

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): March 15, 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 8.01. Other Events.

On March 15, 2024, CoreCivic, Inc., a Maryland corporation (the “Company”), issued a press release announcing that it is delivering an irrevocable notice to the holders of all of the Company’s previously issued \$675,000,000 original aggregate principal amount of 8.250% Senior Notes due 2026 (the “2026 Notes”) that the Company has elected to redeem in full the 2026 Notes that remain outstanding on April 15, 2024 (the “Redemption Date”). The 2026 Notes were otherwise scheduled to mature on April 15, 2026. The 2026 Notes will be redeemed at a redemption price equal to 104.125% of the principal amount of the then outstanding 2026 Notes, plus accrued and unpaid interest on such 2026 Notes to, but not including, the Redemption Date (the “Redemption Price”). As of March 15, 2024, the principal amount of the outstanding 2026 Notes was \$98,774,000. The Company intends to use a combination of borrowings available under its revolving credit facility and cash on hand to fund the Redemption Price.

A copy of the Company’s press release is attached as Exhibit 99.1 to this Current Report on Form 8-K (this “Form 8-K”) and is incorporated herein by reference. The information contained in this Form 8-K and the press release attached hereto as Exhibit 99.1 do not constitute a notice of redemption of the 2026 Notes.

Cautionary Statement Regarding Forward-Looking Statements

This Form 8-K includes forward-looking statements including statements regarding the Company’s redemption of the 2026 Notes and its funding of the Redemption Price. 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. Such forward-looking statements may be affected by risks and uncertainties in the Company’s business and market conditions. 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) Exhibits.

[99.1](#) Press Release, dated March 15, 2024.

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: March 15, 2024

CORECIVIC, INC.

By: /s/ David Garfinkle

David Garfinkle

Executive Vice President and Chief Financial Officer



CORECIVIC TO REDEEM 8.250% SENIOR NOTES DUE 2026

BRENTWOOD, Tenn. (March 15, 2024) – CoreCivic, Inc. (NYSE: CXW) (“CoreCivic”) announced today that it is delivering an irrevocable notice to the holders of all of CoreCivic’s previously issued \$675,000,000 original aggregate principal amount of 8.250% senior unsecured notes due 2026 (the “2026 Notes”) that CoreCivic has elected to redeem in full the 2026 Notes that remain outstanding on April 15, 2024 (the “Redemption Date”). The 2026 Notes were otherwise scheduled to mature on April 15, 2026. The 2026 Notes will be redeemed at a redemption price equal to 104.125% of the principal amount of the then outstanding 2026 Notes, plus accrued and unpaid interest on such 2026 Notes to, but not including, the Redemption Date (the “Redemption Price”). As of March 15, 2024, the principal amount of the outstanding 2024 Notes was \$98,774,000. CoreCivic intends to use a combination of cash on hand and available capacity under its revolving credit facility to fund the Redemption Price.

This press release shall not constitute a notice of redemption of the 2026 Notes.

About CoreCivic

CoreCivic is a diversified, government-solutions company with the scale and experience needed to solve tough government challenges in flexible, cost-effective ways. CoreCivic provides a broad range of solutions to government partners that serve the public good through high-quality corrections and detention management, a network of residential and non-residential alternatives to incarceration to help address America’s recidivism crisis, and government real estate solutions. CoreCivic is the nation’s largest owner of partnership correctional, detention and residential reentry facilities, and one of the largest prison operators in the United States. CoreCivic has been a flexible and dependable partner for government for 40 years. CoreCivic’s employees are driven by a deep sense of service, high standards of professionalism and a responsibility to help government better the public good. Learn more at www.corecivic.com.

Cautionary Note Regarding Forward-Looking Statements

This press release includes forward-looking statements including statements regarding CoreCivic’s redemption of the 2026 Notes and its funding of the Redemption Price. 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. Such forward-looking statements may be affected by risks and uncertainties in CoreCivic’s business and market conditions. 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 CoreCivic with the U.S. Securities and Exchange Commission (the “SEC”) and include the risk factors described in CoreCivic’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, CoreCivic 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.

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