

GEO GROUP INC  
Form 8-K  
September 25, 2014

**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): September 22, 2014**

**THE GEO GROUP, INC.**

**(Exact name of registrant as specified in its charter)**

|   |   |   |
|---|---|---|
| <b>Florida</b><br><b>(State or other jurisdiction</b> | <b>1-14260</b><br><b>(Commission File Number)</b> | <b>65-0043078</b><br><b>(IRS Employer</b> |
| <b>of incorporation)</b>                              |   | <b>Identification No.)</b>                |

|   |                                   |
|---|-----------------------------------|
| <b>621 NW 53<sup>rd</sup> Street, Suite 700, Boca Raton, Florida</b><br><b>(Address of principal executive offices)</b> | <b>33487</b><br><b>(Zip Code)</b> |
| <b>Registrant's telephone number, including area code <u>(561) 893-0101</u></b>   |                                   |

**N/A**

**(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))

## Section 8- Other Events

### Item 8.01 Other Events.

On the morning of September 22, 2014, The GEO Group, Inc. ( GEO ) announced its plans for the commencement of an offering of \$250,000,000 aggregate principal amount of senior unsecured notes due 2024 (the Notes ), subject to market and other customary conditions. On the afternoon of September 22, 2014, GEO announced the pricing of its offering of the Notes. The Notes will be issued at a coupon rate and yield to maturity of 5.875%.

GEO expects to receive net proceeds from this offering of approximately \$245.0 million after deducting the underwriters' discount and GEO's estimated expenses. GEO intends to use the net proceeds from the offering to pay down outstanding borrowings under its revolving credit facility and pay related fees, costs and expenses.

A copy of the press release announcing GEO's intention to offer the Notes is attached as Exhibit 99.1 hereto. A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.2 hereto.

On September 22, 2014, GEO and certain subsidiary guarantors (the Guarantors ) entered into an underwriting agreement (the Underwriting Agreement ) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative for the underwriters named therein (collectively, the Underwriters ) providing for the offer and sale of the \$250,000,000 aggregate principal amount of 5.875% Senior Notes due 2024 pursuant to an effective registration statement filed on September 12, 2014, as amended (File No. 333-198729), with the Securities and Exchange Commission.

The Notes will be fully and unconditionally guaranteed by each of GEO's restricted subsidiaries that has guaranteed GEO's obligations under the Second Amended and Restated Credit Agreement, dated as of August 27, 2014, by and among GEO and GEO Corrections Holdings, Inc., as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto, and may be guaranteed by additional subsidiaries in the future (the Guarantees ).

GEO and the Guarantors have made certain customary representations, warranties and covenants in the Underwriting Agreement concerning GEO, the Guarantors and the registration statement related to the offering of the Notes. GEO and the Guarantors have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended.

The offering of the Notes is expected to close, subject to customary closing conditions, on September 25, 2014.

The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

This Current Report on Form 8-K does not constitute an offer to sell or the solicitation of an offer to buy the Notes, nor shall there be any offer, solicitation or sale of the Notes in any jurisdiction in which such offer, solicitation or sale is unlawful.

Certain legal opinions relating to the legality of the Notes and the Guarantees are attached hereto as Exhibits 5.1, 5.2 and 5.3 to this Current Report on Form 8-K.

**Section 9- Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits*

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 1.1                | Underwriting Agreement, dated September 22, 2014, by and among GEO, the subsidiary guarantors listed on Schedule B thereto, and Merrill Lynch, Pierce, Fenner & Smith Incorporated, as representative of the several underwriters named therein. |
| 5.1                | Opinion of Akerman LLP.  |
| 5.2                | Opinion of Hughes Gorski Seedorf Odsen & Tervooren, LLC, as to matters of Alaska law.  |
| 5.3                | Opinion of Burns, Figa & Will, P.C., as to matters of Colorado law.  |
| 23.1               | Consent of Akerman LLP (included in Exhibit 5.1).  |
| 23.2               | Consent of Hughes Gorski Seedorf Odsen & Tervooren, LLC (included in Exhibit 5.2).   |
| 23.3               | Consent of Burns, Figa & Will, P.C. (included in Exhibit 5.3).   |
| 99.1               | Press Release, dated September 22, 2014.   |
| 99.2               | Press Release, dated September 22, 2014.   |

**SIGNATURES**

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.

**THE GEO GROUP, INC.**

September 25, 2014  
Date

By: /s/ Brian R. Evans  
Brian R. Evans  
Senior Vice President and Chief Financial Officer  
  
(Principal Financial Officer)

**EXHIBIT INDEX**

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