

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 4, 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 4, 2024, CoreCivic, Inc., a Maryland corporation (the “Company”) announced the offering, in an underwritten public offering, subject to market and other conditions, of up to \$450 million aggregate principal amount of senior unsecured notes due 2029 (the “New Notes”). The New Notes are being offered pursuant to an automatic shelf registration statement on Form S-3 filed with the Securities and Exchange Commission (“SEC”) on March 4, 2024, as amended (File No. 333-277631).

A copy of the press release announcing the intention of the Company to offer the New Notes is attached as Exhibit 99.1 to this Current Report on Form 8-K (“Form 8-K”) and is incorporated herein by reference.

In addition, on March 4, 2024, the Company issued a separate press release announcing the commencement of a cash tender offer (the “Tender Offer”) by the Company to purchase any and all of its 8.25% senior notes due 2026 with \$593.1 million aggregate principal amount outstanding (the “2026 Notes”). A copy of the press release announcing Tender Offer is attached as Exhibit 99.2 to this Form 8-K and is incorporated herein by reference.

This Form 8-K, including the Exhibits hereto, is neither an offer to sell nor a solicitation of an offer to buy any securities, including the New Notes or the 2026 Notes, nor shall it constitute a notice of redemption under the indenture governing the 2026 Notes, nor shall there be any offer, solicitation or sale of the New Notes, the 2026 Notes or any other securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

This Form 8-K includes forward-looking statements regarding the Company’s intention to issue the New Notes, the Company’s expectation of the aggregate principal amount of New Notes to be sold and the Company’s intended use of the net proceeds from the issues of the New Notes, the Tender Offer, including its timing, expiration and settlement, and the planned redemption of the 2026 Notes that remain outstanding following the expiration of the Tender Offer. 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 SEC and include 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, as well as the risks identified in the preliminary prospectus supplement relating to the offering of the New Notes under the heading “Risk Factors.” Except as required by applicable law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances 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 4, 2024.

[99.2](#) Press Release, dated March 4, 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 4, 2024

CORECIVIC, INC.

By: /s/ David Garfinkle

David Garfinkle

Executive Vice President and Chief Financial Officer



**CORECIVIC ANNOUNCES PROPOSED
\$450 MILLION SENIOR NOTES OFFERING**

BRENTWOOD, Tenn. – March 4, 2024 — CoreCivic, Inc. (NYSE: CXW) (“CoreCivic”) announced today that it intends to offer, subject to market and other conditions, up to \$450 million aggregate principal amount of senior notes due 2029 (the “Notes”). The Notes will be senior unsecured obligations of CoreCivic and will be guaranteed on a senior unsecured basis by all of CoreCivic’s subsidiaries that guarantee its existing senior secured credit facilities, 4.75% senior unsecured notes due October 2027 and 8.25% senior unsecured notes due 2026 (the “2026 Notes”).

CoreCivic intends to use the net proceeds of this offering, together with borrowings under CoreCivic’s revolving credit facility and cash on hand, to fund the concurrent cash tender offer for any and all of the \$593.1 million outstanding aggregate principal amount of 2026 Notes (the “Tender Offer”), and, if and to the extent necessary, to redeem any of the 2026 Notes that remain outstanding thereafter, in accordance with the indenture governing the 2026 Notes, including the payment of all premiums, accrued interest and costs and expenses in connection with the Tender Offer and redemption of the 2026 Notes, after the expiration of the Tender Offer. There can be no assurance that the offering of the Notes or the Tender Offer will be consummated.

Citizens JMP Securities, LLC is acting as left lead underwriter, StoneX Financial Inc. and FHN Financial Securities Corp. are acting as joint bookrunners, and Webbush Securities Inc. and TCBI Securities, Inc. are acting as co-managers for the offering.

The Notes are being offered pursuant to CoreCivic’s shelf registration statement on Form S-3, which became effective upon filing with the Securities and Exchange Commission (the “SEC”) on March 4, 2024. The offering of the Notes is being made solely by means of a prospectus supplement and an accompanying prospectus. The preliminary prospectus supplement and accompanying prospectus relating to, and describing the terms of, the offering of the Notes will be filed with the SEC and will be available on the SEC’s website at www.sec.gov. When available, copies of the preliminary prospectus supplement and accompanying prospectus may be obtained from Citizens JMP Securities, LLC, Attn: Prospectus Department, or by telephone at (617) 725-5783.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, including the Notes or the 2026 Notes, nor shall it constitute a notice of redemption under the indenture governing the 2026 Notes, nor shall there be any offer, solicitation or sale of the Notes, the 2026 Notes or any other securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

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 concerning CoreCivic's intention to issue the Notes, CoreCivic's expectation of the aggregate principal amount of the Notes to be sold and its intended use of the net proceeds from the issuance of the Notes. 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 CoreCivic with 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, as well as the risks identified in the preliminary prospectus supplement relating to the offering of the Notes under the heading "Risk Factors." 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.

Contact:

Investors: Mike Grant - Managing Director, Investor Relations - (615) 263-6957

Financial Media: David Gutierrez, Dresner Corporate Services - (312) 780-7204



**CORECIVIC, INC. ANNOUNCES CASH TENDER OFFER FOR ANY AND ALL OF ITS OUTSTANDING
8.25% SENIOR NOTES DUE 2026**

BRENTWOOD, Tenn. (March 4, 2024) – CoreCivic, Inc. (NYSE: CXW) (“CoreCivic”) announced today that it has commenced a cash tender offer (the “Tender Offer”) for any and all of the \$593.1 million outstanding aggregate principal amount of its outstanding 8.25% senior unsecured notes due 2026, which were issued with an original principal amount of \$675.0 million (the “2026 Notes”), and which are guaranteed on a senior unsecured basis by all of CoreCivic’s subsidiaries that guarantee its existing senior secured credit facilities and 4.75% senior unsecured notes due October 2027.

The Tender Offer is being made upon the terms and subject to the conditions set forth in the Offer to Purchase, dated March 4, 2024 (as it may be amended or supplemented, the “Offer to Purchase”) and the related Notice of Guaranteed Delivery (as it may be amended or supplemented, the “Notice of Guaranteed Delivery,” and together with the Offer to Purchase, the “Tender Offer Documents”).

The Tender Offer is scheduled to expire at 5:00 p.m., New York City Time, on March 11, 2024, unless extended or earlier terminated as described in the Offer to Purchase (such time and date, as the same may be extended, the “Expiration Time”). Holders of the 2026 Notes who validly tender (and do not validly withdraw) their 2026 Notes prior to the Expiration Time, or who comply with the procedures set forth in the Notice of Guaranteed Delivery, will be eligible to receive in cash \$1,043.75 for each \$1,000 principal amount of 2026 Notes that are accepted for purchase in the Tender Offer, plus accrued and unpaid interest on such 2026 Notes from the October 15, 2023 interest payment date up to, but not including, the settlement date for the Tender Offer, which is expected to be March 12, 2024 (the “Settlement Date”). The payment date for any 2026 Notes tendered pursuant to a Notice of Guaranteed Delivery is expected to be March 14, 2024. All accrued and unpaid interest on the 2026 Notes from the October 15, 2023 interest payment date up to, but not including, the Settlement Date will cease to accrue on the Settlement Date for all of the 2026 Notes accepted for purchase pursuant to the Tender Offer, including those tendered pursuant to the Notice of Guaranteed Delivery.

The following table sets forth certain information regarding the 2026 Notes and the Tender Offer:

Title of Security	CUSIP Number/ISIN ⁽¹⁾	Outstanding Aggregate Principal Amount	Purchase Price Per \$1,000 Principal Amount of 2026 Notes
8.25% Senior Notes Due 2026	21871NAB7 / US21871NAB73	\$593,113,000	\$1,043.75

⁽¹⁾ No representation is made as to the correctness or accuracy of the CUSIP/ISIN numbers listed in this press release or printed on the 2026 Notes. Such CUSIP/ISIN numbers have been provided solely for convenience.

Tendered 2026 Notes may be validly withdrawn at any time (i) prior to the earlier of (x) the Expiration Time and (y) in the event the Tender Offer is extended, the tenth business day after commencement of the Tender Offer, and (ii) after the 60th business day after the commencement of the Tender Offer if for any reason the Tender Offer has not been consummated within 60 business days after the commencement of the Tender Offer.

The Tender Offer is conditioned upon the satisfaction of certain conditions that may be waived or changed, including the completion of an offering (the "Notes Offering") of senior unsecured notes (the "New Notes") on terms satisfactory to CoreCivic in its sole discretion, generating aggregate proceeds (before underwriters' discounts and commissions and other offering expenses) of at least \$450 million. The Tender Offer is not conditioned upon any minimum amount of 2026 Notes being tendered, and the Notes Offering is not conditioned on the completion of the Tender Offer.

The Tender Offer may be amended, extended, terminated or withdrawn in the Company's sole discretion and subject to applicable law.

There is no assurance that the Tender Offer will be subscribed for any amount. The Company intends, but is not obligated, to redeem, in accordance with the terms of the indenture governing the 2026 Notes, any of the 2026 Notes that remain outstanding after the expiration of the Tender Offer.

Citizens JMP Securities, LLC is acting as the dealer manager for the Tender Offer. The information agent and tender agent is D.F. King & Co., Inc. Requests for documents should be directed to D.F. King & Co., Inc. by calling (212) 269-5550 (for banks and brokers), or (800) 549-6697 (for all others toll free), or emailing corecivic@dfking.com. Copies of the Offer to Purchase and Notice of Guaranteed Delivery are also available at the following web address: <http://www.dfking.com/corecivic>.

Questions regarding the terms of the Tender Offer may be directed to Citizens Capital Markets at (617) 725-5783.

None of CoreCivic, its board of directors, the dealer manager, the trustee or D.F. King & Co., Inc., or any of their respective affiliates, is making any recommendation to holders of the 2026 Notes as to whether to tender or refrain from tendering 2026 Notes for purchase pursuant to the Tender Offer, and neither CoreCivic, its board of directors or any such other person has authorized any person to make any such recommendation. Each holder must make his, her or its own decision as to whether to tender his, her or its 2026 Notes for purchase and, if so, the principal amount of 2026 Notes to tender based on such holder's assessment of current market value and other relevant factors.

Full details of the terms and conditions of the Tender Offer are described in the Tender Offer Documents. The Tender Offer is only being made pursuant to, and the information in this press release is qualified in its entirety by reference to, the Tender Offer Documents, which are being made available to holders of the 2026 Notes. Holders of the 2026 Notes are encouraged to read the Tender Offer Documents, as such documents contain important information regarding the Tender Offer. This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, including the 2026 Notes or the New Notes, nor shall it constitute a notice of redemption under the indenture governing the 2026 Notes, nor shall there be any offer, solicitation or sale of the 2026 Notes, the New Notes or any other securities in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

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 the Tender Offer, its timing, expiration and settlement, the issuance of the New Notes by CoreCivic and the planned redemption of the 2026 Notes that remain outstanding following the expiration of the Tender Offer. 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 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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