

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): May 11, 2023

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 (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))

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 5.07. Submission of Matters to a Vote of Security Holders.

On May 11, 2023, CoreCivic, Inc. (the “Company”) held its 2023 annual meeting of stockholders (the “Annual Meeting”) via live webcast. At the Annual Meeting there were present in person or represented by proxy 99,725,391 shares of the Company’s common stock, which represented approximately 87.0% of the 114,667,461 shares of the Company’s common stock outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders (i) elected 10 directors to the Company’s Board of Directors (the “Board”); (ii) ratified the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023; (iii) approved on an advisory basis the compensation of the Company’s named executive officers; and (iv) voted on an advisory basis in favor of “[1] Year” as the frequency of future advisory votes on executive compensation paid to the Company’s named executive officers. The results of each proposal submitted to a vote of the stockholders at the Annual Meeting are forth below.

Proposal 1: The ten nominees for director received the number of votes reported below:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|------------|---------|------------------|
| Donna M. Alvarado | 68,797,417 | 19,464,373 | 40,153 | 11,423,448 |
| Robert J. Dennis | 86,619,348 | 1,615,962 | 66,633 | 11,423,448 |
| Mark A. Emkes | 73,457,443 | 14,766,760 | 77,740 | 11,423,448 |
| Damon T. Hininger | 85,577,639 | 2,651,244 | 73,060 | 11,423,448 |
| Stacia A. Hylton | 73,578,449 | 14,642,712 | 80,782 | 11,423,448 |
| Harley G. Lappin | 85,570,843 | 2,637,769 | 93,331 | 11,423,448 |
| Anne L. Mariucci | 81,232,016 | 6,989,976 | 79,951 | 11,423,448 |
| Thurgood Marshall, Jr. | 73,690,668 | 14,556,411 | 54,864 | 11,423,448 |
| Devin I. Murphy | 69,293,333 | 18,931,191 | 77,419 | 11,423,448 |
| John R. Prann, Jr. | 83,805,528 | 4,417,836 | 78,579 | 11,423,448 |

Accordingly, Ms. Alvarado, Mr. Dennis, Mr. Emkes, Mr. Hininger, Ms. Hylton, Mr. Lappin, Ms. Mariucci, Mr. Marshall, Mr. Murphy and Mr. Prann were elected to serve until the Company’s 2024 Annual Meeting of Stockholders and until their respective successor is duly qualified and elected.

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2023:

| For | Against | Abstain |
|------------|-----------|---------|
| 95,916,839 | 3,768,041 | 40,511 |

Proposal 3: An advisory vote to approve the compensation paid to the Company’s named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 84,985,101 | 3,224,990 | 91,852 | 11,423,448 |

Proposal 4: An advisory vote on the frequency of future advisory votes on executive compensation:

| 1 Year | 2 Years | 3 Years | Abstain | Broker Non-Votes |
|------------|---------|-----------|---------|------------------|
| 86,899,922 | 175,562 | 1,136,708 | 89,751 | 11,423,448 |

Based on these results, and consistent with its own recommendation, the Board has determined to continue to provide the Company’s stockholders with an annual advisory vote to approve executive compensation until the next vote on the frequency of such advisory votes.

Item 9.01. Financial Statements and Exhibits.

(d) The following exhibits are filed as part of this Current Report:

104 Cover Page Interactive Data File (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: May 15, 2023

CORECIVIC, INC.

By: /s/ David Garfinkle

David Garfinkle

Executive Vice President and Chief Financial Officer