Dennis Robert J Form 4 February 26, 2018

## FORM 4

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

**OMB APPROVAL** OMB

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 Number: January 31, Expires: 2005

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Estimated average burden hours per response... 0.5

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

**SECURITIES** 

See Instruction

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Dennis Robert J Issuer Symbol

> CoreCivic, Inc. [CXW] (Check all applicable) (First) (Middle)

C/O CORECIVIC, 10 BURTON HILLS BOULEVARD

(State)

3. Date of Earliest Transaction (Month/Day/Year) 02/22/2018

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

(Street)

(Zip)

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

NASHVILLE, TN 37215

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Security (Month/Day/Year) Execution Date, if Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or

(Instr. 3 and 4) Code V Amount (D) Price

Common 5,538 02/22/2018 \$0 27,072 D (1) Stock

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

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

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

#### Edgar Filing: Dennis Robert J - Form 4

| 1. Title of<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transactic<br>Code<br>(Instr. 8) |                                   |                     | ate             | 7. Title and<br>Amount of<br>Underlying<br>Securities | nt of<br>lying<br>ities | 8. Price of Derivative Security (Instr. 5) | 9. Nu<br>Deriv<br>Secur<br>Bene |
|---|---|---|---|--|-----------------------------------|---------------------|-----------------|---|-------------------------|--|---------------------------------|
|   | Derivative<br>Security                      |   |   |  | Securities<br>Acquired            |                     |                 | (Instr.   | 3 and 4)                |  | Owne<br>Follo                   |
|   |   |   |   |  | (A) or<br>Disposed                |                     |                 |   |                         |  | Repo<br>Trans                   |
|   |   |   |   |  | of (D)<br>(Instr. 3,<br>4, and 5) |                     |                 |   |                         |  | (Instr                          |
|   |   |   |   |  | 4, and 3)                         |                     |                 |   | Amount                  |  |                                 |
|   |   |   |   |  |                                   | Date<br>Exercisable | Expiration Date | Title   | or<br>Number<br>of      |  |                                 |
|   |   |   |   | Code V                                 | (A) (D)                           |                     |                 |   | Shares                  |  |                                 |

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Dennis Robert J

C/O CORECIVIC
10 BURTON HILLS BOULEVARD

NASHVILLE, TN 37215

## **Signatures**

/s/ Cameron Hopewell, Attorney-in-Fact

02/26/2018

\*\*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).

Represents restricted stock units ("RSUs") granted to the Reporting Person on February 22, 2018 (the "Grant Date"). Each RSU

(1) represents a contingent right to receive one share of the Issuer's common stock. The RSU's vest in full on the first anniversary of the Grant Date, subject to continued service with the Issuer through such vesting date.

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.

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