

CORRECTIONS CORP OF AMERICA

Form 3/A

February 07, 2002

FORM 3

U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

INITIAL STATEMENT OF 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(f) of the
Investment Company Act of 1940

OMB Number: 3235-01
Expires: December 31, 20
Estimated average burden
hours per response.....0

(Print or Type Responses)

1. Name and Address of Reporting Person*

Income Opportunity Fund I LLC

(Last)

(First)

(Middle)

c/o Millennium Partners
1995 Broadway

(Street)

New York

NY

10023

(City)

(State)

(Zip)

2. Date of Event Requiring Statement (Month/Day/Year)

11/02/00

3. IRS Identification Number of Reporting Person, if an entity (voluntary)

4. Issuer Name and Ticker or Trading Symbol

Corrections Corporation of America (CXW)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

Director

10% Owner

Officer (give title below)

Other (specify below)

6. If Amendment, Date of Original (Month/Day/Year)

12/20/01 (1)

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7. 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 Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Natur (Inst |
|---|---|---|-------------------|
| Common stock, par value \$.01 per share | 1,500 (2) | D (3) | |

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

* If the form is filed by more than one reporting person, see Instruction 5(b) (v).

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 control number.

(Over)
SEC 1473 (3-992)

FORM 3 (continued)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion Price of Derivative Security |
|---|--|-----------------|---|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| 10% convertible subordinated notes due 2008 | 1/1/01 | 12/31/08 | Common stock, par value \$.01 per share | 1,307,934 (2) |
| 10% convertible subordinated notes due 2008 | 1/1/01 | 12/31/08 | Common stock, par value \$.01 per share | 1,307,934 (2) |
| 10% convertible subordinated notes due 2008 | 1/1/01 | 12/31/08 | Common stock, par value \$.01 per share | 840,724 (2) |
| Series B cumulative convertible preferred stock | 12/7/00 | | Common stock, par value \$.01 per share | 2,257 (2) |

Explanation of Responses:

(1) This amendment is being filed to (i) correct the conversion price of the 10% convertible subordinated notes due 2008 (the "Notes") and consequently the number of shares of common stock, par value \$.01 per share, of the issuer ("Common Stock") underlying the Notes, and (ii) to report additional shares of the issuer's capital stock held by Christopher M. Jeffries.

(2) Reflects the one-for-ten reverse stock split effected by the issuer on May 18, 2001.

(3) These securities are directly owned by Mr. Jeffries.

(4) 84.07247 shares of Common Stock per \$1,000 principal amount of Notes.

(5) These securities are directly owned by Income Opportunity Fund I LLC ("IOF"). Millennium Development Partners V LLC ("MDP V") has an indirect beneficial interest in these securities in its capacity as managing member of IOF. Mr. Jeffries has an indirect beneficial interest in these securities in his capacity as the controlling member of MDP V.

(6) These securities are directly owned by Millennium Holdings III LLC ("MH III"). Mr. Jeffries has an indirect beneficial interest in these securities in his capacity as the controlling member of MH III.

(7) These securities are directly owned by Millennium Holdings II LLC ("MH II"). Mr. Jeffries has an indirect beneficial interest in these securities in his capacity as the controlling member of MH II.

(8) All reporting persons disclaim beneficial ownership in the securities of the issuer except to the extent of their pecuniary interest, if any, therein.

(9) 2.5088 shares of Common Stock per share of series B cumulative convertible preferred stock (reflects the one-for-ten stock split effected by the issuer on May 18, 2001).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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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INCOME OPPORTUNITY FUND I LLC

By: MILLENNIUM DEVELOPMENT PARTNERS V LLC, its
managing member

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

Date: February 4, 2002

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CONTINUATION SHEET RELATING TO JOINT FORM 3
FILED BY INCOME OPPORTUNITY FUND I LLC

JOINT FILER INFORMATION

DESIGNATED FILER: Income Opportunity Fund I LLC

ISSUER & TICKLER SYMBOL: Corrections Corporation of America (CXW)

DATE OF EVENT REQUIRING
STATEMENT: 11/02/00

OTHER REPORTING PERSONS:

1. Millennium Development Partners V LLC
c/o Millennium Partners
1995 Broadway
New York, NY 10023

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

2. Millennium Holdings II LLC

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c/o Millennium Partners
1995 Broadway
New York, NY 10023

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

3. Millennium Holdings III LLC
c/o Millennium Partners
1995 Broadway
New York, NY 10023

By: /s/ Steven L. Hoffman

Name: Steven L. Hoffman
Title: Vice President

4. Christopher M. Jeffries
c/o Millennium Partners
1995 Broadway
New York, NY 10023

/s/ Christopher M. Jeffries
