

May 16, 2022

CoreCivic, Inc.  
5501 Virginia Way, Suite 110  
Brentwood, Tennessee 37027

Re: Registration Statement on Form S-8 relating to the CoreCivic, Inc. Amended and Restated 2020 Stock Incentive Plan (the "Plan")

Ladies and Gentlemen:

We have acted as counsel to CoreCivic, Inc., a Maryland corporation (the "Company"), in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") relating to 5,900,000 shares (the "Shares") of common stock, \$0.01 par value per share (the "Common Stock"), of the Company issuable pursuant to the Plan.

In connection with this opinion, we have examined and relied upon such records, documents, certificates, and other instruments as we have deemed necessary or appropriate in order to express the opinions hereinafter set forth. We have also assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as copies, the authenticity of the originals of such latter documents, the legal competence of all signatories to such documents. As to various questions of fact relevant to the opinion expressed herein, we have relied upon, and assume the accuracy of, certificates and oral or written statements and other information of or from public officials and officers and representatives of the Company. For purposes of the opinion set forth below, we have assumed that a sufficient number of authorized but unissued shares of the Company's Common Stock will be available for issuance when the Shares are issued.

Based upon and subject to the qualifications, assumptions and limitations set forth herein, we are of the opinion that the Shares of Common Stock issuable in connection with the Plan have been duly authorized and, when issued in accordance with the terms of the Plan, will be legally issued, fully paid and non-assessable.

The opinion expressed above is limited to the Maryland General Corporation Law.

This opinion is limited to the specific issues addressed herein, and no opinion may be inferred or implied beyond that expressly stated herein.

This opinion is furnished to you in connection with the filing of the Registration Statement. Our opinion is rendered as of the date hereof and we assume no obligation to advise you of changes in law or fact (or the effect thereof on the opinion expressed herein) that hereafter may come to our attention.

We hereby consent to the filing of this opinion with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Registration Statement. In giving this consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act of 1933, as amended, or the rules and regulations of the Commission.

Very truly yours,

/s/ Bass, Berry & Sims PLC

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**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Amended and Restated 2020 Stock Incentive Plan of CoreCivic, Inc. of our reports dated February 18, 2022, with respect to the consolidated financial statements of CoreCivic, Inc. and the effectiveness of internal control over financial reporting of CoreCivic, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2021, filed with the Securities and Exchange Commission.

/s/ ERNST & YOUNG LLP

Nashville, Tennessee  
May 16, 2022

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**Calculation of Filing Fee Tables**

**Form S-8**  
(Form Type)

**CoreCivic, Inc.**  
(Exact Name of Registrant as Specified in its Charter)

Table 1: Newly Registered Securities

	Security Type	Security Class Title	Fee Calculation or Carry Forward Rule	Amount Registered (1)	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Fees to Be Paid	Equity	Common Stock, par value \$0.01 per share ("Common Stock")	Rule 457(c) and Rule 457(h) (2)	5,900,000	\$10.28	\$60,622,500	0.0000927	\$5,619.71
		Total Offering Amounts				\$60,622,500		\$5,619.71
		Total Fee Offsets						--
		Net Fee Due						\$5,619.71

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated pursuant to Rule 457(c) and 457(h) under the Securities Act for purposes of calculating the registration fee. The fee is computed based upon \$10.28 per share, which represents the average of the high and low prices per share of the Registrant's Common Stock on May 12, 2022, as reported on the New York Stock Exchange.