

CORRECTIONS CORP OF AMERICA

Form 8-K

February 29, 2016

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 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): February 29, 2016 (February 26, 2016)**

**Corrections Corporation of America**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-16109**  
**(Commission**

**File Number)**  
**10 Burton Hills Boulevard,**

**62-1763875**  
**(I.R.S. Employer**

**Identification No.)**

**Nashville, Tennessee 37215**

**(Address of principal executive offices) (Zip Code)**

**(615) 263-3000**

**(Registrant's telephone number, including area code)**

**Not Applicable**

**(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))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 26, 2016, Corrections Corporation of America (the Company) entered into an ATM Equity Offering<sup>SM</sup> Sales Agreement (the Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Canaccord Genuity Inc., Macquarie Capital (USA) Inc. and Jefferies LLC (collectively, the Agents), pursuant to which the Company may offer and sell to or through the Agents, from time to time, shares of the Company's common stock, par value \$0.01 per share (Common Stock), having an aggregate gross sales price of up to \$200,000,000 (the Shares). Sales, if any, of the Shares will be made primarily in at-the-market offerings, as defined in Rule 415 under the Securities Act of 1933, as amended (the Securities Act), including sales made directly on the New York Stock Exchange, the existing trading market for the Common Stock, or otherwise at market prices prevailing at the time of sale, at prices related to prevailing market prices or at negotiated prices. The Agents will receive from the Company a commission not to exceed 2.0% of the gross sales price of any Shares sold through them as agents under the Agreement.

The Company intends to use the net proceeds from any sale of Shares to repay borrowings under its \$900.0 million revolving credit facility (including any term loan under the accordion feature of the facility) and for general corporate purposes, including to fund future acquisitions and development projects.

The Shares will be offered and sold pursuant to the Company's Registration Statement on Form S-3 (File No. 333-204234) (the Registration Statement) previously filed by the Company under the Securities Act, which Registration Statement became effective automatically upon filing with the Securities and Exchange Commission on May 15, 2015, and a related prospectus supplement dated February 26, 2016.

A copy of the Agreement is filed herewith as Exhibit 1.1 and is incorporated by reference herein. The foregoing description of the material terms of the Agreement and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

A copy of the opinion of Miles & Stockbridge P.C., relating to the validity of the Shares to be issued pursuant to the Sales Agreement, is filed with this Current Report on Form 8-K report as Exhibit 5.1.

This Current Report on Form 8-K shall not constitute an offer to sell or the solicitation of an offer to buy the Shares, nor shall there be any offer, solicitation, or sale of the Common Stock in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits:*

Exhibit 1.1 ATM Equity Offerin<sup>SM</sup> Sales Agreement, dated February 26, 2016, between the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated, J.P. Morgan Securities LLC, SunTrust Robinson Humphrey, Inc., Wells Fargo Securities, LLC, Canaccord Genuity Inc., Macquarie Capital (USA) Inc. and Jefferies LLC

Exhibit 5.1 Opinion of Miles & Stockbridge P.C.

Exhibit 23.1 Consent of Miles & Stockbridge P.C. (included in Exhibit 5.1)

**SIGNATURE**

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.

Date: February 29, 2016

CORRECTIONS CORPORATION OF AMERICA

By: /s/ David Garfinkle  
David Garfinkle  
Executive Vice President and Chief Financial  
Officer

**EXHIBIT INDEX**

| <b>Exhibit</b> | <b>Description</b>  |
|----------------|---|
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| 5.1            | Opinion of Miles & Stockbridge P.C.   |
| 23.1           | Consent of Miles & Stockbridge P.C. (included in Exhibit 5.1)   |