

GEO GROUP INC  
Form 8-K  
May 15, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, DC 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 14, 2012**

**THE GEO GROUP, INC.**

**(Exact Name of Registrant as Specified in Charter)**

**Florida**

**(State or Other Jurisdiction of Incorporation)**

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**1-14260**  
(Commission

**65-0043078**  
(IRS Employer

File Number)

Identification No.)

**621 NW 53rd Street, Suite 700, Boca Raton, Florida**  
(Address of Principal Executive Offices)

**33487**  
(Zip Code)

**(561) 893-0101**

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

**Section 8 Other Events**

**Item 8.01 Other Events.**

On May 14, 2012, The GEO Group, Inc. (the Company ) filed with the Securities and Exchange Commission a prospectus supplement dated May 14, 2012 (the Prospectus Supplement ) to its prospectus dated September 13, 2011, which was included in its automatic shelf registration statement on Form S-3 (No. 333-176819) (the Registration Statement ). The Prospectus Supplement relates to the offer and sale of 154,722 shares of the Company s common stock, par value \$0.01 per share, held by Cornell Companies, Inc., the Company s wholly-owned subsidiary. The shares are being sold through Wells Fargo Advisors, LLC, acting in its capacity as a broker-dealer, pursuant to ordinary brokerage transactions at prevailing market prices.

The Company is filing the opinion of its counsel, Akerman Senterfitt, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

5.1 Opinion of Akerman Senterfitt regarding the legality of the shares offered.

23.2 Consent of Akerman Senterfitt (included in Exhibit 5.1).

**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.**

May 15, 2012  
Date

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