

CoreCivic, Inc.
Form 4
April 18, 2017

FORM 4

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

OMB APPROVAL

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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 *
GARFINKLE DAVID

(Last) (First) (Middle)

**C/O CORECIVIC, INC., 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)
04/17/2017

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)
EVP & Chief Financial Officer

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)
Common Stock	04/17/2017		M	(A) or (D) Code V Amount (D) Price 10,000 (1) \$ 22.72 (1)	94,106	D	
Common Stock	04/17/2017		S	10,000 D \$ 33.2176	84,106	D	

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

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(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
Employee Stock Option (Right to Buy)	\$ 22.72 <u>(1)</u>	04/17/2017		S	4,002 <u>(1)</u>	02/20/2009 02/20/2018	Common Stock 4,002
Employee Stock Option (Right to Buy)	\$ 22.72 <u>(1)</u>	04/17/2017		S	4,002 <u>(1)</u>	02/20/2010 02/20/2018	Common Stock 4,002
Employee Stock Option (Right to Buy)	\$ 22.72 <u>(1)</u>	04/17/2017		S	1,996 <u>(1)</u>	02/20/2011 02/20/2018	Common Stock 1,996

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARFINKLE DAVID C/O CORECIVIC, INC. 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215			EVP & Chief Financial Officer	

Signatures

/s/Cameron Hopewell,
Attorney-in-Fact
Date: 04/17/2017

**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) 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 option as a result of the special dividend paid in connection with our REIT conversion to stockholders of record on April 19, 2013.

Remarks:

Exercise of employee stock options and sale of stock acquired upon exercise pursuant to Rule 10b5-1 trading plan.

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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