

OVERBY CHARLES L

Form 4

August 14, 2018

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**OVERBY CHARLES L**

(Last) (First) (Middle)

**CORECIVIC, INC., 10 BURTON HILLS BOULEVARD**

(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)  
**08/13/2018**

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V Amount or Price (A) (D)   |   |  |   |
| Common Stock                    | 08/13/2018                           |  | M                              | 15,820 (1) A \$ 13.15 (1)   | 57,067  | D  |   |
| Common Stock                    | 08/13/2018                           |  | M                              | 14,282 (1) A \$ 17.66 (1)   | 71,349  | D  |   |
| Common Stock                    | 08/13/2018                           |  | M                              | 5,722 (1) A \$ 22.42 (1)  | 77,071  | D  |   |
| Common Stock                    | 08/13/2018                           |  | M                              | 7,888 (1) A \$ 22.34 (1)  | 84,959  | D  |   |
| Common Stock                    | 08/13/2018                           |  | S                              | 43,712 D \$ 25.2611 (2)   | 41,247  | D  |   |

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

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(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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option (Right to Buy)                | \$ 13.15<br><u>(1)</u>                                 | 08/13/2018                           |  | S                              | 15,820<br><u>(1)</u>  | 05/14/2010 <sup>(3)</sup> 05/14/2019                     | Common Stock  | 15,820                     |
| Stock Option (Right to Buy)                | \$ 17.66<br><u>(1)</u>                                 | 08/13/2018                           |  | S                              | 14,282<br><u>(1)</u>  | 05/13/2011 <sup>(3)</sup> 05/13/2020                     | Common Stock  | 14,282                     |
| Stock Option (Right to Buy)                | \$ 22.42<br><u>(1)</u>                                 | 08/13/2018                           |  | S                              | 5,722<br><u>(1)</u>   | 05/12/2012 <sup>(3)</sup> 05/12/2021                     | Common Stock  | 5,722                      |
| Stock Option (Right to Buy)                | \$ 22.34<br><u>(1)</u>                                 | 08/13/2018                           |  | S                              | 7,888<br><u>(1)</u>   | 03/16/2013 <sup>(3)</sup> 03/16/2022                     | Common Stock  | 7,888                      |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| OVERBY CHARLES L<br>CORECIVIC, INC.<br>10 BURTON HILLS BOULEVARD<br>NASHVILLE, TN 37215 |               | X         |         |       |

## Signatures

/s/ Cameron Hopewell,  
Attorney-in-Fact

08/14/2018

\_\_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) As adjusted to reflect an increase in the number of shares underlying the option and a decrease in the per share exercise price of such option as a result of the special dividend paid in connection with our REIT conversion to stockholders of record on April 19, 2013.  
The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.495, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. The shares were sold in multiple transactions at prices ranging from \$25.02 to \$25.495, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the ranges set forth in this footnote.
- (3) Option vests in full on the first anniversary date of the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.