
**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): December 7, 2017

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.)

**10 Burton Hills Boulevard,
Nashville, Tennessee 37215**
(Address of principal executive offices) (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 (see General Instruction A.2. below):

- 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))

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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On December 7, 2017, the Board of Directors (the “Board”) of CoreCivic, Inc., a Maryland corporation (the “Company”), in accordance with the Eighth Amended and Restated Bylaws of the Company, approved, effective January 1, 2018, the expansion of the size of the Board from nine members to ten members (the “Expansion”). Additionally, in connection with the approval of the Expansion and effective January 1, 2018, the Board approved the appointment of Harley G. Lappin to fill the vacancy created by the Expansion, to serve as a director of the Company until the Company’s 2018 Annual Meeting of Stockholders, at which time Mr. Lappin will be considered for election by the Company’s stockholders for a one year term expiring in 2019. Mr. Lappin has not been named to any committee of the Board in connection with the foregoing.

Since 2011, Mr. Lappin, age 61, has served as the Company’s Executive Vice President and Chief Corrections Officer. On October 30, 2017, the Company announced Mr. Lappin’s intention to retire from his position as the Company’s Executive Vice President and Chief Corrections Officer, effective January 1, 2018. Following January 1, 2018, Mr. Lappin will continue as an “at will” employee of the Company in a non-executive officer position. There are no other arrangements or understandings between Mr. Lappin and any other person pursuant to which he was appointed as a director, and Mr. Lappin is not a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

A copy of the press release announcing Mr. Lappin’s appointment to the Board is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 7, 2017, the Board amended the Company’s Eighth Amended and Restated Bylaws (the “Bylaws”), effective immediately (the “Amendment”).

The Amendment replaces Article XII of the Bylaws in its entirety with a revised Article XII, pursuant to which the Board grants to stockholders of the Company the power to amend the Bylaws by the affirmative vote of holders of a majority of the outstanding shares of the Company’s common stock, par value \$0.01 (“Common Stock”), pursuant to a proposal submitted by any stockholder (or group of up to five stockholders) holding not less than one percent of the outstanding shares of the Common Stock for not less than one year (the “Ownership Threshold”). Absent the approval of the Board, a stockholder proposal submitted under the amended Article XII may not (i) alter or repeal Article X of the Bylaws, which provides for indemnification of directors and officers of the Company, (ii) alter or repeal Article XII of the Bylaws or (iii) adopt, alter or repeal any provision of the Bylaws in a manner that would be inconsistent with Article X or Article XII of the Bylaws.

The Board believes the Ownership Threshold enables stockholders who hold a meaningful stake in the Company for more than a brief period of time to propose binding amendments to the Bylaws. In that regard, the Board considered that, based on the most recently available public filings made by stockholders, as of September 30, 2017 (i) 18 stockholders held at least one percent (representing approximately 54.01% of the outstanding shares in the aggregate) of the Common Stock, (ii) an additional 50 stockholders held at least 0.2% (representing approximately 20.53% of the outstanding shares in the aggregate) of the Common Stock, and (iii) these 68 stockholders together owned approximately 74.54% of the outstanding shares of the Common Stock.

The foregoing description of the Amendment is qualified in its entirety by reference to a copy of the Amendment filed as Exhibit 3.1 to this Form 8-K, which is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	First Amendment to Eighth Amended and Restated Bylaws of CoreCivic, Inc., dated December 7, 2017
99.1	Press Release dated December 7, 2017

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: December 7, 2017

CORECIVIC, INC.

By: /s/ David Garfinkle

David Garfinkle

Executive Vice President and Chief Financial Officer

CORECIVIC, INC.
FIRST AMENDMENT
TO
EIGHTH AMENDED AND RESTATED BYLAWS

1. The Eighth Amended and Restated Bylaws (the “Bylaws”) of CoreCivic, Inc., a Maryland corporation, are hereby amended by deleting Article XII therefrom in its entirety and inserting the following in place thereof:

ARTICLE XII.
AMENDMENT OF BYLAWS

Section 1. BY DIRECTORS. The Board of Directors shall have the exclusive power to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws in accordance with Article III hereof, except for the power granted by the Board of Directors in Section 2 of this Article XII.

Section 2. BY HOLDERS OF ONE PERCENT OF COMMON STOCK FOR ONE YEAR. Pursuant to a binding proposal submitted for approval of the stockholders at a duly called annual meeting or special meeting of stockholders by a stockholder or group of no more than five stockholders:

(a) each of which delivers to the Secretary of the Corporation a notice setting forth the information required by Section 12(a)(2)(ii) and (iii) of Article II of these Bylaws, which notice shall be delivered, if with respect to an annual meeting, within the time period contemplated by Section 12(a)(2) of Article II or, if with respect to a special meeting, not earlier than the 90th day prior to such special meeting and not later than the close of business on the later of the 60th day prior to such special meeting or the tenth day following the day on which the public announcement is first made of the date of the special meeting, and otherwise in accordance with applicable law (the “Notice of Bylaw Amendment Proposal”);

(b) that owned at least one percent or more of the Common Stock outstanding from time to time continuously for at least one year as of both the date the Notice of Bylaw Amendment Proposal is delivered to the Secretary of the Company in accordance with of Section 2(a) of this of Article XII, and the close of business on the record date for determining the stockholders entitled to vote at such annual meeting or special meeting of stockholders; and

(c) that continuously owns such Common Stock through the date of such annual meeting or special meeting of stockholders (and any postponement or adjournment thereof);

the stockholders shall also have the power, by the affirmative vote of a majority of all votes entitled to be cast on the matter, to adopt, alter or repeal any provision of these Bylaws and to make new Bylaws; provided, however, that the stockholders shall not have the power (i) to alter or repeal Article X or this Article XII or (ii) to adopt, alter or repeal any provision of these Bylaws in a manner that would be inconsistent with Article X or this Article XII, in either case without the approval of the Board of Directors.

For purposes of this Article XII, a stockholder or group of no more than five stockholders shall be deemed to "own" Common Stock to the extent, and only to the extent, an Eligible Stockholder would be deemed to own such Common Stock for purposes of Section 12(b) of Article II of these Bylaws.

2. Except as set forth herein, the Bylaws shall remain in full force and effect.

Effective Date: December 7, 2017



News Release

Contact: Investors: Cameron Hopewell - Managing Director, Investor Relations - (615) 263-3024
Media: Steve Owen - Managing Director, Communications - (615) 263-3107

CORECIVIC APPOINTS HARLEY G. LAPPIN TO ITS BOARD OF DIRECTORS

NASHVILLE, Tenn. – December 7, 2017 – CoreCivic, Inc. (NYSE: CXW) (the “Company”) announced today that, effective January 1, 2018, Harley G. Lappin has been appointed as a member of the Company’s Board of Directors, which effective January 1, 2018 will expand from nine directors to ten directors, including eight of whom are independent.

“We are very pleased Harley will continue to serve the Company by joining our Board of Directors,” said Damon Hininger, CoreCivic’s President and Chief Executive Officer. “His unique industry knowledge, including extensive experience leading large corrections systems, first for the Federal Bureau of Prisons and for the last seven years at CoreCivic, will continue to benefit our organization as we position the Company for long-term value creation.”

Prior to his appointment, Mr. Lappin, age 61, served as the Company’s Executive Vice President and Chief Corrections Officer since 2011. On October 30, 2017, the Company announced that Mr. Lappin intended to retire as the Company’s Executive Vice President and Chief Corrections Officer, effective January 1, 2018.

About CoreCivic

The Company is a diversified government solutions company with the scale and experience needed to solve tough government challenges in cost-effective ways. We provide a broad range of solutions to government partners that serve the public good through high-quality corrections and detention management, innovative and cost-saving government real estate solutions, and a growing network of residential reentry centers to help address America’s recidivism crisis. We are a publicly traded real estate investment trust (REIT) and the nation’s largest owner of partnership correctional, detention and residential reentry facilities. The Company has been a flexible and dependable partner for government for more than 30 years. Our 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 <http://www.corecivic.com/>.

CoreCivic takes no responsibility for updating the information contained in this press release following the date hereof to reflect events or circumstances occurring after the date hereof or the occurrence of unanticipated events 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.

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