

MARSHALL THURGOOD JR

Form 4

February 28, 2019

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MARSHALL THURGOOD JR**

(Last) (First) (Middle)

**C/O CORECIVIC, 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)  
**02/27/2019**

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)

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                    | 02/27/2019                           |                                                    | M                              |                                                                   | 15,820 (1)        | A \$ 13.15 (1)                                                                                | 53,279                                                   | D                                                     |
| Common Stock                    | 02/27/2019                           |                                                    | F                              |                                                                   | 9,632 (2)         | D \$ 21.6                                                                                     | 43,647                                                   | D                                                     |

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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**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 Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Stock Option (Right To Buy)                | \$ 13.15 <sup>(1)</sup>                                | 02/27/2019                           |                                                    | M                              | 15,820 <sup>(1)</sup>                                                                   | 05/14/2009 05/14/2019                                    | Common Stock 15,820                                           |

## Reporting Owners

| Reporting Owner Name / Address                                                            | Relationships                    |
|-------------------------------------------------------------------------------------------|----------------------------------|
|                                                                                           | Director 10% Owner Officer Other |
| MARSHALL THURGOOD JR<br>C/O CORECIVIC<br>10 BURTON HILLS BOULEVARD<br>NASHVILLE, TN 37215 | X                                |

## Signatures

/s/ Cameron Hopewell,  
Attorney-in-Fact  
03/01/2019  
\_\_\_\_\_  
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).

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  
(1) 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) Shares withheld by the company in payment of exercise price of option.

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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