

CoreCivic, Inc.
Form 8-K
May 11, 2018

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d)

of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 11, 2018 (May 10, 2018)

CoreCivic, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction

of Incorporation)

001-16109
(Commission

File Number)
10 Burton Hills Boulevard,

62-1763875
(I.R.S. Employer

Identification No.)

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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)

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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On May 10, 2018, the Company held its 2018 annual meeting of stockholders (the Annual Meeting). At the Annual Meeting there were present in person or represented by proxy 105,606,454 shares of the Company's common stock, which represented approximately 89.1% of the 118,543,632 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company's stockholders (i) elected ten directors to the Company's Board of Directors; (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018 and; (iii) approved on an advisory basis the compensation of the Company's named executive officers. The number of votes For, Against and Abstain, as well as the number of broker non-votes for each proposal were as follows:

Proposal 1: The election of Donna M. Alvarado, Robert J. Dennis, Mark A. Emkes, Damon T. Hininger, Stacia A. Hylton, Harley G. Lappin, Anne L. Mariucci, Thurgood Marshall, Jr., Charles L. Overby and John R. Prann, Jr. to serve as members of the Company's Board of Directors until the next annual meeting of stockholders and until their successors are duly elected and qualified:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|------------|------------|---------|------------------|
| Donna M. Alvarado | 87,028,386 | 1,748,910 | 149,995 | 16,679,163 |
| Robert J. Dennis | 76,355,349 | 12,416,560 | 155,382 | 16,679,163 |
| Mark A. Emkes | 69,331,600 | 19,441,398 | 154,293 | 16,679,163 |
| Damon T. Hininger | 87,274,782 | 1,502,496 | 150,013 | 16,679,163 |
| Stacia A. Hylton | 69,352,513 | 19,164,881 | 409,897 | 16,679,163 |
| Harley G. Lappin | 84,703,099 | 4,067,585 | 156,607 | 16,679,163 |
| Anne L. Mariucci | 87,947,806 | 823,268 | 156,217 | 16,679,163 |
| Thurgood Marshall, Jr. | 69,534,709 | 19,271,765 | 120,817 | 16,679,163 |
| Charles L. Overby | 66,081,409 | 22,719,981 | 125,901 | 16,679,163 |
| John R. Prann, Jr. | 87,117,336 | 1,654,576 | 155,379 | 16,679,163 |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2018:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 103,286,261 | 1,585,860 | 734,333 | |

Proposal 3: An advisory vote to approve the compensation paid to the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|------------|-----------|---------|------------------|
| 83,523,869 | 4,809,451 | 593,971 | 16,679,163 |

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: May 11, 2018

CORECIVIC, INC.

By: /s/ David Garfinkle
David Garfinkle

Executive Vice President and Chief Financial
Officer