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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM 8-K**

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**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 21, 2013**

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**Corrections Corporation of America**

(Exact name of registrant as specified in its charter)

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**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)

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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))
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**Item 7.01. Regulation FD Disclosure.**

Corrections Corporation of America, a Maryland corporation (the "Company") is in the process of amending its revolving credit facility to, among other things, increase the aggregate principal amount of the revolving commitments to a maximum amount of \$900.0 million and provide for additional uncommitted incremental extensions of credit in the form of increases in the revolving commitments or incremental term loans in an aggregate principal amount up to \$100.0 million and to extend the maturity from December 2016 to December 2017 for those lenders agreeing to such extension.

The information furnished pursuant to this Item 7.01 of Form 8-K shall not be deemed to be "filed" for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, and Section 11 of the Securities Act of 1933, as amended, or otherwise subject to the liabilities of those sections. This Current Report will not be deemed an admission by the Company as to the materiality of any information in this report that is required to be disclosed solely by Item 7.01. The Company does not undertake a duty to update the information in this Current Report and cautions that the information included in this Current Report under Item 7.01 is current only as of March 21, 2013 and may change thereafter.

**Item 8.01. Other Events.**

On March 21, 2013, the Company issued a press release regarding the proposed private offering of \$675.0 million in aggregate principal amount of Senior Notes. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

On March 21, 2013, the Company commenced a cash tender offer for any and all of its outstanding 7 <sup>3</sup>/<sub>4</sub>% Senior Notes due 2017 (the "2017 Notes") on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement dated March 21, 2013 (the "Statement"). The tender offer will expire at 11:59 p.m., New York City time, on April 17, 2013, unless extended or earlier terminated. The tender offer is subject to customary conditions, including, among other things, a requisite consent condition and a financing condition. In conjunction with the tender offer, and on the terms and subject to the conditions set forth in the Statement, the Company is soliciting consents from the holders of the 2017 Notes to effect certain proposed amendments to the indenture governing the 2017 Notes. The proposed amendments would eliminate substantially all of the restrictive covenants and certain events of default provisions in the indenture governing the 2017 Notes. The consent solicitation will expire at 5:00 p.m., New York City time, on April 3, 2013, unless extended or earlier terminated.

On March 21, 2013, the Company issued a press release announcing the commencement of the tender offer. The press release is furnished herewith as Exhibit 99.2 and is incorporated herein by reference.

**Cautionary Statement Regarding Forward-Looking Statements**

This Current Report on Form 8-K contains statements as to the Company's beliefs and expectations of the outcome of future events that are forward-looking statements as defined within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include, but are not limited to, the risks and uncertainties associated with: (i) the Company's ability to meet and maintain REIT qualification tests; (ii) general economic and market conditions, including the impact governmental budgets can have on the Company's per diem rates, occupancy and overall utilization; (iii) the availability of debt and equity financing on terms that are favorable to the Company; (iv) fluctuations in the Company's operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (v) the Company's ability to obtain and maintain correctional facility management contracts, including as a result

of sufficient governmental appropriations and as a result of inmate disturbances; (vi) changes in the privatization of the corrections and detention industry, the public acceptance of the Company's services, the timing of the opening of and demand for new prison facilities and the commencement of new management contracts; (vii) the outcome of California's realignment program and utilization of out of state private correctional capacity; and (viii) increases in costs to construct or expand correctional facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond the Company's control, such as weather, labor conditions and material shortages, resulting in increased construction costs.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

99.1 Press Release dated March 21, 2013 Announcing Proposed Offering of Senior Notes.

99.2 Press Release dated March 21, 2013 Announcing Tender Offer.

**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 21, 2013

**CORRECTIONS CORPORATION OF AMERICA**

By: /s/ Todd J Mullenger

Name: Todd J Mullenger

Title: Executive Vice President and  
Chief Financial Officer

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**EXHIBIT INDEX**

<u>Exhibit</u>	<u>Description</u>
99.1	Press Release dated March 21, 2013 Announcing Proposed Offering of Senior Notes.
99.2	Press Release dated March 21, 2013 Announcing Tender Offer.

## News Release



Contact: Investors and Analysts: Karin Demler, CCA at (615) 263-3005  
Financial Media: David Gutierrez, Dresner Corporate Services at (312) 780-7204

### CCA ANNOUNCES PROPOSED OFFERING OF SENIOR NOTES

**NASHVILLE, Tenn. – March 21, 2013 — CCA (NYSE: CXW)** (the “Company” or “Corrections Corporation of America”), today announced its intention to offer up to an aggregate of \$675 million in aggregate principal amount of senior notes, comprised of senior notes due 2020 and senior notes due 2023 (collectively, the “New Notes”). The New Notes will be senior unsecured obligations of the Company and will initially be guaranteed by all of the Company’s subsidiaries that guarantee its senior secured credit facility.

The New Notes will be offered in the United States to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”), and outside the United States pursuant to Regulation S under the Securities Act. The New Notes have not been registered under the Securities Act and may not be offered or sold in the United States without registration or an applicable exemption from the registration requirements.

The Company intends to use its net proceeds from the sale of the New Notes to purchase, redeem or otherwise acquire all of the Company’s outstanding 7<sup>3/4</sup>% Senior Notes due 2017 either pursuant to its concurrent tender offer for such notes or otherwise, to fund the payment in cash of up to 20% of its required distribution of C-corporation accumulated earnings and profits in connection with its REIT conversion, to pay other REIT conversion costs and for general corporate purposes.

This press release is neither an offer to sell nor a solicitation of an offer to buy any securities, nor shall there be any offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

#### About CCA

CCA is the nation’s largest owner of partnership correction and detention facilities and one of the largest prison operators in the United States, behind only the federal government and three states. We currently operate 67 facilities, including 51 facilities that we own or control, with a total design capacity of approximately 92,500 beds in 20 states and the District of Columbia. CCA specializes in owning, operating and managing prisons and other correctional facilities and providing inmate residential services for governmental agencies. In addition to providing the fundamental residential services relating to inmates, our facilities offer a variety of rehabilitation and educational programs, including basic education, religious services, life skills and employment training and substance abuse treatment.

#### Forward-Looking Statements

This press release contains statements as to the Company’s beliefs and expectations of the outcome of future events that are forward-looking statements as defined within the meaning of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from the statements made. These include, but are not

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limited to, the risks and uncertainties associated with: (i) our ability to meet and maintain REIT qualification tests; (ii) general economic and market conditions, including the impact governmental budgets can have on our per diem rates, occupancy and overall utilization; (iii) the availability of debt and equity financing on terms that are favorable to us; (iv) fluctuations in our operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates and risks of operations; (v) our ability to obtain and maintain correctional facility management contracts, including as a result of sufficient governmental appropriations and as a result of inmate disturbances; (vi) changes in the privatization of the corrections and detention industry, the public acceptance of our services, the timing of the opening of and demand for new prison facilities and the commencement of new management contracts; (vii) the outcome of California's realignment program and utilization of out of state private correctional capacity; and (viii) increases in costs to construct or expand correctional facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond our control, such as weather, labor conditions and material shortages, resulting in increased construction costs.

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News Release



Contact: Investors and Analysts: Karin Demler, CCA at (615) 263-3005  
 Financial Media: David Gutierrez, Dresner Corporate Services at (312) 780-7204

**CCA ANNOUNCES TENDER OFFER  
 FOR ANY AND ALL OF ITS 7<sup>3</sup>/<sub>4</sub>% SENIOR NOTES DUE 2017**

**NASHVILLE, Tenn. – March 21, 2013 — CCA (NYSE: CXW)** (the “Company” or “Corrections Corporation of America”), announced today the commencement of a cash tender offer for any and all of its outstanding 7<sup>3</sup>/<sub>4</sub>% Senior Notes due 2017 (the “2017 Notes”). There is currently \$465.0 million aggregate principal amount of the 2017 Notes outstanding. In conjunction with the tender offer, the Company is soliciting consents from holders of the 2017 Notes to effect certain proposed amendments to the indenture governing the 2017 Notes. The proposed amendments would eliminate substantially all of the restrictive covenants and certain events of default provisions in the indenture governing the 2017 Notes. The tender offer and the consent solicitation (the “Offer”) are being made pursuant to an Offer to Purchase and Consent Solicitation Statement and a related Consent and Letter of Transmittal, each dated as of March 21, 2013. The Offer will expire at 11:59 p.m., New York City time, on April 17, 2013, unless extended or earlier terminated (the “Expiration Time”).

Holders who validly tender (and do not validly withdraw) their 2017 Notes and provide their consents to the proposed amendments to the indenture governing the 2017 Notes prior to the consent payment deadline of 5:00 p.m., New York City time, on April 3, 2013, unless extended (the “Consent Expiration”), shall receive the total consideration equal to \$1,050 per \$1,000 principal amount of the 2017 Notes, which includes a consent payment of \$30.00 per \$1,000 principal amount of the 2017 Notes, plus any accrued and unpaid interest on the 2017 Notes up to, but not including, the initial settlement date, which is expected to be on April 4, 2013.

Holders who validly tender (and do not validly withdraw) their 2017 Notes and provide their consents to the proposed amendments to the indenture governing the 2017 Notes after the Consent Expiration but on or prior to the Expiration Time shall receive the tender offer consideration equal to \$1,020 per \$1,000 principal amount of the 2017 Notes, plus any accrued and unpaid interest on the 2017 Notes up to, but not including, the final settlement date for such 2017 Notes. Holders of 2017 Notes who tender after the Consent Expiration will not receive a consent payment.

Upon receipt of the consent of the holders of a majority in aggregate principal amount of the outstanding 2017 Notes (excluding any 2017 Notes held by the Company or any affiliate of the Company), the Company will execute a supplemental indenture effecting the proposed amendments. Except in certain circumstances, 2017 Notes tendered and consents delivered may not be withdrawn or revoked after 5:00 p.m., New York City time, on April 3, 2013.

The Offer is subject to customary conditions, including, among other things, a requisite consent condition and a financing condition.

The Company has engaged BofA Merrill Lynch, J.P. Morgan, SunTrust Robinson Humphrey, Inc., Wells Fargo Securities and PNC Capital Markets LLC to act as dealer managers and solicitation agents for the Offer and D.F. King & Co., Inc. to act as information agent and tender agent for the Offer. Requests for

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documents may be directed to D.F. King & Co., Inc. at (800) 488-8095 (U.S. toll free), or in writing to 48 Wall Street, New York, New York 10005. Questions regarding the Offer may be directed to BofA Merrill Lynch at (888) 292-0070 (toll-free) or (980) 387-3907 (collect).

This press release is for informational purposes only and is not an offer to buy or the solicitation of an offer to sell with respect to any securities. The Offer is only being made pursuant to the terms of the Offer to Purchase and Consent Solicitation Statement and the related Consent and Letter of Transmittal. The Offer is not being made in any jurisdiction in which the making or acceptance thereof would not be in compliance with the securities, blue sky or other laws of such jurisdiction. None of CCA, the dealer manager, the information agent, the depositary or their respective affiliates is making any recommendation as to whether or not holders should tender all or any portion of their 2017 Notes in the Offer.

#### **About CCA**

CCA is the nation's largest owner of partnership correction and detention facilities and one of the largest prison operators in the United States, behind only the federal government and three states. We currently operate 67 facilities, including 51 facilities that we own or control, with a total design capacity of approximately 92,500 beds in 20 states and the District of Columbia. CCA specializes in owning, operating and managing prisons and other correctional facilities and providing inmate residential services for governmental agencies. In addition to providing the fundamental residential services relating to inmates, our facilities offer a variety of rehabilitation and educational programs, including basic education, religious services, life skills and employment training and substance abuse treatment.

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