

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

**FORM S-8**

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

**CORRECTIONS CORPORATION OF AMERICA**

(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.)

**10 Burton Hills Blvd.  
Nashville, Tennessee 37215**

(Address of Principal Executive Offices)

**CORRECTIONS CORPORATION OF AMERICA  
AMENDED AND RESTATED 2008 STOCK INCENTIVE PLAN**

(Full title of the plan)

**Damon T. Hininger  
President and Chief Executive Officer  
Corrections Corporation of America  
10 Burton Hills Boulevard  
Nashville, Tennessee 37215  
(615) 263-3000**

(Name, Address, and Telephone Number of Registrant's agent for service)

Copy to:

**F. Mitchell Walker, Jr., Esq.  
Bass, Berry & Sims PLC  
150 Third Avenue South, Suite 2800  
Nashville, Tennessee 37201**

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

Large accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

**CALCULATION OF REGISTRATION FEE**

Title of securities to be registered	Amount to be registered(1)	Proposed maximum offering price per share(2)	Proposed maximum aggregate offering price	Amount of registration fee
Common Stock, \$0.01 par value	12,000,000	\$ 20.49	\$ 245,880,000	\$ 28,546.60

(1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests pursuant to the employee benefit plan described herein.

(2) Pursuant to Rule 457(h)(1) and (c) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on August 4, 2011.

## EXPLANATORY NOTE

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of common stock, par value \$0.01 per share (the "Common Stock"), of Corrections Corporation of America, a Maryland corporation (the "Registrant" or the "Company"), issuable pursuant to the Company's Amended and Restated 2008 Stock Incentive Plan (the "Plan"). The Registrant's previously filed Registration Statement on Form S-8 (File No. 333-143046), as filed with the Securities and Exchange Commission (the "SEC" or the "Commission") on May 17, 2007, is hereby incorporated herein by reference.

### Item 8. Exhibits.

- 5.1 Opinion of Bass, Berry & Sims PLC.
- 10.1 Corrections Corporation of America Amended and Restated 2008 Stock Incentive Plan (previously filed as Exhibit 10.1 to the Company's Current Report on Form 8-K (Commission File no. 001-16109), filed with the Commission on May 17, 2011 and incorporated herein by this reference).
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
- 24.1 Powers of Attorney (contained on signature pages of this Registration Statement).

## 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 Nashville, State of Tennessee, on this 8th day of August, 2011.

### CORRECTIONS CORPORATION OF AMERICA

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 Todd J Mullenger as his or her true and lawful attorney-in-fact and agent, 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 attorney-in-fact and agent 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 said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

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

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Damon T. Hininger</u> Damon T. Hininger	President and Chief Executive Officer and Director (Principal Executive Officer)	August 8, 2011
<u>/s/ Todd J Mullenger</u> Todd J Mullenger	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2011
<u>/s/ John D. Ferguson</u> John D. Ferguson	Chairman of the Board and Director	August 8, 2011
<u>/s/ William F. Andrews</u> William F. Andrews	Director	August 8, 2011
<u>/s/ Donna M. Alvarado</u> Donna M. Alvarado	Director	August 8, 2011
<u>/s/ Dennis DeConcini</u> Dennis DeConcini	Director	August 8, 2011
<u>/s/ John D. Correnti</u> John D. Correnti	Director	August 8, 2011
<u>/s/ John R. Horne</u> John R. Horne	Director	August 8, 2011

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ C. Michael Jacobi</u> C. Michael Jacobi	Director	August 8, 2011
<u>/s/ Thurgood Marshall, Jr.</u> Thurgood Marshall, Jr.	Director	August 8, 2011
<u>/s/ Charles L. Overby</u> Charles L. Overby	Director	August 8, 2011
<u>/s/ John R. Prann, Jr.</u> John R. Prann, Jr.	Director	August 8, 2011
<u>/s/ Joseph V. Russell</u> Joseph V. Russell	Director	August 8, 2011
<u>/s/ Henri L. Wedell</u> Henri L. Wedell	Director	August 8, 2011

## EXHIBIT INDEX

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

August 8, 2011

Corrections Corporation of America  
10 Burton Hills Blvd.  
Nashville, Tennessee 37215

Re.: Registration Statement on Form S-8

Ladies and Gentlemen:

We have acted as your counsel in the preparation of the Registration Statement on Form S-8 (the "Registration Statement") relating to the Corrections Corporation of America Amended and Restated 2008 Stock Incentive Plan (the "Plan") filed by you with the Securities and Exchange Commission covering an aggregate of 12,000,000 shares (the "Shares") of common stock, \$0.01 par value per share, issuable pursuant to the Plan.

In so acting we have examined and relied upon such records, documents and other instruments as in our judgment are necessary or appropriate in order to express the opinions hereinafter set forth and have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photostatic copies.

Based on the foregoing, we are of the opinion that the Shares, when issued pursuant to and in accordance with the Plan, will be validly issued, fully paid and nonassessable.

We hereby consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

/s/ Bass, Berry & Sims PLC

**Consent of Independent Registered Public Accounting Firm**

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Corrections Corporation of America Amended and Restated 2008 Stock Incentive Plan of our reports dated February 25, 2011, with respect to the consolidated financial statements of Corrections Corporation of America and the effectiveness of internal control over financial reporting of Corrections Corporation of America included in its Annual Report (Form 10-K) for the year ended December 31, 2010, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Nashville, Tennessee  
August 5, 2011