

MARSHALL THURGOOD JR  
 Form 4  
 February 28, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

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 \*  
**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 Ownership (Instr. 4)			
			Code	V	Amount or 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.

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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)	Amount or Number of Shares
Stock Option (Right To Buy)	\$ 13.15 <u>(1)</u>	02/27/2019		M	15,820 <u>(1)</u>	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  
C/O CORECIVIC  
10 BURTON HILLS BOULEVARD  
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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