

**SUPPLEMENT TO
PROXY STATEMENT FOR THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD MAY 16, 2013**

This proxy statement supplement, dated May 1, 2013, supplements the Corrections Corporation of America (the “Company”) proxy statement, filed with the Securities and Exchange Commission on April 8, 2013, relating to the 2013 Annual Meeting of Stockholders to be held at 10:00 a.m., local time, on Thursday, May 16, 2013, at our corporate headquarters, 10 Burton Hills Boulevard, Nashville, Tennessee.

Due to an administrative error, the tables under the heading “Potential Payments Upon Termination or Change in Control” erroneously included amounts of Excise Tax & Gross-Up benefits for our named executive officers in the event that their employment with the Company was terminated due to a change-in-control on December 31, 2012. Pursuant to each of their employment agreements, none of our named executive officers are eligible for any excise tax and gross-up payments in connection with a change-in-control termination. The other information in the tables regarding the potential payments upon termination or a change in control of the Company is correct.