

Carter, Cole G.  
Form 4/A  
February 27, 2019

**FORM 4**

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

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carter, Cole G.

(Last) (First) (Middle)

C/O CORECIVIC, 10 BURTON  
HILLS BLVD.

(Street)

NASHVILLE, TN 37215

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
CoreCivic, Inc. [CXW]

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/16/2019

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
02/26/2019

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

SVP, General Counsel, Secretar

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                       | Amount                                                                                                             | (A)<br>or<br>(D)                                                     | Price                                   |
| Common<br>Stock                       | 02/16/2019 <sup>(1)</sup>               |                                                             | A                                    |                                                                         | 638                                                                                                                | A                                                                    | \$ 0                                    |
| Common<br>Stock                       | 02/16/2019                              |                                                             | F <sup>(2)</sup>                     |                                                                         | 190                                                                                                                | D                                                                    | \$<br>20.34                             |
| Common<br>Stock                       | 02/19/2019 <sup>(1)</sup>               |                                                             | A                                    |                                                                         | 689                                                                                                                | A                                                                    | \$ 0                                    |
| Common<br>Stock                       | 02/19/2019                              |                                                             | F <sup>(2)</sup>                     |                                                                         | 205                                                                                                                | D                                                                    | \$<br>20.47                             |
| Common<br>Stock                       | 02/21/2019 <sup>(1)</sup>               |                                                             | A                                    |                                                                         | 964                                                                                                                | A                                                                    | \$ 0                                    |

# Edgar Filing: Carter, Cole G. - Form 4/A

Common Stock      02/21/2019      F(2)      227      D      \$ 21.64      17,484      D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**      SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                   | Relationships                             |
|----------------------------------------------------------------------------------|-------------------------------------------|
|                                                                                  | Director    10% Owner    Officer    Other |
| Carter, Cole G.<br>C/O CORECIVIC<br>10 BURTON HILLS BLVD.<br>NASHVILLE, TN 37215 | SVP, General Counsel, Secretar            |

## Signatures

/s/ Cameron Hopewell,  
Attorney-in-Fact      02/26/2019

\*\*Signature of Reporting Person      Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
  - (1) A review of the stock transaction indicates that the required Form 4 filing was not filed timely.
  - (2) Represents shares forfeited for tax withholding purposes in connection with the vesting of the restricted stock units reported herein.
- Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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