

Carter, Cole G.  
Form 4/A  
February 27, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Carter, Cole G.

(Last) (First) (Middle)  
C/O CORECIVIC, 10 BURTON HILLS BLVD.  
(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)  
02/16/2019

4. If Amendment, Date Original Filed (Month/Day/Year)  
02/26/2019

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)  
SVP, General Counsel, Secretar

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Common Stock	02/16/2019 <sup>(1)</sup>		A		638	A	\$ 0 16,453 D
Common Stock	02/16/2019		F <sup>(2)</sup>		190	D	\$ 20.34 16,263 D
Common Stock	02/19/2019 <sup>(1)</sup>		A		689	A	\$ 0 16,952 D
Common Stock	02/19/2019		F <sup>(2)</sup>		205	D	\$ 20.47 16,747 D
Common Stock	02/21/2019 <sup>(1)</sup>		A		964	A	\$ 0 17,711 D

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Common Stock      02/21/2019      F(2)      227      D      \$ 21.64      17,484      D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
						Date Exercisable      Expiration Date	Title	Amount or Number of Shares	
				Code	V (A) (D)				

## Reporting Owners

Reporting Owner Name / Address	Relationships
Carter, Cole G. C/O CORECIVIC 10 BURTON HILLS BLVD. NASHVILLE, TN 37215	Director    10% Owner    Officer    Other  SVP, General Counsel, Secretar

## Signatures

/s/ Cameron Hopewell,  
Attorney-in-Fact      02/26/2019

\*\*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).

- (1) A review of the stock transaction indicates that the required Form 4 filing was not filed timely.
- (2) Represents shares forfeited for tax withholding purposes in connection with the vesting of the restricted stock units reported herein.

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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