

GARFINKLE DAVID  
Form 4  
December 03, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
GARFINKLE DAVID

(Last) (First) (Middle)

C/O 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)  
11/29/2018

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)  
EVP & Chief Financial Officer

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 (A) or (D) Price		
Common Stock	11/29/2018		M		5,010 (1) \$ 9.13 (1)	D	105,082
Common Stock	11/29/2018		S		5,010 \$ 21.6968	D	100,072
Common Stock	12/03/2018		M		19,385 (1) \$ 17.57 (1)	D	119,457
Common Stock	12/03/2018		F		17,040 (2) \$ 21.95	D	102,417

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 Security (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 9.13 <sup>(1)</sup>	11/29/2018		M	5,010 <sup>(1)</sup>	02/18/2013 <sup>(3)</sup> 02/18/2019	Common Stock	5,010
Employee Stock Option (Right to Buy)	\$ 17.57 <sup>(1)</sup>	12/03/2018		M	19,385 <sup>(1)</sup>	02/18/2014 <sup>(3)</sup> 02/18/2020	Common Stock	19,385

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARFINKLE DAVID C/O CORECIVIC, INC. 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215			EVP & Chief Financial Officer	

## Signatures

/s/ Cameron Hopewell,  
Attorney-in-Fact

12/03/2018

\_\_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)

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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 to stockholders of record on April 19, 2013 in connection with the Issuer's REIT conversion.

- (2) Represents shares forfeited to cover both the aggregate exercise price of the options being exercised and taxes arising from that exercise.

- Twenty-five (25%) of options granted became exercisable on each of the first, second, third and fourth anniversary of the option grant date. Date Exercisable reflects the first date 100% of each option grant was exercisable (i.e., the fourth anniversary of the option grant date).

### **Remarks:**

Exercise of employee stock options and sale of stock acquired upon exercise pursuant to Rule 10b5-1 trading plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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