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): April 19, 2002 (April 19, 2002)

CORRECTIONS CORPORATION OF AMERICA

(Exact name of registrant as specified in its charter)

Maryland	0-25245	62-1763875
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Identification Number)

10 Burton Hills Boulevard, Nashville, Tennessee 37215

(Address of principal executive offices, including zip code)

Registrant’s telephone number, including area code: (615) 263-3000

Not Applicable

(Former name or former address, if changed since last report)

ITEM 5. Other Events.

Commencement of Tender Offer for Existing $100.0 Million Senior Notes due 2006.

Corrections Corporation of America, a Maryland corporation formerly known as Prison Realty Trust, Inc. (the “Company”), has commenced a cash tender offer to purchase (the “Tender Offer”) any and all of its outstanding $100.0 million 12% Senior Notes due 2006 (the “Notes”). In conjunction with the Tender Offer, the Company is also soliciting (the “Consent Solicitation”) consents (the “Consents”) from the holders of the Notes to amend the indenture governing the Notes (the “Indenture”) to remove certain restrictive covenants and events of defaults set forth therein (the “Proposed Amendments”) (the Tender Offer together with the Consent Solicitation, known as the “Offer”). The Offer will expire at 5:00 P.M., New York City time, on Thursday, May 16, 2002, unless extended by the Company (the “Expiration Date”).

Pursuant to the terms of the Offer, holders who tender their Notes prior to 5:00 P.M., New York City time, on Monday, April 29, 2002 (the “Consent Date”) will receive $1,100 plus accrued and unpaid interest on such principal amount of Notes for each $1,000 principal amount of Notes tendered. This payment includes a consent payment of $30.00 for each $1,000 principal amount of Notes tendered (the “Consent Payment”). Holders who tender their Notes following April 29, 2002 but prior to the Expiration Date will not receive a Consent Payment and will therefore receive $1,070 plus accrued and unpaid interest on such principal amount of Notes for each $1,000 principal amount of Notes tendered. For those holders that tender Notes on or before the Consent Date, the consideration to be paid to such holders will be made promptly following the completion of the Company’s previously announced proposed refinancing and debt offering (the “Replacement Financing”). For those holders that tender Notes following the Consent Date but prior to the Expiration Date, the consideration will be paid promptly following the Expiration Date.

The principal purpose of the Offer is to acquire all outstanding Notes and to eliminate certain covenants and certain events of default contained in the Indenture. The Offer and the Consent Solicitation are being made in conjunction with, and are conditioned upon the consummation of, among other things, the Replacement Financing. The Offer is also conditioned upon the tendering of Notes and obtainment of Consents from the holders of more than $50.0 million aggregate principal amount of the Notes prior to 5:00 p.m., New York City time, on Tuesday, April 23, 2002. The Company reserves the right to waive one or more of the conditions to the completion of the Offer.

The Company must obtain the consent of the holders of a majority of the outstanding principal amount of the Notes in order to effect the Proposed Amendments (the “Requisite Consents”). As soon as the Requisite Consents are obtained, the Company and State Street Bank and Trust Company, the Trustee under the Indenture, will execute an amendment to the Indenture containing the Proposed Amendments (the “Second Supplemental Indenture”). The Second Supplemental Indenture will provide that the Proposed Amendments will not become operative until the date and time, which will be no later than the Expiration Date, that the Company notifies State Street Bank and Trust Company as Depositary for the Offer that the Notes tendered along with the Requisite Consents have been purchased by the Company. If the Offer is terminated for any reason prior to the operational time of the Second Supplemental Indenture or the Notes tendered with the Requisite Consents are not accepted for purchase for any reason, the Indenture will remain in effect in its present form. If the Proposed Amendments become effective, holders who do not tender their Notes pursuant to the Offer will be bound by the Proposed Amendments as contained in the Second Supplemental Indenture. Notes tendered may be withdrawn, and Consents revoked, at any time prior to the execution of the Second Supplemental Indenture, but not thereafter. Notes tendered subsequent to the Consent Date and prior to the Expiration Date, may be withdrawn at any time prior to the Expiration Date, but not thereafter.

The text of the press release issued by the Company on April 19, 2002 with respect to the commencement of the Offer is included herewith as Exhibit 99.1 and is incorporated herein in its entirety.

This report contains statements as to the Company’s beliefs and expectations of the outcome of future events that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. Such factors include, but are not limited to: (i) the availability of debt and/or equity financing on terms that are favorable to the Company, including the completion of the Replacement Financing; (ii) fluctuations in the Company’s operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (iii) general economic and market conditions; and (iv) other factors that could cause results to differ as are described in the filings made from time to time by the Company with the Securities and Exchange Commission. The Company does not undertake any obligation to release publicly any revisions to forward-looking statements made by it to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events.

ITEM 7(c). Exhibits.

The following exhibit is filed as part of this Current Report:

Exhibit Number	Description of Exhibits
99.1	Company press release, dated April 19, 2002, announcing the commencement of the tender offer and consent solicitation with respect to the Company’s existing $100.0 million senior notes due 2006.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the undersigned Registrant has duly caused this Current Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 19, 2002	**CORRECTIONS CORPORATION OF AMERICA**
	By: /s/ Irving E. Lingo, Jr.
	Its: Executive Vice President and Chief Financial Officer

EXHIBIT INDEX

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EXHIBIT 99.1

CORRECTIONS CORPORATION OF AMERICA TENDERS FOR ANY AND ALL OF ITS OUTSTANDING 12% SENIOR NOTES DUE 2006

NASHVILLE, Tenn. -- April 19, 2002/PR Newswire-First Call/ -- Corrections Corporation of America (NYSE: CXW-news) today commenced a tender offer for any and all of its outstanding 12% Senior Notes due 2006. In conjunction with the tender offer, CCA also commenced a consent solicitation to eliminate certain covenants in, and events that would cause a default under, the indenture governing the notes.

Under the terms of the tender offer and the consent solicitation, CCA will purchase tendered notes at a cash purchase price for each $1,000 principal amount of tendered notes equal to $1,100 plus accrued and unpaid interest on such principal amount to the payment date. The purchase price includes a consent payment of $30.00 for each $1,000 principal amount of tendered notes that will be paid only for notes tendered on or prior to the consent date, which will be 5:00 p.m., New York City time, on April 29, 2002, unless extended by CCA. Holders that tender notes after the consent date will not be paid the consent payment.

The tender offer will expire at 5:00 p.m., New York City time, on May 16, 2002, unless extended. Payment for notes tendered and accepted on or before April 29, 2002 will be made promptly following the closing of CCA's debt offering and refinancing described below. Payments for notes tendered and accepted after April 29, 2002 but on or prior to May 16, 2002 will be made promptly following the expiration of the tender offer. Consummation of the tender offer, and payment for tendered notes, is subject to the satisfaction or waiver of various conditions, including the condition that more than 50% of the outstanding aggregate principal amount of the notes be validly tendered and not validly withdrawn on or before 5:00 p.m. on April 23, 2002, and that CCA raise sufficient debt to obtain the funds necessary to refinance its existing senior secured credit facility and purchase the notes tendered and to pay any costs and expenses related thereto.

Lehman Brothers Inc. is acting as the sole Dealer Manager and Solicitation Agent for the tender offer and the consent solicitation. The Information Agent is D.F. King & Co., Inc. and the Depositary is State Street Bank and Trust Company. Requests for documentation should be directed to D.F. King & Co., Inc. at (800) 769-5414. Questions regarding the tender offer and the consent solicitation should be directed to Scott Macklin at Lehman Brothers Inc. at (800) 438-3242, or collect at (212) 528-7581.

This press release is neither an offer to purchase nor a solicitation of an offer to sell securities. The tender offer and the consent solicitation are being made only by reference to the Offer to Purchase and Consent Solicitation Statement dated April 19, 2002.

ABOUT CCA

CCA is the nation's largest owner and operator of privatized correctional and detention facilities and one of the largest prison operators in the United States, behind only the federal government and four states. CCA currently owns 39 correctional, detention and juvenile facilities, three of which are leased to other operators, and two additional facilities which are not yet in operation. CCA also has a leasehold interest in a juvenile facility. CCA currently operates 63 facilities, including 36 company owned facilities, with a total design capacity of approximately 61,000 beds in 21 states, the District of Columbia and Puerto Rico. CCA specializes in owning, operating and managing prisons and other correctional facilities and providing inmate residential and prisoner transportation services for governmental agencies. In addition to providing the fundamental residential services relating to inmates, CCA's facilities offer a variety of rehabilitation and educational programs, including basic education, life skills and employment training and substance abuse treatment. These services are intended to reduce recidivism and to prepare inmates for their successful re-entry into society upon their release. CCA also provides health care (including medical, dental and psychiatric services), food services and work and recreational programs.

FORWARD-LOOKING STATEMENTS

This press release contains statements that are forward-looking statements as defined within the meaning of the Private Securities Litigation Reform Act of 1995. These statements are based on CCA's current plans and actual future activities, and CCA's results of operations may be materially different from those set forth in the forward-looking statements. Investors should refer to documents that CCA files from time to time with the Commission for a description of certain factors that could cause actual results to vary from current expectations and from the forward-looking statements contained in this press release. Such factors include, but are not limited to: (i) the growth in the privatization of the corrections and detention industry and the public acceptance of our services; (ii) CCA's ability to obtain and maintain correctional facility management contracts; (iii) changes in government policy and in legislation and regulation of the corrections and detention industry that adversely affect CCA's business; (iv) the successful refinancing of CCA's existing indebtedness; (v) fluctuations in operating results because of changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (vi) general economic and market conditions; and (vii) other factors contained in CCA's filings with the Commission, including CCA's reports on Forms 10-K, 10-Q and 8-K.

CCA takes no responsibility for updating the information contained in this press release following the date hereof or for any changes or modifications made to this press release or the information contained herein by any third-parties, including, but not limited to, any wire or internet services.

CONTACT - KARIN DEMLER (CORRECTIONS CORPORATION OF AMERICA): (615) 263-3005
SCOTT MACKLIN (LEHMAN BROTHERS INC.): (800) 438-3242, OR COLLECT AT
(212) 528-7581