

**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 7, 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 (*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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangement of Certain Officers.

Appointment of Directors

On March 7, 2024, the Board of Directors (the “Board”) of CoreCivic, Inc., a Maryland corporation (the “Company”), in accordance with the Company’s Eleventh Amended and Restated Bylaws, expanded the size of the Board from ten (10) directors to twelve (12) directors and appointed Catherine Hernandez-Blades (“Ms. Hernandez-Blades”) and Alexander R. Fischer (“Mr. Fischer”) to fill the vacancies created by such expansion, effective March 15, 2024 (the “Effective Date”). Each of Ms. Hernandez-Blades and Mr. Fischer will hold office from the Effective Date until the Company’s 2024 Annual Meeting of Stockholders (the “2024 Annual Meeting”), at which time each will be considered for election to the Company’s Board for a one-year term expiring in 2025.

The Board has determined that Ms. Hernandez-Blades and Mr. Fischer are independent within the meaning of the New York Stock Exchange listing standards as currently in effect. The Board expects to appoint Ms. Hernandez-Blades and Mr. Fischer to one or more committees at a later date.

Ms. Hernandez-Blades and Mr. Fischer will be compensated in accordance with the Company’s previously disclosed compensation programs for non-employee directors as described in the Company’s Proxy Statement, filed with the Securities and Exchange Commission on March 28, 2023. Other than the foregoing compensation arrangements, there are no other arrangements or understandings between Ms. Hernandez-Blades or Mr. Fischer and any other persons pursuant to which Ms. Hernandez-Blades or Mr. Fischer was appointed as a director. Neither Ms. Hernandez-Blades nor Mr. Fischer is a party to any transaction with the Company that would require disclosure under Item 404(a) of Regulation S-K.

Director Retirement

On March 7, 2024, Donna M. Alvarado (“Ms. Alvarado”), who has been a member of the Board since 2003, announced to the Board that she would retire from the Board, including her position as a member and chair of the Company’s Nominating and Governance Committee, as well as her position as a member of each of the Company’s Audit Committee and the Company’s Risk Committee, effective as of the 2024 Annual Meeting in accordance with the Company’s retirement policy. Ms. Alvarado will continue to serve on the Board in her current capacity until the 2024 Annual Meeting.

Ms. Alvarado’s decision to retire and not stand for re-election is not due to any disagreements with the Company on any matter relating to the Company’s operations, policies, or practices.

Subsequently, on March 7, 2024, the Board determined that, effective upon Ms. Alvarado’s retirement from the Board, the size of the Board will be reduced from twelve (12) to eleven (11) members.

A copy of the press release announcing the appointment of Ms. Hernandez-Blades and Mr. Fischer to the Board and Ms. Alvarado’s intention to retire from the Board is attached as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

99.1 [Press Release dated March 7, 2024.](#)

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: March 8, 2024

By: /s/ David M. Garfinkle
David M. Garfinkle
Executive Vice President and Chief Financial Officer

News Release



Contact: Investors: Michael Grant - Managing Director, Investor Relations - (615) 263-6957
 Media: Steve Owen – Vice President, Communications - (615) 263-3107

**CORECIVIC APPOINTS CATHERINE HERNANDEZ-BLADES AND ALEXANDER R. FISCHER TO ITS BOARD OF DIRECTORS;
 CORECIVIC ALSO ANNOUNCES PLANNED RETIREMENT OF LONG-TERM BOARD MEMBER DONNA ALVARADO**

Brentwood, Tenn. – March 7, 2024 – CoreCivic, Inc. (NYSE: CXW) (the Company) announced today that, effective March 15, 2024, Catherine Hernandez-Blades and Alexander R. Fischer will be appointed as independent members of the Company’s Board of Directors, expanding the board from ten to twelve directors, ten of whom have been determined by the board to be independent. The company also announced today that Donna M. Alvarado, who has served on CoreCivic’s Board of Directors since 2003, will retire from the Board in accordance with the Company’s retirement policy after the company’s 2024 Annual Meeting of Shareholders, bringing the number of board members at that point to eleven, including nine independent members. Both Ms. Hernandez-Blades and Mr. Fischer are expected to join various board committees in the future.

“We are pleased to have Catherine and Alex join our Board of Directors,” said Damon Hininger, CoreCivic’s President and Chief Executive Officer. “Catherine brings decades of executive leadership experience in government relations, communications, and marketing in both the private and the public sectors. She has partnered with the Federal government through her work at SAIC, Raytheon and Lockheed Martin, and she has worked closely with government leaders at the state level as well. Catherine also provides community support as a board member at several non-profits. We are very excited to add her valuable perspective to CoreCivic’s board.”

Hininger added, “We’re equally excited about the addition of Alex Fischer to our board. Alex brings diverse business, government, and non-profit experience, including extensive work in corporate strategy and property development. Alex has deep knowledge of economic development from both his leadership of the Columbus Partnership and previously as Commissioner of Economic Development and Deputy Governor for the State of Tennessee. Alex’s strong board experience spans a publicly traded company as well as other private and non-profit entities.”

“As we welcome Catherine and Alex, I also want to express how grateful we are to Donna Alvarado for her 21 years of thoughtful stewardship as a CoreCivic board member,” Hininger continued. Donna has been deeply engaged with CoreCivic and she’s provided valued and consistent counsel as we have navigated various opportunities over the past two decades.”

Ms. Hernandez-Blades, 56, formerly served as the senior brand marketing and communications executive at SAIC, Aflac, and Flex (formerly Flextronics), where she had responsibility for brand, reputation, crisis, and issues management, as well as environmental, social, and governance efforts. Previously, she held senior management positions at Raytheon and Lockheed Martin, as well as in government, including serving by gubernatorial appointment as the Executive Director of the Louisiana Seafood Promotion and Marketing Board. Ms. Hernandez-Blades serves as the U.S. representative on the Advisory Board of the World Communications Forum Association—Davos, and as a Trustee for the Institute of Public Relations, an industry think tank. She is a former Chair of the Board of Operation Homefront, The Seminar, and CASA New Orleans. She holds a bachelor’s degree in Mass Communications from the University of Louisiana, Lafayette, and is a Loyola University Environmental Communications Fellow.

5501 Virginia Way, Brentwood, Tennessee 37027, Phone: 615-263-3000

Mr. Fischer, 56, is the founder of Alex R. Fischer and Company, which offers strategic advisory services on corporate strategy, real estate development and economic development, since 2021. He is also a Partner with The New Albany Company, the master developer for over 20,000 acres of mixed-use development. His prior roles include serving as President and CEO of the Columbus Partnership from 2009 to 2021 and undertaking various positions at Battelle Memorial Institute, including Senior Vice President for Business and Commercialization, from 2002 to 2009. Earlier, Mr. Fischer contributed his expertise as Commissioner of Economic Development, Deputy Governor, and Chief of Staff for the State of Tennessee between 1997 and 2002. Mr. Fischer is an active board member of Advanced Drainage Systems (NYSE: WMS), where he chairs the Nominating and Governance Committee and serves on the Audit Committee; Nationwide Children's Hospital, where he previously served as Chair; White Oak Partners, as Chair; Andelyn Biosciences; and the Columbus Downtown Development Corporation, also as Chair. He previously served on the board of trustees for The Ohio State University. Mr. Fischer holds a bachelor's degree in Economics and Public Administration and a master's degree in Urban Planning and Economic Development, both from the University of Tennessee.

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. We provide 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. We are the nation's largest owner of partnership correctional, detention and residential reentry facilities, and believe we are the largest private owner of real estate used by government agencies in the United States. We have been a flexible and dependable partner for government for 40 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 www.corecivic.com.

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