

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					
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 (2)	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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 13.15 <u>(1)</u>	08/13/2018		S	15,820 <u>(1)</u>	05/14/2010 ⁽³⁾	05/14/2019	Common Stock	15,820
Stock Option (Right to Buy)	\$ 17.66 <u>(1)</u>	08/13/2018		S	14,282 <u>(1)</u>	05/13/2011 ⁽³⁾	05/13/2020	Common Stock	14,282
Stock Option (Right to Buy)	\$ 22.42 <u>(1)</u>	08/13/2018		S	5,722 <u>(1)</u>	05/12/2012 ⁽³⁾	05/12/2021	Common Stock	5,722
Stock Option (Right to Buy)	\$ 22.34 <u>(1)</u>	08/13/2018		S	7,888 <u>(1)</u>	03/16/2013 ⁽³⁾	03/16/2022	Common Stock	7,888

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OVERBY CHARLES L CORECIVIC, INC. 10 BURTON HILLS BOULEVARD 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.