

CoreCivic, Inc.  
Form DEF 14A  
April 04, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. )

Filed by the Registrant    Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement  
Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))  
Definitive Proxy Statement  
Definitive Additional Materials  
Soliciting Material Pursuant to §240.14a-12  
CoreCivic, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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April 4, 2019

To our Stockholders:

You are invited to attend the 2019 Annual Meeting of Stockholders of CoreCivic, Inc. (the “Company”) to be held at 10:00 a.m., local time, on Thursday, May 16, 2019, at the Company’s corporate headquarters, 10 Burton Hills Boulevard, Nashville, Tennessee. The Notice of Annual Meeting and Proxy Statement, both of which accompany this letter, provide details regarding the business to be conducted at the meeting, as well as other important information about the Company.

Following the formal matters to be addressed at the meeting, stockholders will have the opportunity to ask questions about the Company.

If you wish to attend the meeting, you will need to request an admission ticket in advance. Instructions on how you can request an admission ticket are on page 2 of the Proxy Statement.

Along with the other members of the Board of Directors and management, we look forward to greeting you at the Annual Meeting if you are able to attend.

Sincerely,

Mark A. Emkes  
Chairman of the Board of Directors

Damon T. Hininger  
President and Chief Executive Officer

CORECIVIC, INC.

10 Burton Hills Boulevard

Nashville, Tennessee 37215

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON THURSDAY, MAY 16, 2019

The Annual Meeting of Stockholders of CoreCivic, Inc. (the “Annual Meeting”) will be held at 10:00 a.m., local time, on Thursday, May 16, 2019, at our corporate headquarters, 10 Burton Hills Boulevard, Nashville, Tennessee. At the Annual Meeting, stockholders will consider and act on the following items of business:

- (1) The election of the 11 nominees named in the accompanying Proxy Statement to serve on our Board of Directors. The nominees are Damon T. Hininger, Donna M. Alvarado, Robert J. Dennis, Mark A. Emkes, Stacia A. Hylton, Harley G. Lappin, Anne L. Mariucci, Thurgood Marshall, Jr., Devin I. Murphy, Charles L. Overby and John R. Prann, Jr.
- (2) The non binding ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.
- (3) An advisory vote to approve the compensation of our Named Executive Officers.
- (4) Such other matters as may properly come before the Annual Meeting or any adjournments or postponements thereof.

We are pleased to take advantage of Securities and Exchange Commission (“SEC”) rules that allow issuers to furnish proxy materials to their stockholders over the internet. We believe these rules allow us to provide our stockholders with the information they need in a timely and convenient manner, while lowering the costs of delivery and reducing the environmental impact of the Annual Meeting. Our Proxy Statement and Annual Report to Stockholders (including our Letter to Stockholders and 2018 Annual Report on Form 10-K) are available on our website at [www.corecivic.com](http://www.corecivic.com). Additionally, and in accordance with SEC rules, you may access our proxy materials at <http://materials.proxyvote.com/21871N>. You may request copies of the proxy materials, including our Proxy Statement, without charge by sending a written request to CoreCivic, Attention: Cameron Hopewell, Managing Director of Investor Relations, 10 Burton Hills Boulevard, Nashville, Tennessee 37215, or by calling Cameron Hopewell at (615) 263-3000.

Your vote is important. You may vote by internet or toll-free telephone. If you receive a copy of our Proxy Statement and proxy card by mail, you may vote by completing, signing and returning the proxy card in the accompanying postage-paid envelope. Please refer to the proxy card and the accompanying Proxy Statement for additional information regarding your voting options. Even if you plan to attend the Annual Meeting, please take advantage of one of the advance voting options to ensure your shares are represented at the Annual Meeting. You may revoke your proxy at any time before it is voted by following the procedures described in the accompanying Proxy Statement.

Stockholders of record at the close of business on March 18, 2019 are entitled to vote at the Annual Meeting and any adjournments or postponements thereof.

By Order of the Board of Directors,

/s/ Cole G. Carter

Cole G. Carter

Senior Vice President, General Counsel & Secretary

March 29, 2019

Nashville, Tennessee

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CORECIVIC, INC.

PROXY STATEMENT

FOR

THE ANNUAL MEETING OF STOCKHOLDERS

TO BE HELD ON THURSDAY, MAY 16, 2019

We are providing this Proxy Statement in connection with the solicitation by the Board of Directors (our “Board”) of CoreCivic, Inc., a Maryland corporation (the “Company,” “CoreCivic,” “we” or “us”), of proxies to be voted at our 2019 Annual Meeting of Stockholders and any adjournments or postponements thereof (the “Annual Meeting”).

On or about April 4, 2019, a Notice of Internet Availability of Proxy Materials (the “Notice”) will be mailed to our stockholders as of March 18, 2019, the record date, containing instructions on how to access this Proxy Statement, the Annual Report to Stockholders (including our Letter to Stockholders and 2018 Annual Report on Form 10-K) and other proxy materials online, and how to vote. If you prefer to receive the proxy materials in the mail and to vote by mail, the Notice also contains instructions on how to request a printed copy. You will not receive printed copies of the proxy materials in the mail unless you specifically request them.

The Annual Meeting will take place on Thursday, May 16, 2019, at 10:00 a.m., local time, at our corporate headquarters, 10 Burton Hills Boulevard, Nashville, Tennessee 37215. If you plan to attend the Annual Meeting in person, you must be a stockholder as of March 18, 2019, the record date. However, because space is limited at our corporate headquarters, you must register in advance to attend the Annual Meeting. In order to expedite the admissions process, stockholders desiring to attend the Annual Meeting must register for admission no later than 11:59 p.m. local time on Thursday, May 9, 2019. Requests for admission tickets will be accepted on a first-come, first-served basis and such registration process may close prior to the registration cut-off date if room capacity is reached before 11:59 p.m. local time on May 9, 2019. All stockholders of record will need to present an admission ticket and a form of personal photo identification in order to be admitted to the Annual Meeting. Instructions on how stockholders can request an admission ticket are provided on page 2 of the Proxy Statement under the heading “What do I need to attend the Annual Meeting?”

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE

STOCKHOLDER MEETING TO BE HELD ON Thursday, May 16, 2019.

The Company’s Proxy Statement and Annual Report to Stockholders (including our Letter to Stockholders and 2018 Annual Report on Form 10-K) are available on our website at [www.corecivic.com](http://www.corecivic.com). Additionally, and in accordance with SEC rules, you may access our proxy materials at <http://materials.proxyvote.com/21871N>.

## INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

What matters will be acted on at the Annual Meeting?

Stockholders are asked to consider and vote on the following matters at the Annual Meeting:

Proposal 1. The election of 11 nominees named in this Proxy Statement to our Board.

Proposal 2. The non-binding ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

Proposal 3. An advisory vote to approve the compensation paid to our Named Executive Officers.

Proposal 4. Such other matters as may properly come before the Annual Meeting or any adjournments or postponements thereof.

As of the date of this Proxy Statement, we are not aware of any other matters that will be presented for action at the Annual Meeting.

Who is entitled to vote at the Annual Meeting?

Stockholders of record of our common stock at the close of business on the “record date” are entitled to receive notice of and to vote at the Annual Meeting. Our Board has fixed the close of business on March 18, 2019 as the record date.

As of the record date, there were 119,067,887 shares of common stock outstanding and entitled to vote. Holders of common stock are entitled to one vote for each share of common stock held as of the record date on each matter to be voted on at the Annual Meeting.

What do I need to attend the Annual Meeting?

If you wish to attend the Annual Meeting, you must be a stockholder as of March 18, 2019, the record date. You must request an admission ticket in advance by visiting [www.proxyvote.com](http://www.proxyvote.com) and following the instructions provided (you will need the 12 digit control number included on the Notice, your proxy card or voter instruction form). Admission tickets will be issued only to registered and beneficial owners as of the record date. Stockholders who own shares as joint-tenants will be issued one admission ticket with both names on the ticket.

Requests for admission tickets will be processed in the order in which they are received and must be received no later than 11:59 p.m. local time on Thursday, May 9, 2019. Please note that space is limited, and requests for admission tickets will be accepted on a first-come, first-served basis. The registration process may close prior to the registration cut-off date if room capacity is reached before 11:59 p.m. local time on May 9, 2019. On the day of the Annual Meeting, each stockholder will be required to present an admission ticket and valid picture identification such as a driver’s license or passport. No person will be admitted to the Annual Meeting without these credentials. Seating will begin at 9:15 a.m. local time and the Annual Meeting will begin at 10:00 a.m. local time.

Please note that cameras (including cell phones with photographic or video capabilities), recording devices and other electronic devices will not be permitted at the Annual Meeting.

How does our Board recommend I vote on each of the proposals?

Our Board recommends that you vote:

FOR the election of each of the 11 nominees to serve as directors on our Board.

FOR the ratification of the appointment of Ernst & Young LLP.



FOR the approval, by a non-binding advisory vote, of the compensation paid to our Named Executive Officers. If you submit a signed proxy card or submit your proxy by telephone or internet and do not specify how you want your shares voted, the proxy holder will vote your shares according to the recommendations of our Board set forth above. Further, if any other matter properly comes before the Annual Meeting or any adjournments or postponements thereof, the proxy holders will vote as recommended by our Board or, if no recommendation is given, in their own discretion.

Why did I receive the Notice in the mail instead of a full set of printed proxy materials?

Pursuant to rules adopted by the Securities and Exchange Commission (the “SEC”), we have elected to provide access to our proxy materials over the internet. Accordingly, we are sending the Notice regarding the internet availability of the proxy materials to most of our stockholders of record and beneficial owners. All stockholders will have the ability to access the proxy materials on the website referred to in the Notice or to request to receive a printed set of proxy materials. Instructions on how to access the proxy materials over the internet or to request a printed copy may be found in the Notice. In addition, stockholders may request receipt of proxy materials in printed form by mail or electronically by e-mail on an ongoing basis by following instructions set forth in the Notice.

How do I vote?

You can vote either in person by attending the Annual Meeting or by proxy (whether or not you attend the Annual Meeting).

If you are a record holder, you can submit your vote by proxy in any of the following ways:

- vote by internet (instructions are in the Notice you received in the mail or the proxy card);
- vote by toll-free telephone (instructions are on the proxy card); or
- if you requested and received printed copies of this Proxy Statement and Annual Report to Stockholders (including our Letter to Stockholders and 2018 Annual Report on Form 10-K) and other proxy materials, you may vote by filling out the proxy card enclosed with the materials, date and sign it, and return it in the accompanying postage-paid envelope.

If a bank, broker or other nominee was the record holder of your stock on the record date, you will be able to instruct your bank, broker or other nominee on how to vote by following the instructions on the voting instruction form or the Notice you receive from your bank, broker or other nominee. If you wish to vote in person at the Annual Meeting, you will need to present a valid proxy from your broker, bank or other nominee authorizing you to vote your shares at the Annual Meeting.

As a record holder, if you submit voting instructions by telephone or by the internet, you may change your vote by following the same instructions used in originally voting your shares. If your shares are held in the name of a broker, bank, trust or other nominee, you may change your voting instructions by following the instructions of your broker, bank, trust or other nominee. Attendance at the Annual Meeting will not by itself revoke a previously granted proxy.

Your vote is important. Whether or not you plan to attend the Annual Meeting in person, we urge you to submit your voting instructions to the proxy holders as soon as possible.

What are broker non-votes?

A “broker non-vote” occurs when a broker, bank or other nominee holding shares for a beneficial owner has not received voting instructions from the beneficial owner and the broker, bank or other nominee does not have





discretionary authority to vote the shares. Brokers, banks and other nominees do not have discretionary authority to vote on the election of directors to serve on our Board (Proposal 1) or the advisory vote to approve the compensation paid to our Named Executive Officers (Proposal 3). Thus, if you hold your shares in street name and do not provide voting instructions on these proposals to your broker, bank or other nominee, your shares will be considered to be broker non-votes and will not be voted on such proposals. Shares that constitute broker non-votes will be counted as present at the Annual Meeting for the purpose of determining a quorum, but will not be considered entitled to vote on Proposal 1 or Proposal 3. Brokers, banks and other nominees generally have discretionary authority to vote on Proposal 2, the non-binding ratification of the selection of Ernst & Young LLP as our independent registered public accounting firm.

What vote is required to approve each proposal?

**Quorum Requirement.** The presence, in person or by proxy, of the Company's stockholders entitled to cast a majority of the votes entitled to be cast at the Annual Meeting is necessary to constitute a quorum for the transaction of business at the Annual Meeting. Abstentions and broker non-votes will be treated as shares present and entitled to vote for purposes of determining the presence of a quorum. Failure of a quorum to be represented at the Annual Meeting will necessitate an adjournment or postponement of the Annual Meeting, and will subject the Company to additional expense.

**Election of Directors.** Under the Company's Ninth Amended and Restated Bylaws (the "Bylaws"), adopted by our Board in December 2017, a majority of all of the votes cast at the Annual Meeting is required for the election of each nominee in an uncontested election of directors. A majority of votes cast means the number of shares cast "for" a nominee's election exceeds the number of votes cast "against" that nominee. Brokers do not have discretionary authority to vote on the election of directors. Abstentions and broker non-votes will have no effect on the outcome of the vote of the election of directors as they are not considered votes cast.

If a director nominee is an incumbent director and does not receive a majority of the votes cast in an uncontested election, that director will continue to serve on our Board as a "holdover" director, but must tender his or her resignation to our Board promptly after certification of the election results of the stockholder vote. The Nominating and Governance Committee of our Board will then recommend to our Board whether to accept the resignation or whether other action should be taken. Our Board will act on the tendered resignation, taking into account the recommendation of our Nominating and Governance Committee, and our Board's decision will be publicly disclosed within 90 days after certification of the election results of the stockholder vote. A director who tenders his or her resignation after failing to receive a majority of the votes cast will not participate in the recommendation of our Nominating and Governance Committee or the decision of our Board with respect to his or her resignation.

**Non-Binding Ratification of Ernst & Young LLP.** The affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote is required to approve, on an advisory basis, the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019. If our stockholders do not ratify the appointment of Ernst & Young LLP, our Audit Committee will reconsider the appointment and may affirm the appointment of Ernst & Young LLP or retain another independent accounting firm, in its sole discretion. Even if the appointment of Ernst & Young is ratified, our Audit Committee may in the future replace Ernst & Young LLP as our independent registered public accounting firm at any time if it determines that a change would be in our best interest. Because brokers have discretionary authority to vote on the ratification of the selection of Ernst & Young LLP as our independent registered public accountants, we do not expect any broker non-votes in connection with this proposal. If you abstain from voting on this proposal, your abstention will have the same effect as a vote against the proposal.

Advisory Vote on Executive Compensation. The affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote is required to approve the non-binding advisory vote of compensation paid to our Named Executive Officers. Because your vote is advisory, it will not be binding on our Board or the Company. However, our Board and our Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation paid to our Named Executive Officers. If you abstain from voting on this proposal, your abstention will have the same effect as a vote against the proposal.

Where can I find the Annual Meeting voting results?

We will announce the voting results at the Annual Meeting. We also will report the voting results on a Form 8-K, which we expect to file with the SEC within four business days after the Annual Meeting has been held.

How and when may I submit a stockholder proposal for the Company's 2020 Annual Meeting?

Our annual meeting of stockholders generally is held in May of each year. Consistent with applicable SEC rules, we will consider for inclusion in our proxy materials for next year's annual meeting stockholder proposals that are actually received at our executive offices no later than December 6, 2019 and that comply with other SEC rules regarding form and content. Proposals must be sent to our executive offices. Until June 30, 2019, proposals should be sent to CoreCivic, Attention: Secretary, 10 Burton Hills Boulevard, Nashville, Tennessee 37215. After June 30, 2019, please forward all proposals and correspondence to CoreCivic, Attention: Secretary, 5501 Virginia Way, Brentwood, Tennessee 37027.

Other stockholder proposals may be raised at next year's annual meeting (but not considered for inclusion in our proxy materials) if timely received and otherwise in compliance with the advance notice provisions of our Bylaws. In order to be timely, notice must be actually received at our executive offices (the applicable address listed above) between February 16, 2020 and March 17, 2020.

How can I obtain the Company's Annual Report on Form 10-K?

Any stockholder who desires a copy of our Annual Report on Form 10-K for the year ended December 31, 2018, as filed with the SEC, may obtain a copy without charge by visiting our website, [www.corecivic.com](http://www.corecivic.com). A copy of our Annual Report on Form 10-K can also be obtained, free of charge, upon written request to CoreCivic, Attention: Cameron Hopewell, Managing Director of Investor Relations, 10 Burton Hills Boulevard, Nashville, Tennessee 37215. After June 30, 2019, please forward all correspondence to CoreCivic, Attention: Cameron Hopewell, 5501 Virginia Way, Brentwood, Tennessee 37027.

What are the costs of soliciting these proxies?

The Company pays the cost of soliciting proxies. Solicitation initially will be made by mail. Forms of proxies and proxy materials may also be distributed through brokers, custodians and other like parties to the beneficial owners of shares of our common stock, in which case we will reimburse these parties for their reasonable out-of-pocket expenses. Proxies may also be solicited personally or by telephone, e-mail or facsimile by directors, officers and employees of the Company. No additional compensation will be paid for these services.

How many copies of the Notice and proxy materials should I receive if I share an address with another stockholder?

The SEC has adopted rules that permit companies and intermediaries such as brokers to satisfy delivery requirements for proxy statements and annual reports with respect to two or more stockholders sharing the same address by delivering a single copy of the Notice and, to the extent requested, a single set of proxy materials addressed to those stockholders. This process, which is commonly referred to as "householding," potentially provides extra convenience for stockholders and cost savings for companies. The Company and some brokers household proxy materials unless contrary instructions have been received from the affected stockholders. Once you have received notice from your broker or us that they or we will be householding materials to your address, householding will continue until you are notified otherwise or until you revoke your consent. If at any time you no longer wish to participate in householding and would prefer to receive a separate copy of the Notice or, to the extent requested, set of proxy materials, or if you are receiving multiple copies of proxy materials and wish to receive only one, please notify your broker if your shares

are held in a brokerage account or our transfer agent, identified below, if you hold registered shares. You may also notify us by sending a written request to CoreCivic, Attention: Cameron Hopewell, Managing Director of Investor Relations, 10 Burton Hills Boulevard, Nashville, Tennessee 37215, or by calling Cameron Hopewell at (615) 263-3000. After June 30, 2019, please forward all correspondence to CoreCivic, Attention: Cameron Hopewell, 5501 Virginia Way, Brentwood, Tennessee 37027.

Whom should I contact if I have any questions?

If you have any questions about the Annual Meeting or these proxy materials, please contact Cameron Hopewell, Managing Director of Investor Relations, at 10 Burton Hills Boulevard, Nashville, Tennessee 37215, (615) 263-3000. If you are a registered stockholder and have any questions about your ownership of our common stock, please contact our transfer agent, the American Stock Transfer and Trust Company, at 6201 15<sup>th</sup> Avenue, Brooklyn, New York 11219, (800) 937-5449, or Cameron Hopewell, Managing Director of Investor Relations, at the address and phone number above. If your shares are held in a brokerage account, please contact your broker.

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## CORPORATE GOVERNANCE

We believe effective corporate governance is important to our long-term success and our ability to create value for our stockholders. With leadership from our Nominating and Governance Committee, our Board regularly evaluates regulatory developments and trends in corporate governance to determine whether our policies and practices in this area should be enhanced. Our Nominating and Governance Committee also administers an annual self-evaluation process for our Board and its standing committees. In addition, our directors are encouraged to attend director education programs, which are reimbursed by the Company.

You can access our current corporate charter, Bylaws, Corporate Governance Guidelines, Board committee charters, Code of Ethics and certain other corporate governance information on our website, [www.corecivic.com](http://www.corecivic.com) (under the “Corporate Governance” section of the Investors page).

### Director Independence

Messrs. Hininger and Lappin are not independent directors because they are employed by the Company. Our Board has determined that all of our other directors are independent. Accordingly, nine of our 11 current directors and director nominees are independent. Our Audit, Risk, Compensation and Nominating and Governance Committees are composed entirely of independent directors. In making its independence determinations, our Board used the requirements and standards for director independence prescribed by the New York Stock Exchange (“NYSE”) and the SEC, and considers all relevant facts and circumstances.

### Separation of Chairman and Chief Executive Officer

We do not have a formal policy regarding the separation of our Chairman of the Board of Directors (our “Chairman”) and Chief Executive Officer (“CEO”) positions. In general, our Board believes the determination depends on the circumstances, including our Board’s evaluation of the person or persons available to serve in those positions and the needs of the Company at a particular time.

Pursuant to our Bylaws, our Chairman presides over meetings of our Board and meetings of the stockholders at which he or she is present, and has general oversight responsibility for our business and affairs. Our CEO has responsibility for implementation of the policies of the Company, as determined by our Board, and for the administration of our business affairs. Our CEO also has responsibility for presiding over any meeting of our Board or of the stockholders at which our Chairman is not present.

Since October 2009, the roles of Chairman and CEO have been held separately. Mark A. Emkes currently serves as our Chairman, while Damon T. Hininger serves as our President and CEO. Our Board believes the Company’s leadership structure is appropriate at this particular time. Having Mr. Hininger serve as President and CEO, while Mr. Emkes serves as our Chairman, helps us achieve important strategic objectives. Mr. Hininger is positioned to fully focus his energies on implementing our business strategy and administering our day-to-day affairs. Mr. Emkes is positioned to draw on his relationships with Board members and his past experience to effectively discharge the duties of Chairman, while also serving as a resource to Mr. Hininger. Our Board considers many factors when determining how to best select our Chairman, including: familiarity with the Company and its business, proximity in location to the Company’s headquarters, experience as a leader and consensus builder, willingness and availability to dedicate sufficient time to the Company and experience working with other public companies.

### Executive Sessions of our Board

Executive sessions of our Board, or meetings of our independent directors without management present, are held periodically in order to provide an opportunity for the directors to discuss openly any and all matters. Our Corporate Governance Guidelines provide that executive sessions of our Board are called and chaired by an independent director appointed from time to time by our Nominating and Governance Committee. Mark A. Emkes currently serves as the executive session chair.

#### Board Meetings and Committees

Our Board is responsible for establishing our broad corporate policies and strategic objectives, reviewing our overall performance and overseeing management's performance. Among other things, our Board selects and

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evaluates our executive officers, establishes, reviews and approves our corporate objectives and strategies and evaluates and approves major acquisitions and capital commitments.

Our Board currently consists of 11 directors, all of whom are standing for re-election at the Annual Meeting and are identified, along with their biographical information, under “Proposal 1—Election of Directors” beginning on page 16 of this Proxy Statement.

In 2018, our Board met six times in regular session, and our independent directors met five times in executive session. It is customary for our independent directors to meet in executive session prior to, and following the conclusion of, regular meetings of our Board. Each of our incumbent directors who served on the Board during 2018 attended at least 75% of the meetings of our Board and those committees on which such director was a member, during the period in which he or she served as a director, in the aggregate during 2018. Our Corporate Governance Guidelines provide that all directors are expected to attend each annual meeting of stockholders. All of the directors serving on the Board at such time attended last year’s annual meeting of stockholders.

Our Board has five regularly standing committees: the Audit, Compensation, Nominating and Governance, Risk and Executive Committees. Each regularly standing committee has a written charter that has been approved by the committee, the Nominating and Governance Committee and our Board. Each committee charter is reviewed at least annually. Our Board and its committees may act by unanimous written consent without convening a meeting, and our Board appoints and delegates certain duties to special committees from time to time as permitted by our Bylaws. The table below shows the current composition of each of our regularly standing and special committees as of the date of this Proxy Statement, together with a summary of each committee’s responsibilities and the number of meetings each committee held in 2018. A more complete description of each standing committee follows the table.

			2018
Committee	Members	Summary of Responsibilities	Meetings
Audit	John R. Prann, Jr. (Chair)	Responsibilities include oversight of the	5
	Donna M. Alvarado	integrity of our financial statements; the hiring,	
	Anne L. Mariucci	qualifications, independence and performance	
	Devin I. Murphy	of our independent registered public accountants; and the performance of our internal audit function.	
Compensation	Donna M. Alvarado (Chair)	Responsibilities include setting executive	4
	Robert J. Dennis	officer compensation and overseeing the	
	Mark A. Emkes	evaluation of the executive officers’ performance,	
	John R. Prann, Jr.	and periodically reviewing and approving the Company’s compensation philosophy	

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Nominating and Governance	Charles L. Overby (Chair) Mark A. Emkes Stacia A. Hylton Thurgood Marshall, Jr.	regarding executive compensation. Responsibilities include identifying and recommending director nominees to the full Board and taking a leadership role in shaping and evaluating the Board's corporate governance initiatives.	4
Risk	Thurgood Marshall, Jr. (Chair) Donna M. Alvarado Anne L. Mariucci Charles L. Overby	Responsibilities include coordinating the Board's oversight of the Company's risk assessment and enterprise risk management practices, as well as the Company's legal, regulatory and contract compliance.	6
Executive	Mark A. Emkes (Chair) Robert J. Dennis Damon T. Hininger Charles L. Overby	When necessary, and subject to authority limitations with respect to significant corporate actions, responsible for acting on behalf of the full Board during intervals between Board meetings.	—
Special	Stacia A. Hylton (Chair)	In response to stockholder demand	7
Litigation Committee	Thurgood Marshall, Jr. Charles L. Overby	letters, our Board formed a Special Litigation Committee in 2016.	

## Audit Committee

Our Audit Committee is responsible for:

- overseeing the integrity of our financial statements;
- reviewing the effectiveness of our internal control over financial reporting;
- supervising our relationship with our independent registered public accounting firm, including making decisions with respect to appointment or removal, fees, scope of audit services, approval of audit and non-audit services and annual evaluation of the audit firm's independence;
- monitoring preparation by our management of quarterly and annual financial reports and interim earnings releases and the performance of our internal audit function;
- reviewing Management's Discussion and Analysis of Financial Condition and Results of Operations prior to the filing of our periodic reports with the SEC;
- overseeing management's implementation and maintenance of effective systems of internal accounting and disclosure controls, including review of our internal auditing program;
- overseeing and making determinations with respect to our Related Party Transaction policy; and
- issuing the Report of the Audit Committee in this Proxy Statement.

Our Board has determined that each member of our Audit Committee is independent as defined by the standards of the NYSE and Rule 10A-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Our Board also has determined that each member is "financially literate" as defined by the rules of the NYSE, and that each of Ms. Mariucci, Mr. Murphy, and Mr. Prann is qualified as an "audit committee financial expert" as defined in Item 407(d) of Regulation S-K under the Exchange Act. The full text of the Audit Committee charter is available on the Company's website at [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

## Compensation Committee

Our Compensation Committee approves the compensation of our CEO and other executive officers, including annually reviewing and approving corporate goals and objectives relevant to their compensation. Our Compensation Committee is responsible for ensuring that our compensation programs are designed to encourage high performance, promote accountability and adherence to Company values and align with the interests of our stockholders. Our Compensation Committee responsibilities include administration of cash and equity-based incentive compensation plans and stock ownership guidelines, evaluation of the performance of the executive officers and assessment of the material risks of our compensation programs. Our Compensation Committee is also responsible for reviewing, and making recommendations to our Board regarding, the compensation of our Board.

Our Compensation Committee has retained PricewaterhouseCoopers LLP ("PwC") as its independent compensation consultant since 2000, to provide advice and guidance on the design and market competitiveness of our executive compensation programs. PwC works directly with the chair of our Compensation Committee and, as directed by the chair of our Compensation Committee, with our CEO and other senior executives. In 2018, PwC was retained by the Company to provide asset valuation services and transfer pricing analysis with respect to which PwC was paid an aggregate amount of fees equal to approximately \$168,000. PwC was also paid an aggregate amount of approximately \$127,000 for consulting with our Compensation Committee on compensation matters. The valuation services were used in connection with REIT qualification testing and certain acquisitions. PwC has annually performed valuation services in anticipation of, and since, our initial conversion to a REIT. The decision to hire PwC for these services was made by management based on PwC's experience and familiarity with the Company. Management reviews and obtains approval of the chair of our Compensation Committee prior to engaging PwC for

these services. Each year our Compensation Committee reviews the independence of the compensation consultants and other advisors who provide advice to our Compensation Committee, employing the independence factors specified in the NYSE listing standards. In its annual review of the independence of PwC in 2018, our Compensation Committee reviewed management's retention of PwC for the other services. Our Compensation Committee has determined PwC is independent within the meaning of the NYSE listing standards, and the work performed by PwC for the Company does not raise any conflicts of interest. In 2017, PwC assisted our Compensation Committee by providing the following compensation consulting services:

- performing a comprehensive review of our executive compensation program;
- assessing our current peer group and selection methodology; and
- recommending companies for inclusion in our peer group.

#### Compensation Committee Interlocks and Insider Participation

Our Board has determined that each of Donna M. Alvarado, (Chair), Robert J. Dennis, Mark A. Emkes and John R. Prann, Jr., who comprise all members of our Compensation Committee is independent as defined by the listing standards of the NYSE. In addition, there are no relationships among our executive officers, members of our Compensation Committee or entities whose executives serve on our Board or our Compensation Committee that require disclosure. Each member also qualifies as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"), and as a "non-employee director" within the meaning of the SEC's Rule 16b-3. The full text of the Compensation Committee charter is available on the Company's website at [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

#### Nominating and Governance Committee

Our Nominating and Governance Committee is responsible for developing and overseeing our Board's Corporate Governance Guidelines, and for monitoring the independence of our Board. Our Nominating and Governance Committee also determines Board membership qualifications; selects, evaluates and recommends to the Board nominees to fill vacancies as they arise; reviews the performance of our Board and its committees; and is responsible for director education. Other responsibilities include oversight of our Board's self-evaluation process and leading our Board's executive succession planning efforts. Our Board has determined that each member of our Nominating and Governance Committee is independent as defined by the listing standards of the NYSE. The full text of the Nominating and Governance Committee charter is available on the Company's website at [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

Our Nominating and Governance Committee is authorized by our Board to identify director candidates; evaluate and consider candidates proposed by any director, member of management or stockholder; develop and implement screening processes it deems necessary and appropriate; and recommend for selection by our Board director nominees for each annual meeting of stockholders and, when necessary, vacancies on the Board. Our Nominating and Governance Committee is authorized by our Board to exercise sole authority in retaining any third-party search firm our Nominating and Governance Committee deems appropriate to identify and assist with the evaluation of director candidates; and has utilized that authority in past director searches.

Our Nominating and Governance Committee may utilize a variety of methods for identifying nominees for director. Candidates may come to the attention of our Nominating and Governance Committee through current Board members, stockholders, members of management, director search firms and other persons. A stockholder who wishes to recommend a prospective nominee for our Board should notify our Secretary in writing, along with any supporting material the stockholder considers appropriate, in accordance with the stockholder proposal provisions of our Bylaws. General information concerning the submission of stockholder proposals is provided above under the caption "How and when may I submit a stockholder proposal for the Company's 2020 Annual Meeting?" Pursuant to Board policy,

there are to be no differences in the manner in which our Nominating and Governance Committee evaluates candidates based on the source of the recommendation.

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Our Nominating and Governance Committee evaluates prospective nominees against the criteria in our Corporate Governance Guidelines, which include professional integrity and sound judgment; sufficient time available to devote to Board activities; a general understanding of marketing, finance and other elements relevant to the success of a publicly-traded company in today's business environment; an understanding of our business; and factors such as diversity, age, skills and educational and professional background. With respect to diversity, our Nominating and Governance Committee considers diversity in terms of age, gender and ethnicity, as well as diversity of skills, expertise and experience, in its deliberations.

Our Nominating and Governance Committee may also consider other factors it deems relevant, including the current composition of our Board in terms of independence, expertise, experience and special knowledge required for the effective discharge of Board responsibilities; whether there is a need to fill vacancies or expand or contract the size of the Board; the balance of management and independent directors; the structure, membership and need for expertise on our standing committees; and the qualifications of other prospective nominees. Nominees are not discriminated against on the basis of race, religion, national origin, sexual orientation, disability or any other basis proscribed by law.

With respect to determining whether current directors should stand for re-election, our Nominating and Governance Committee considers the director's past attendance at meetings and participation in and contributions to the activities of our Board and the Company. With respect to new candidates for Board service, a full evaluation may also include detailed background checks and in-person and telephonic interviews with our Nominating and Governance Committee and other Board members. Our Nominating and Governance Committee evaluation process culminates with a decision as to whether or not to recommend the prospective nominee to the full Board for appointment and/or nomination.

Mr. Murphy, who joined our Board in November 2018, was initially identified to our Nominating and Governance Committee by an existing non-management director. Our Nominating and Governance Committee then interviewed Mr. Murphy and other candidates, reviewed the qualifications, expertise and experience of such candidates, and ultimately recommended to the full Board that Mr. Murphy become a nominee for director.

#### Risk Committee

Our Risk Committee is charged with coordinating our Board's oversight of our assessment and risk management practices (including our enterprise risk management ("ERM") program) and our legal, regulatory (including the special rules applicable to REITs) and contract compliance (particularly contracts with government entities). Our Risk Committee is also responsible for monitoring and reviewing public policy developments and other trends facing the Company that could impact our operations and performance. Our Risk Committee further assists our Board in fulfilling its oversight responsibility with respect to organizational ethics and compliance, and receives regular reports from our Corporate Ethics and Compliance Officer, who reports to the CEO, and to the chair of our Risk Committee. The full text of the Risk Committee charter is available on the Company's website at [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

#### Executive Committee

Our Executive Committee is charged with acting on behalf of the full Board when necessary and subject to authority limitations with respect to the transaction of routine, administrative matters that occur between regularly scheduled Board meetings. The full text of the Executive Committee charter is available on the Company's website at [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

#### Special Litigation Committee

In response to stockholder demand letters, our Board formed a Special Litigation Committee to take any actions it deems appropriate or necessary to investigate, respond and otherwise properly address the matters alleged in the demand letters. The Special Litigation Committee has retained independent legal counsel to advise the committee in the performance of its duties.

### Limitations on Other Board Service

The Audit Committee charter provides that a member of our Audit Committee may not serve on the audit committee of more than two other public companies without Board approval. Otherwise, we do not believe our directors should be categorically prohibited from serving on boards and/or board committees of other organizations. However, our Corporate Governance Guidelines instruct our Nominating and Governance Committee and our Board to take into account the nature of and time involved with respect to a director's service on other boards, as well as other job responsibilities, in evaluating the suitability of individual directors and in making its recommendations to our stockholders. Service on boards and/or committees of other organizations must also be consistent with our conflicts of interest policy, as set forth in our Code of Ethics. Our Corporate Governance Guidelines require a director to provide notice to the Chair of our Nominating and Governance Committee of his or her acceptance of a nomination to serve on the board of another public company in the case where such nomination has not been previously disclosed.

### Communications with Directors

Stockholders, employees and other interested parties may communicate with members of our Board (including specific members of our Board or our independent directors as a group) by writing to CoreCivic, Attention: Secretary, 10 Burton Hills Boulevard, Nashville, Tennessee 37215 until June 30, 2019. After June 30, 2019, please forward all correspondence to CoreCivic, Attention: Secretary, 5501 Virginia Way, Brentwood, Tennessee 37027. To the extent such communications are received, our Secretary compiles all substantive communications and periodically submits them to our Board, the group of directors or the individual directors to whom they are addressed. Communications that the Secretary would not consider "substantive," and therefore may exercise discretion in submitting to the addressee, may include, but are not limited to, junk mail, mass mailings, resumes and job inquiries, surveys, business solicitations, advertisements, frivolous communications and other similarly unsuitable communications.

Communications expressing concerns or complaints relating to accounting, internal controls or auditing matters are handled in accordance with procedures established by our Audit Committee. Under those procedures, concerns that are improperly characterized as having to do with accounting, internal controls or auditing matters or that are frivolous or clearly inconsequential may be addressed by the Secretary without presentation to our Audit Committee.

### Certain Relationships and Related Party Transactions

Since the beginning of the last fiscal year, we are aware of no related party transactions between us and any of our directors, executive officers, 5% stockholders or their family members that require disclosure under Item 404 of Regulation S-K under the Exchange Act.

Pursuant to its written charter, our Audit Committee has adopted a Related Party Transaction Policy that, subject to certain exceptions, requires our Audit Committee (or the chair of our Audit Committee in certain instances) to review and either ratify, approve or disapprove all "Interested Transactions," which are generally defined to include any transaction, arrangement or relationship or series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness) in which:

- the aggregate amount involved exceeded, or will or may be expected to exceed, \$120,000 in any calendar year;
- the Company was, is or will be a participant; and
- any Related Party had, has or will have a direct or indirect interest.

For purposes of the policy, a "Related Party" is any:

- person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if they do not presently serve in that role) an executive



officer, director or nominee for election as a director;

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greater than 5% beneficial owner of the Company's common stock;  
immediate family member of any of the foregoing; or  
firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner, managing member or principal or in a similar position or in which such person has a 10% or greater beneficial ownership interest.

In determining whether to approve or ratify an Interested Transaction under the policy, our Audit Committee is to consider all relevant information and facts available to it regarding the Interested Transaction and take into account factors such as the Related Party's relationship to the Company and interest (direct or indirect) in the transaction, the terms of the transaction and the benefits to the Company of the transaction. No director is to participate in the approval of an Interested Transaction for which he or she is a Related Party or otherwise has a direct or indirect interest.

In addition, our Audit Committee is to review and assess ongoing Interested Transactions, if any, on at least an annual basis to determine whether any such transactions remain appropriate or should be modified or terminated.

#### Stock Ownership Guidelines

We maintain stock ownership guidelines for our executive officers and non-executive directors because we believe it is important to align the interests of our management and our Board with the interests of our stockholders. The guidelines are discussed in detail under "Executive and Director Compensation – Guidelines and Policies – Executive Officer Stock Ownership Guidelines" and "Executive and Director Compensation – Director Compensation – Director Stock Ownership Guidelines" included in this Proxy Statement and are accessible on our website, [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

#### No Hedging or Pledging Permitted

Our insider trading guidelines include provisions that prohibit members of our Board, executive officers, other officers and employees from engaging in hedging or pledging transactions involving Company securities. None of the members of our Board or our executive officers are engaged in any hedging or pledging transactions involving Company securities.

#### Code of Ethics

All of our directors and employees, including our CEO, Chief Financial Officer and principal accounting officer, are subject to our Code of Ethics. Our Code of Ethics and related compliance policies are designed to promote an environment in which integrity is valued, business is conducted in a legal and ethical manner and ethics and compliance issues are raised and addressed. Our Nominating and Governance Committee is responsible for reviewing our Code of Ethics annually, and our Risk Committee is responsible for addressing any violations or waivers involving our executive officers and directors. We intend to post any amendments to or waivers from our Code of Ethics (to the extent applicable to our directors, CEO, principal financial officer or principal accounting officer) on our website. Our Code of Ethics is accessible on our website, [www.corecivic.com](http://www.corecivic.com) (under the "Corporate Governance" section of the Investors page).

#### Board Oversight of Corporate Strategy and Enterprise Risk

Our Board engages in proactive oversight and regular review of the development, evaluation and execution of our annual operating plan and long-term growth, diversification and investment strategies. Each regular meeting of our Board includes a comprehensive business update presented by our CEO, which addresses our progress in achieving near-term operational objectives, strategic transactions completed and new opportunities being actively pursued, as

well as current and future challenges to our continued success. Each such meeting also includes presentations from members of the executive team who are directly responsible for the implementation of our growth and diversification strategy, the integration of new acquisitions and the financial performance of our

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business. At our Board's two-day retreat in August of each year, management engages our Board in a detailed discussion of our growth and investment strategy, target opportunities, risks and challenges, and proposals for modifying our strategies to improve results. At its annual December meeting, our Board is provided the opportunity to challenge management on the details of our annual operating plan prior to its approval. In addition to the opportunity to engage management and independent consultants we retain to assist with the development and execution of our growth strategy, our independent directors set aside time at each meeting to meet in executive session to review and deliberate upon management's performance in strategy development and execution.

Our Risk Committee performs a leadership role on behalf of our Board and our Audit Committee in the oversight of our risk assessment and risk management practices, and assists our Board and Audit Committee with oversight of our financial, legal, contractual and regulatory risks and organizational ethics and compliance. Our Risk Committee is also charged with oversight of management's ERM program.

Management's ERM program entails the identification, prioritization and assessment of a broad range of risks (e.g., financial, operational, business, reputational, governance and managerial), and the formulation of plans to develop and improve controls for managing these risks or mitigating their effects in an integrated effort involving our Board, relevant Board committees, management and other personnel. Our ERM program is led by our General Counsel, is a component of management's strategic planning process and is overseen by our Risk Committee with periodic reports to the full Board.

The full Board maintains an ongoing, direct role in risk oversight through, among other things, regular reports from the Chair of our Risk Committee, regular reports from our CEO on the ERM process and oversight of management's strategic planning process, which includes an evaluation of opportunities and risks presented by the Company's current strategies and alternative strategies. Our Board also receives regular reports from each of the executives with respect to their areas of managerial responsibility. These reports include information concerning risks and risk mitigation strategies. For example, our Board receives regular reports from our Chief Corrections Officer with respect to key areas of operational risk; monitors risks relating to our partnership development efforts through regular reports from our Chief Development Officer; and receives regular reports from our General Counsel with respect to legal and compliance risks. In addition, our Board evaluates risk in the context of particular business strategies and transactions. For example, our Board monitors significant capital expenditures through its annual budget review and quarterly capital expenditure reports from management, and monitors risk relating to our acquisition and financing activities through in depth reviews of proposed acquisition and financing transactions.

In addition to our Risk Committee, other standing committees of our Board have responsibility for risk oversight within their areas of oversight. Our Audit Committee focuses on financial risk, including fraud risk and risks relating to our internal controls over financial reporting. It receives an annual risk assessment report from our internal auditors, as well as financial risk assessment information in connection with particular events or transactions. Our Nominating and Governance Committee addresses certain governance-related risks, such as risks related to Board and executive management succession planning. As discussed in detail below, our Compensation Committee addresses risks relating to our executive compensation strategies. The full Board receives regular reports from the chairs of these committees and receives copies of meeting materials provided to each of the committees.

#### Compensation Risk Assessment

In setting compensation, our Compensation Committee considers risks in the achievement of the Company's goals that may be inherent in the compensation program as well as the risks to CoreCivic's stockholders. Although a significant portion of our executives' compensation is performance-based and "at-risk," our Compensation Committee believes our executive compensation plans are appropriately structured and do not pose a material risk to CoreCivic. Our Compensation Committee considered the following elements of our executive compensation plans and policies when

evaluating whether such plans and policies encourage our executives to take unreasonable risks:

- We set performance goals we believe are reasonable, but uncertain, in light of past performance and current market and economic conditions.
- The financial and strategic business goals used for determining payouts under our incentive compensation plans are aligned with our near-term and long-term operating and strategic growth plans,

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and are established at challenging, but appropriate, levels that do not encourage unnecessary or excessive risk taking. We use restricted stock units rather than stock options for equity awards because, unlike options, restricted stock units retain value even in a depressed market.

Performance-based vesting over multiple years for our long-term equity incentive awards promotes the alignment of our executives' interests with those of our stockholders for the long-term performance of the Company.

Assuming achievement of at least a minimum level of performance, payouts under our performance-based plans result in some compensation at levels below full target achievement, rather than an "all-or-nothing" approach.

Our executive stock ownership guidelines require our executives to hold significant levels of our stock, which aligns an appropriate portion of their personal wealth to the long-term performance of the Company.

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## PROPOSAL 1 - ELECTION OF DIRECTORS

Our Board reflects a diverse, highly engaged group of directors with a wide range of relevant experience:

Independence	82%
CEO / Senior Leadership Experience	100%
Gender / Ethnic Diversity	36%
Other Public Company Board Experience	64%
Tenure	
1 – 4 Years	27%
5 – 9 Years	27%
10+ Years	45%

\*Percentage calculations are rounded to the nearest whole number.

The current term of office of each of our directors expires at the Annual Meeting. Our Board has nominated the following 11 nominees, all of whom are currently serving as directors, for election to serve until the next annual meeting of stockholders and until their successors are duly elected and qualified. We expect each of the 11 nominees to serve if elected. If any of them becomes unavailable to serve as a director, our Board may designate a substitute nominee. In that case, the persons named as proxies will vote for the substitute nominee designated by our Board.

The general criteria considered by our Nominating and Governance Committee with respect to director nominees are discussed beginning on page 10 of this Proxy Statement under the heading “Nominating and Governance Committee.” Based on the evaluation of those criteria, our Nominating and Governance Committee and Board believe each nominee contributes relevant skills, expertise and experience to our Board, and that the group of nominees collectively has the skills, expertise, experience, independence and other attributes necessary to discharge effectively our Board’s oversight responsibilities on behalf of our stockholders.

#### Nominees Standing for Election

Information regarding each of the nominees for director, including particular qualifications considered for each nominee, is set forth below. Directors’ ages are given as of the date of this Proxy Statement.

#### DAMON T. HININGER Director since 2009

Mr. Hininger, age 49, has served as a director and our President and Chief Executive Officer since October 2009. From 2008 until 2009, he served as our President and Chief Operating Officer. From 2007 until 2008, he served as our Senior Vice President, Federal and Local Customer Relations, after having served as Vice President, Federal and Local Customer Relations since 2002. Prior to 2002, he held several positions of increasing responsibility with the Company. Mr. Hininger joined the Company in 1992 as a correctional officer at the Leavenworth Detention Center. He serves on the Board of Trustees of the United Way of Metropolitan Nashville and Belmont University, where he also serves on the Board of Advisors for the Massey School of Business. Mr. Hininger also serves on the Board of Directors of the Nashville Public Education Foundation, the Men of Valor, the Kansas State University Foundation and as a member of the Executive Board of the Middle Tennessee Council of the Boy Scouts of America. Mr. Hininger holds a bachelor’s degree from Kansas State University and a master’s degree in business administration from the Jack Massey School of Business at Belmont University.

In making the decision to nominate Mr. Hininger to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his current service as our President and CEO and his comprehensive knowledge of the Company, its business, operations and management team through his current position and past roles with the Company, including roles at the facility operations level, as Chief Operating Officer and as Senior Vice President, Federal and Local Customer Relations.



DONNA M. ALVARADO Director since 2003

Ms. Alvarado, age 70, has served as a director since December 2003, and serves as Chair of our Compensation Committee. She also serves as a member of our Audit Committee and Risk Committee. Ms. Alvarado is the founder and president of Aguila International, an international business consulting firm specializing in human resources and leadership development. Ms. Alvarado has held senior management positions in government, including Deputy Assistant Secretary of Defense with the U.S. Department of Defense and Director of ACTION, the federal domestic volunteer agency. Ms. Alvarado serves as a director and member of the audit, compensation and public affairs committees of CSX Corporation, a publicly-traded provider of rail and other transportation services. She serves as a director and chair of the nominating and corporate governance committee, as well as a member of the audit and risk committees, of Park National Corporation, a publicly-traded bank holding company. Ms. Alvarado has served as a member and as chair of both the Ohio Board of Regents and the Ohio Workforce Policy Board. She holds both a bachelor's degree and a master's degree in Spanish from The Ohio State University, completed doctoral coursework in Latin American literature at the University of Oklahoma and earned a postgraduate certificate in financial management from the Wharton School of Business at the University of Pennsylvania.

In making the decision to nominate Ms. Alvarado to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, her understanding of government through her public sector experience; her experience as a public company director and member of audit, compensation, risk and nominating and corporate governance committees; her human resources and leadership development expertise; her civic and community involvement; and her contribution to the Board's gender and cultural diversity.

ROBERT J. DENNIS Director since 2013

Mr. Dennis, age 65, has served as a director since February 2013, and serves as a member of our Compensation Committee and Executive Committee. Mr. Dennis is the President, Chief Executive Officer and Chairman of the board of directors of Genesco Inc., a publicly traded retailer of footwear, headwear, sports apparel and accessories, where he has served in an executive capacity since 2004. Prior to joining Genesco, Mr. Dennis held senior management positions with Hat World Corporation and Asbury Automotive, and was a partner and leader of the North American Retail Practice with McKinsey & Company. Mr. Dennis serves as a director and member of the governance committee and the finance and investments committee of HCA Holdings, Inc., a publicly traded health care services company. Mr. Dennis serves on the Board of Trustees of the United Way of Metropolitan Nashville, the Board of Leadership Nashville, and serves on the Board of Visitors at Vanderbilt University's Owen School of Management. Mr. Dennis holds a master's degree in business administration, with distinction, from the Harvard Business School, and bachelor's and master's degrees from Rensselaer Polytechnic Institute.

In making the decision to nominate Mr. Dennis to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his leadership experience as chief executive officer of a public company; his public company director experience; his demonstrated business acumen; his understanding of corporate finance and business development matters; and his civic and community involvement.

MARK A. EMKES Director since 2014

Mr. Emkes, age 66, has served as a director since August 2014, and serves as the independent Chairman of the Board. He also serves as a member of our Compensation Committee, Nominating and Governance Committee and Executive Committee Chair. From 2011 until 2013, Mr. Emkes served as the State of Tennessee's Commissioner of Finance and

Administration. For more than five years until his retirement in 2010, Mr. Emkes served as Chief Executive Officer and Chairman of the board of directors of Bridgestone Americas, Inc. and Bridgestone Americas Holdings, Inc., a tire and rubber manufacturing company. He also served as President of Bridgestone Americas, Inc. from January 2009 until his retirement. From 2004 until 2010, Mr. Emkes also served as a director of Bridgestone Corporation. Mr. Emkes serves as a director and member of the compensation committee of Greif, Inc., a publicly traded industrial packaging products and services company, and as a director and chair of the audit committee of First Horizon National Corporation, a publicly traded regional financial institution. Mr. Emkes has served as President of the Middle Tennessee Council of the Boy Scouts of America, the Board of Directors of the Community

Foundation of Middle Tennessee and the Advisory Board of Habitat for Humanity, Nashville Chapter. Mr. Emkes was the 2011 recipient of the Jennings A. Jones Champion of Free Enterprise Award, and was inducted into the Nashville Business Hall of Fame in 2012. Mr. Emkes holds a bachelor's degree in economics from DePauw University and a master's degree in business administration from the Thunderbird School of Global Management.

In making the decision to nominate Mr. Emkes to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his leadership experience in various management positions, including as chief executive officer and chairman of an international company; his demonstrated business acumen and his understanding of corporate finance and business development matters; and his civic and community involvement.

**STACIA A. HYLTON** Director since 2016

Ms. Hylton, age 58, has served as a director since August 2016, and is a member of our Nominating and Governance Committee and Chair of our Special Litigation Committee. Since 2016, Ms. Hylton has served as a Principal for LS Advisory, a New Jersey-based business solutions advisory consultancy. In 2010, Ms. Hylton was nominated by U.S. President Barack Obama to serve as Director of the U.S. Marshals Service ("USMS"), a federal agency with more than 5,600 employees responsible for federal judiciary security, fugitive operations, asset forfeitures, prisoner operations, transportation and witness security, and served as Director of the USMS until her retirement in 2015. She served as the U.S. Attorney General's Federal Detention Trustee in the U.S. Department of Justice from 2004 to 2010. From 1980 to 2004, Ms. Hylton served in progressively senior leadership positions within the USMS. Ms. Hylton serves as a director and member of the audit committee of Spok Holdings, Inc., a publicly-traded provider of communications solutions. Ms. Hylton is a Fellow for the National Academy for Public Administration, and has served on the Board of Directors of the National Center for Missing and Exploited Children and Law Enforcement Exploring. Ms. Hylton has served on the Executive Committee for the International Chiefs of Police and the Accreditation and Policy Committees for the National Sheriffs Association. Ms. Hylton holds a bachelor's degree in criminal justice from Northeastern University.

In making the decision to nominate Ms. Hylton to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, her understanding of government through her public sector experience; her experience as a public company director and member of an audit committee; her unique understanding of the USMS; her civic and community involvement; and her contribution to the Board's gender diversity.

**HARLEY G. LAPPIN** Director since 2018

Mr. Lappin, age 63, has served as a director and has been employed as a special operations advisor to the leadership team of the Company since January 2018. Mr. Lappin served as our Executive Vice President and Chief Corrections Officer from 2011 until his retirement from such position on January 1, 2018. Prior to joining the Company in 2011, Mr. Lappin served since 2003 as Director of the Federal Bureau of Prisons ("BOP"). As Director of the BOP, Mr. Lappin had oversight and management responsibility for 116 federal prisons, 14 large, private contract facilities and more than 250 contracts for community corrections facilities, in total comprising more than 215,000 offenders managed by 38,000 employees. Mr. Lappin has received numerous awards throughout his career, including the Associate Warden of the Year award for the BOP's South Central Region (1992); the BOP's Excellence in Prison Management Award (2000); the Attorney General's Award for Excellence in Management (2001); and the Presidential Rank Award of Meritorious Executive (2004). In 2010, he received the American Correctional Association's ("ACA") E.R. Cass Award for Correctional Achievement, the highest honor bestowed by that organization. In 2015, Mr. Lappin received the Louie L. Wainwright Award from the Association of State Correctional Administrators ("ASCA"). Mr. Lappin has served as chair of the Standards Committee of the ACA, is a former board member of both the

National Institute of Corrections and the Federal Prison Industry Board, and a former chair of the Prison Industry Committee of ASCA. Mr. Lappin holds a bachelor's degree from Indiana University and a master's degree in criminal justice from Kent State University.

In making the decision to nominate Mr. Lappin to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his comprehensive corrections industry experience, including executive leadership of federal and private sector correctional system operations; his public company leadership experience; his understanding of government through his public sector experience; and his extensive knowledge of the Company, its business, operations, facilities, customers and personnel through his past role as our Chief Corrections Officer.

**ANNE L. MARIUCCI** Director since 2011

Ms. Mariucci, age 61, has served as a director since December 2011, and serves as a member of our Audit Committee and Risk Committee. Since 2003, she has been affiliated with private equity firms Hawkeye Partners (Austin, Texas), Inlign Capital Partners (Phoenix, Arizona) and Glencoe Capital (Chicago, Illinois). Prior to 2003, Ms. Mariucci served in a variety of senior executive roles with Del Webb Corporation, and following its 2001 merger with Pulte Homes, Inc., as President of Del Webb Group and Senior Vice President of Strategy for Pulte Homes, Inc. Ms. Mariucci serves as a director of Taylor Morrison Home Corporation, a publicly-traded homebuilder where she serves as Chair, Compensation Committee, and as a member of the Audit and Nominating & Governance committees. Ms. Mariucci also serves as a director of Southwest Gas Holdings, Inc. a publicly-traded holding company, where she serves as Chair of the Pension Investment Committee and as a member of the Compensation and Nominating & Corporate Governance Committees. Ms. Mariucci serves as a director of Berry Petroleum, where she serves as Chair of the Nomination/Governance Committee, and member of the Compensation and Audit Committees. Ms. Mariucci serves as a director of Banner Health, a non-profit health system, where she serves as a member of the Audit and Compensation Committees. Ms. Mariucci serves as a director of the Arizona State University Foundation and the Fresh Start Women's Foundation. Ms. Mariucci is a past director of the Arizona State Retirement System, Scottsdale Healthcare and Action Performance Companies, as well as a past trustee of the Urban Land Institute. She also served on the Arizona Board of Regents. Ms. Mariucci holds a bachelor's degree in accounting and finance from the University of Arizona and completed the corporate finance program at the Stanford University Graduate School of Business.

In making the decision to nominate Ms. Mariucci to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, her public company executive leadership experience; her understanding of and experience with the State of Arizona, a state where a significant portion of our operations is located; her background in accounting and corporate finance; her experience and knowledge with real estate; her experience as a public company director and member of audit and compensation committees; her civic and community involvement; and her contribution to the Board's gender diversity.

**THURGOOD MARSHALL, JR.** Director since 2002

Mr. Marshall, age 62, has served as a director since December 2002, and serves as Chair of our Risk Committee and as a member of our Nominating and Governance Committee and our Special Litigation Committee. He is a partner in the Washington D.C. office of the law firm of Morgan, Lewis & Bockius LLP, and a principal in the firm's Morgan Lewis Consulting Group LLC, which assists business clients with communications, political and legal strategies. Mr. Marshall has held appointments in all three branches of the federal government. Prior to joining a predecessor of Morgan, Lewis & Bockius LLP in 2001, he served as Assistant to the President and Cabinet Secretary from 1997 to 2001. Mr. Marshall has served as Director of Legislative Affairs and Deputy Counsel to the Vice President, and as counsel to the Senate Judiciary Committee, the Senate Committee on Commerce, Science and Transportation and the Senate Government Affairs Committee. In 2006, he was confirmed by the United States Senate to serve on the Board of Governors of the United States Postal Service, and served as Chairman prior to completing his service in 2013.

Mr. Marshall serves as a director of Genesco Inc., a publicly traded retailer of footwear, headwear, sports apparel and accessories. He is a former member of the Board of Trustees of the Ford Foundation and the Ethics & Compliance Certification Institute. Mr. Marshall serves as a trustee on three non-profit boards – The Third Way, Campaign Legal Center and President Lincoln’s Cottage. Mr. Marshall holds a bachelor’s degree and a juris doctor from the University of Virginia, and served as a law clerk for United States District Judge Barrington D. Parker.

In making the decision to nominate Mr. Marshall to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his understanding of politics and the public sector through his varied government service and consulting work; his understanding of organizational governance and oversight through his service as a director in the public, non-profit and for-profit sectors; his understanding of legal, regulatory and compliance issues through his education and experience as a lawyer; and his contribution to the Board's cultural diversity.

DEVIN I. MURPHY Director since 2018

Mr. Murphy, age 59, joined CoreCivic's Board of Directors in November 2018 and serves on the Audit Committee. He is Chief Financial Officer, Treasurer and Secretary of Phillips Edison & Company, one of the nation's largest owners and operators of grocery-anchored shopping centers. He previously served as Vice Chairman of Investment Banking at Morgan Stanley. Mr. Murphy began his real estate career in 1986, when he joined the real estate group at Morgan Stanley as an associate. He held a number of senior positions at Morgan Stanley including co-head of U.S. real estate investment banking and head of the private capital markets group. He also served on the investment committee of the Morgan Stanley Real Estate Funds, a series of global private real estate funds with over \$30 billion of assets under management. Mr. Murphy also served as global head of real estate investment banking for Deutsche Bank Securities, Inc. Mr. Murphy is an advisory director of Hawkeye Partners, a real estate private equity firm headquartered in Austin, Texas, and of Trigate Capital, a real estate private equity firm headquartered in Dallas, Texas. Mr. Murphy received a Bachelor of Arts with Honors from the College of William and Mary, and a Master of Business Administration from the University of Michigan.

In making the decision to nominate Mr. Murphy to serve as a director, the Nominating and Governance Committee considered, in addition to the criteria above, his executive leadership of real estate and finance focused organizations; his broad exposure to private equity, banking and other investment businesses; and his high level leadership roles in complex merger and acquisition transactions and activities.

CHARLES L. OVERBY Director since 2001

Mr. Overby, age 72, has served as a director since December 2001, and serves as Chair of our Nominating and Governance Committee and as a member of our Executive Committee, our Risk Committee and our Special Litigation Committee. From 1989 until 2011, Mr. Overby served as Chief Executive Officer of The Freedom Forum, an independent, non-partisan foundation dedicated to the First Amendment and media issues, and its predecessor, The Gannett Foundation. Mr. Overby served from 1997 to 2011 as Chief Executive Officer of The Freedom Forum's affiliate, Newseum, an interactive museum in Washington, D.C. committed to educating visitors on free expression and the First Amendment. Prior to leading The Freedom Forum, Mr. Overby served for 16 years as a reporter, editor and corporate executive with Gannett Co., Inc., the nation's largest newspaper company and publisher of USA TODAY, including roles as a Pulitzer Prize-winning editor at The Clarion-Ledger in Jackson, Mississippi. Mr. Overby serves as Chairman of the Overby Center for Southern Journalism and Politics at the University of Mississippi and on the Board of Trustees of the Andrew Jackson Foundation. Mr. Overby holds a bachelor's degree from the University of Mississippi.

In making the decision to nominate Mr. Overby to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his executive leadership experience and understanding of corporate governance as chief executive of several non-profit organizations; his understanding of media and public relations through his career as a journalist, print media executive and executive with other media-related organizations; his political experience; and his civic and community involvement and leadership.



JOHN R. PRANN, JR. Director since 2000

Mr. Prann, age 68, has served as a director since December 2000, and serves as Chair of our Audit Committee. He also serves as a member of our Compensation Committee. From 2009 to 2016, Mr. Prann served as Chairman of the board of directors of a privately held motorsports business. From 2012 to 2014, Mr. Prann served as a Senior Advisor to The Pritzker Group, a private capital, venture capital and asset management firm. From 1993 to 2001, Mr. Prann served as President, Chief Executive Officer and Chief Operating Officer of Katy Industries, Inc., a publicly traded manufacturer and distributor of consumer products and maintenance cleaning products. Mr. Prann also served as President and Chief Executive Officer of CRL, Inc., a diversified holding company that held a 25% interest in Katy Industries, Inc. Mr. Prann served as a director of CPAC, Inc., a publicly traded chemicals and equipment business, and Dynojet Research, Inc. He has served as a partner with the accounting firm of Deloitte & Touche. Mr. Prann holds a bachelor's degree in biology from the University of California, Riverside, and a master's degree in business administration from the University of Chicago.

In making the decision to nominate Mr. Prann to serve as a director, our Nominating and Governance Committee considered, in addition to the criteria referred to above, his executive leadership experience as president and chief executive of a public company and his understanding of accounting and finance issues through his education and career.

Under the Company's Bylaws, a majority of all of the votes cast at the Annual Meeting is required for the election of each nominee in an uncontested election of directors. A majority of votes cast means the number of shares cast "for" a nominee's election exceeds the number of votes cast "against" that nominee. Brokers do not have discretionary authority to vote on the election of directors. Abstentions and broker non-votes will have no effect on the outcome of the vote of the election of directors as they are not considered votes cast.

If a director nominee is an incumbent director and does not receive a majority of the votes cast in an uncontested election, that director will continue to serve on our Board as a "holdover" director, but must tender his or her resignation to our Board promptly after certification of the election results of the stockholder vote. The Nominating and Governance Committee of our Board will then recommend to our Board whether to accept the resignation or whether other action should be taken. Our Board will act on the tendered resignation, taking into account the recommendation of our Nominating and Governance Committee, and our Board's decision will be publicly disclosed within 90 days after certification of the election results of the stockholder vote. A director who tenders his or her resignation after failing to receive a majority of the votes cast will not participate in the recommendation of our Nominating and Governance Committee or the decision of our Board with respect to his or her resignation.

Our Board unanimously recommends a vote "FOR" each of the 11 nominees.

PROPOSAL 2 NON-BINDING RATIFICATION OF APPOINTMENT OF  
INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Our Audit Committee has appointed Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019. Services provided to the Company and its subsidiaries by Ernst & Young LLP in fiscal 2018 are described below under “Audit Matters.”

Representatives of Ernst & Young LLP will be present at the Annual Meeting. They will have the opportunity to make a statement if they desire to do so and we expect that they will be available to respond to questions.

Ratification of the appointment of Ernst & Young LLP requires the affirmative vote of the holders of a majority of the shares present in person or represented by proxy at the Annual Meeting and entitled to vote. If you abstain from voting on this proposal, your abstention will have the same effect as a vote against the proposal. If the Company’s stockholders do not ratify the appointment of Ernst & Young LLP, our Audit Committee will reconsider the appointment and may affirm the appointment or retain another independent accounting firm, in its sole discretion. Even if the appointment of Ernst & Young LLP is ratified, our Audit Committee may in the future replace Ernst & Young LLP as our independent registered public accounting firm at any time if it determines that a change would be in our best interest.

Our Board unanimously recommends a vote “FOR” the ratification of the appointment of Ernst & Young LLP as the independent registered public accounting firm of the Company for the fiscal year ending December 31, 2019.

## AUDIT MATTERS

## Audit and Non-Audit Fees

The following table presents fees for audit, audit-related, tax and other services rendered by the Company's principal independent registered public accounting firm, Ernst & Young LLP, for the years ended December 31, 2018 and 2017:

Fees	2018	2017
Audit Fees <sup>(1)</sup>	\$1,243,318	\$1,320,932
Audit-Related Fees <sup>(2)</sup>	362,759	310,126
Tax Fees <sup>(3)</sup>	319,987	289,499
All Other Fees <sup>(4)</sup>	2,000	1,995
Total	\$1,928,064	\$1,922,552

- (1) Audit fees for 2018 and 2017 include fees associated with the audit of our consolidated financial statements, the audit of our internal control over financial reporting, reviews of our quarterly financial statements and assistance with filing prospectus supplements to our shelf registration statement.
- (2) Audit-related fees in 2018 and 2017 include due diligence and accounting consultations related primarily to our acquisitions completed in 2018 and 2017 and other prospective acquisitions.
- (3) Tax fees for 2018 and 2017 were for services consisting primarily of federal and state tax planning, including the Company's activities relating to being taxed as a REIT.
- (4) All other fees for 2018 and 2017 consist of access fees to EY Online, an online information and communication tool available to Ernst & Young audit clients.

## Pre-Approval of Audit and Non-Audit Fees

Consistent with Section 202 of the Sarbanes-Oxley Act of 2002 and SEC rules regarding auditor independence, our Audit Committee pre-approves all audit and non-audit services provided by our independent registered public accounting firm. In 2018 and 2017, our Audit Committee pre-approved all amounts disclosed under "audit," "audit-related," "tax" and "all other" fees by Ernst & Young, LLP in accordance with applicable rules.

Our Audit Committee's Auditor Independence Policy prohibits our independent registered public accounting firm from performing certain non-audit services and any services that have not been approved by our Audit Committee in accordance with the policy and the Section 202 rules. The policy establishes procedures to ensure that proposed services are brought before our Audit Committee for consideration and, if determined by our Audit Committee to be consistent with the auditor's independence, approved prior to initiation, and to ensure that our Audit Committee has adequate information to assess the types of services being performed and fee amounts on an ongoing basis. Our Audit Committee has delegated to its Chair, Mr. Prann, the authority to pre-approve services between meetings when necessary, provided the full Audit Committee is apprised of the services approved at its next regularly scheduled meeting.

## Report of the Audit Committee

The following Report of the Audit Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.

## Oversight of Financial Reporting

As part of its oversight of our financial statements, our Audit Committee reviews and discusses with both management and our independent registered public accounting firm all annual and quarterly financial statements prior to their issuance. With respect to the 2018 fiscal year, management advised the Audit Committee that each set of financial statements reviewed had been prepared in accordance with generally accepted accounting principles (“GAAP”) and reviewed significant accounting and disclosure issues with our Audit Committee. These reviews included discussion with the independent registered public accounting firm of matters required to be discussed pursuant to Auditing Standard No. 1301 (Communications with Audit Committees), as amended, including the quality of our accounting principles, the reasonableness of significant judgments and the clarity of disclosures in the financial statements. Our Audit Committee also received the written disclosures and a letter from Ernst & Young LLP required by applicable requirements of the Public Company Accounting Oversight Board regarding its communications with our Audit Committee concerning independence, and has discussed with Ernst & Young LLP its independence.

Also with respect to fiscal 2018, our Audit Committee received periodic updates on the effectiveness of our internal control over financial reporting provided by management, the independent registered public accounting firm and the internal auditors at each regularly scheduled Audit Committee meeting and provided oversight during the process. At the conclusion of the process, management provided our Audit Committee with, and our Audit Committee reviewed a report on, the effectiveness of our internal control over financial reporting. Our Audit Committee also reviewed Management’s Report on Internal Control over Financial Reporting and Ernst & Young LLP’s Reports of Independent Registered Public Accounting Firm included in our Annual Report on Form 10-K for the year ended December 31, 2018.

Taking all of these reviews and discussions into account, the undersigned Committee members recommended to our Board that our Board approve the inclusion of our audited financial statements in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018 for filing with the SEC.

Submitted by the Audit Committee:

John R. Prann, Jr., Chair

Donna M. Alvarado

Anne L. Mariucci

Devin I. Murphy

PROPOSAL 3 - ADVISORY VOTE TO APPROVE THE  
COMPENSATION OF NAMED EXECUTIVE OFFICERS

The Company seeks your non-binding advisory vote and asks that you support the compensation of our Named Executive Officers as disclosed in the Compensation Discussion and Analysis section (the “CD&A”) and the accompanying tables contained in this Proxy Statement. At our 2017 Annual Meeting of Stockholders, our stockholders indicated on an advisory basis their preference that advisory votes to approve the compensation of our Named Executive Officers occur every year. Taking into account the non-binding advisory input of our stockholders and other relevant factors, our Board has determined to hold this advisory vote every year. The affirmative vote of the holders of a majority of the shares present in person or represented by proxy and entitled to vote is required to approve the non-binding advisory vote of compensation paid to our Named Executive Officers. If you abstain from voting on this proposal, your abstention will have the same effect as a vote against the proposal.

Because your vote is advisory, it will not be binding on our Compensation Committee. However, our Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation for our Named Executive Officers. We urge you to read the CD&A, which begins on page 28 of this Proxy Statement, and other sections of this Proxy Statement that provide additional details on our executive compensation, including our compensation philosophy and objectives and the 2018 compensation of our Named Executive Officers.

As described in detail in the CD&A, our executive compensation programs are designed to ensure our executive officers are rewarded appropriately for their contributions to us, and that our overall compensation strategy supports the objectives and values of our organization, as well as stockholder interests. Our programs are designed to attract and retain executive leadership who will execute our business strategy, uphold our values and deliver results and long-term value to our stockholders. Our goal is to have a substantial portion of executive compensation contingent upon our performance.

Our Compensation Committee continually reviews the compensation programs for our Named Executive Officers to ensure our programs achieve the desired goals of aligning our executive compensation structure with our stockholders’ interests and current market practices. Our Compensation Committee has engaged PwC from time to time as an independent compensation consultant to assist it in reviewing and assessing, as well as providing advice and guidance on the design and market competitiveness of, our compensation strategies and plans.

We believe our executive compensation programs are structured in the best manner possible to align the interests of our management team with those of our stockholders in the management of our business, the pursuit of our strategic objectives and the creation of long-term value.

Stockholders are being asked to vote on the adoption of the following resolution:

**RESOLVED:** That the stockholders of CoreCivic, Inc. approve the compensation of the Company’s Named Executive Officers, as described in the Compensation Discussion and Analysis section and related compensation tables, notes and narrative in the Proxy Statement for the Company’s 2019 Annual Meeting of Stockholders.

Our Board unanimously recommends a vote “FOR” the approval, on an advisory basis, of the compensation of our Named Executive Officers.



## EXECUTIVE OFFICERS

The following table sets forth our executive officers as of April 4, 2019:

Damon T. Hininger	Chief Executive Officer and President, Director
David M. Garfinkle	Executive Vice President and Chief Financial Officer
Patrick D. Swindle	Executive Vice President and Chief Corrections Officer
Anthony L. Grande	Executive Vice President and Chief Development Officer
Lucibeth N. Mayberry	Executive Vice President, Real Estate
Kim M. White	Executive Vice President, Human Resources
Cole G. Carter	Senior Vice President, General Counsel and Secretary

Set forth below are the biographies of each of our current executive officers, except for Mr. Hininger, whose biography is set forth under “Proposal 1 – Election of Directors.”

David M. Garfinkle, age 51, has served as our Executive Vice President and Chief Financial Officer since May 1, 2014. Mr. Garfinkle served as the Company’s Vice President of Finance and Controller from February 2001 to May 2014. From 1996 to 2001, Mr. Garfinkle served as Vice President and Controller for Bradley Real Estate, Inc., a publicly traded real estate investment trust. Prior to joining Bradley Real Estate, Inc., Mr. Garfinkle was a Senior Manager at KPMG Peat Marwick, LLP. Mr. Garfinkle is a Certified Public Accountant and holds a bachelor’s degree in business administration from St. Bonaventure University.

Patrick D. Swindle, age 43, has served as our Executive Vice President and Chief Corrections Officer since January 2018. From October 2016 to January 2018, Mr. Swindle served as our Senior Vice President, Operations. From April 2014 to October 2016, Mr. Swindle served as our Vice President, Treasury and Strategic Development. From August 2013 to April 2014, Mr. Swindle served as our Vice President, Strategic Development. From July 2009 to August 2013, Mr. Swindle served as our Vice President and Treasurer. Mr. Swindle joined the Company in 2007 as Managing Director, Treasury. Prior to joining the Company, he spent 10 years in equity research in the equity capital markets divisions of SunTrust Equitable Securities, Raymond James Financial Services, Inc. and Avondale Partners, LLC. During his time as an equity analyst, Mr. Swindle focused his research on outsourced business services, government and healthcare industries, including partnership corrections. He holds a bachelor’s degree in finance from Western Kentucky University.

Anthony L. Grande, age 49, has served as our Executive Vice President and Chief Development Officer since July 2008. From September 2007 to July 2008, Mr. Grande served as our Senior Vice President, State Customer Relations. Mr. Grande joined the Company in 2003 as Vice President, State Customer Relations. Prior to joining the Company, Mr. Grande served as the Commissioner of Economic and Community Development for the State of Tennessee. Mr. Grande holds a bachelor’s degree from The American University and a master’s degree in education from Vanderbilt University.

Lucibeth N. Mayberry, age 47, has served as our Executive Vice President, Real Estate since May 2015. From November 2013 to May 2015, Ms. Mayberry served as our Senior Vice President, Real Estate. From August 2008 to November 2013, Ms. Mayberry served as our Vice President, Deputy Chief Development Officer. From March 2006 to August 2008, Ms. Mayberry served as our Vice President, Research, Contract and Proposals. Ms. Mayberry joined CoreCivic in May 2003 as Senior Director, State Partnership Relations, and was promoted to Managing Director, State Partnership Relations in 2004. Before joining CoreCivic, Ms. Mayberry served as a Senior Associate of the

Taxation and Estate Planning Practice Group at the Nashville-based law firm Stokes, Bartholomew, Evans and Petree. Ms. Mayberry holds a bachelor's degree from the University of Tennessee, a juris doctor from Vanderbilt University, and a master of laws degree in taxation from the University of Florida.



Kim M. White, age 58, has served as our Executive Vice President, Human Resources since May 2015. From November 2013 to May 2015, Ms. White served as our Senior Vice President, Human Resources. From March 2013 to November 2013, Ms. White served as our Vice President, Correctional Programs, and from August 2012 to March 2013, Ms. White served as Managing Director, Inmate Programs. Prior to joining CoreCivic, Ms. White served 26 years with the BOP in a wide variety of operational roles in the areas of Institutional Operations, Staffing and Inmate Programs, and, prior to her departure in 2012, as the Assistant Director, Human Resource Management Division, where she had oversight for the hiring, training and retention of the BOP's 38,000 employees. In 2007, Ms. White received the Presidential Rank Award of Meritorious Executive for her leadership with the BOP. Ms. White holds a bachelor's degree in corrections and criminal justice and a master's degree in corrections, criminology and juvenile justice from Kent State University. She has also completed Harvard University's Executive Education Program for senior managers in government.

Cole G. Carter, age 50, has served as our Senior Vice President, General Counsel and Secretary since July 2018. From July 2006 to July 2018, Mr. Carter served as Associate General Counsel. Mr. Carter joined CoreCivic in 1992 as an academic instructor at Metro-Davidson County Detention Facility. Mr. Carter was promoted to manager of Educational Services at the Facility Support Center in May 1996, where Mr. Carter also served as director of Educational Services and joined our Legal Department in 2006. Since 2016, he has served as president of the CoreCivic Cares Fund, which provides short-term assistance to CoreCivic employees who are undergoing financial hardship. Mr. Carter holds a bachelor's degree from Tennessee State University, a master's degree from Middle Tennessee State University, and a juris doctor from Nashville School of Law.

## EXECUTIVE AND DIRECTOR COMPENSATION

## Compensation Discussion and Analysis

This section of the Proxy Statement discusses the philosophy, objectives and elements of our executive compensation programs and the compensation awarded to our Named Executive Officers (“NEOs”), consisting of our Chief Executive Officer, Chief Financial Officer and our next three highest paid executives in 2018. This information should be read in conjunction with the Summary Compensation Table and the related tables and narratives that follow in this Proxy Statement. Based on SEC proxy disclosure rules, the following individuals were our NEOs for the fiscal year ended December 31, 2018:

Damon T. Hininger	Chief Executive Officer and President
David M. Garfinkle	Executive Vice President and Chief Financial Officer
Patrick D. Swindle	Executive Vice President and Chief Corrections Officer
Anthony L. Grande	Executive Vice President and Chief Development Officer
Lucibeth N. Mayberry	Executive Vice President, Real Estate

## Executive Summary

## Our Company and Strategy

CoreCivic is a self-managed, fully integrated equity REIT that is the nation’s largest owner of partnership correctional, detention, and residential reentry facilities. We are one of the largest prison operators in the United States, and we believe we are the largest private owner of real estate used by United States government agencies. Through three segments, CoreCivic Safety, CoreCivic Community and CoreCivic Properties, we provide a broad range of solutions to government partners that serve the public good through corrections and detention management, a growing network of residential reentry centers to help address America’s recidivism crisis, and government real estate solutions.

The keystone of our business strategy is creating long-term value for our stockholders by pursuing avenues to profitably grow our primary CoreCivic Safety correctional and detention business while diversifying our revenues and cash flows by prudently expanding our CoreCivic Community and CoreCivic Properties businesses.

CoreCivic Safety pursues avenues to profitably grow by improving performance under contracts with our existing government partners to maintain high renewal rates, marketing available facility capacity to existing and new government partners and providing new facility capacity as appropriate to meet specific partner needs.

- CoreCivic Community, the second largest community corrections provider in the United States, with a network of 26 residential reentry centers with a design capacity of approximately 5,000 beds, pursues opportunities to acquire residential reentry centers that will further expand the network of reentry assets we own and reentry services we provide to existing and new government partners.

CoreCivic Properties, which offers government partners and providers an attractive portfolio of facilities that can be leased for delivering mission-critical government services, not only supports CoreCivic Safety and CoreCivic Community by marketing our available facilities for lease (as an alternative to contracting for “turn-key” correctional, detention and residential reentry services), but pursues opportunities to acquire existing government-leased assets and to develop, build and lease new assets to our government partners.

## 2018 Company Performance Highlights

Facing a challenging operating environment, which included budgetary constraints and political transitions impacting many of our government partners, our management team remained focused on our operational and

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financial performance while continuing our progress in executing our long-term growth and diversification strategy. Highlights from 2018 include:

Our full year performance met or exceeded our 2018 financial guidance, as set forth in our quarterly earnings press release dated February 14, 2018, for Adjusted EBITDA, Adjusted EPS and Normalized FFO per diluted share, but fell short of our guidance as to Net Income and Diluted EPS:

	2018 Financial Guidance			Actual
	(February 14, 2018)			
	Low End	Mid-Point	High End	Performance
Net Income (in thousands)	\$ 167,000	\$ 171,750	\$ 176,500	\$ 159,207
Adjusted Net Income	\$ 168,000	\$ 172,750	\$ 177,500	\$ 172,008
Adjusted EBITDA (in thousands) <sup>(1)</sup>	\$ 381,000	\$ 385,500	\$ 390,000	\$ 395,952
Diluted EPS	\$ 1.40	\$ 1.44	\$ 1.48	\$ 1.34
Adjusted EPS <sup>(1)</sup>	\$ 1.41	\$ 1.45	\$ 1.49	\$ 1.45
Normalized FFO per diluted share <sup>(1)</sup>	\$ 2.23	\$ 2.27	\$ 2.31	\$ 2.31

(1) Adjusted Net Income, Adjusted EBITDA, Adjusted EPS, and Normalized FFO per diluted share are measures calculated and presented on the basis of methodologies other than in accordance with GAAP. Please refer to the Appendix for further discussion and reconciliations of these measures to their most comparable GAAP measures.

We entered into a Second Amended and Restated Credit Agreement, ("the New Credit Agreement"), in an aggregate principal amount of up to \$1.0 billion, replacing our pre-existing \$900.0 million revolving credit facility and the associated incremental term loan, which was originally \$100.0 million. The New Credit Agreement provides for a Term Loan of \$200.0 million and a revolving credit facility in an aggregate principal amount of up to \$800.0 million. The New Credit Agreement, among other things, extended the maturity from July 2020 to April 2023, and increased the total leverage covenant from 5.0x to 5.5x.

We priced and closed on \$159.5 million in aggregate principal amount of non-recourse senior secured notes in a private placement. Proceeds of the private placement, which are drawn on quarterly funding dates, are being used to fund construction of the Lansing Correctional Facility, as described hereafter, along with costs and expenses of the project. The non-recourse senior secured notes, have a yield to maturity of 4.43% and are scheduled to mature in January 2040.

#### CoreCivic Safety

We executed a new contract with the USMS to care for up to 1,350 offenders at our Tallahatchie County Correctional Facility. The initial term of the contract, which also authorizes the U.S. Immigration and Customs Enforcement ("ICE") to utilize available capacity, continues through June 2020, with unlimited two-year extension options thereafter upon mutual agreement.

We executed a new agreement with ICE to care for approximately 1,000 adult detainees at our 3,060 bed La Palma Correctional Center in Arizona, although ICE may use additional capacity, if available. The new agreement has an indefinite term, subject to termination by either party with 90 days written notice.

We executed a new contract with the Vermont Department of Corrections to care for up to 350 of the State's offenders at our Tallahatchie County Correctional Facility. The contract has an initial term of two years, with one additional two-year extension option thereafter upon mutual agreement.

We accepted approximately 100 offenders from the state of Wyoming at our 2,672-bed Tallahatchie County Correctional Facility in Mississippi under an out-of-state contract not used since 2010.

•We executed a new contract with the state of South Carolina to care for up to 48 offenders at our Tallahatchie County Correctional Facility.

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## CoreCivic Community

• We completed the acquisition of Rocky Mountain Offender Management Systems, LLC (“RMOMS”), which provides non-residential correctional alternatives, including electronic monitoring and case management services, to municipal, county, and state governments in seven states.

• We completed the acquisition of Recovery Monitoring Solutions Corporation (“RMSC”), which provides non-residential correctional alternatives, including electronic monitoring and case management services, to municipal, county, and state governments in four states.

## CoreCivic Properties

• We completed the acquisition of the 261,000 square-foot Capital Commerce Center, located in Tallahassee, Florida. Capital Commerce Center is 98% leased, including 87% leased to the state of Florida on behalf of the Florida Department of Business and Professional Regulation.

• We entered into a 20-year lease agreement with the Kansas Department of Corrections for a 2,432-bed correctional facility we are constructing in Lansing, Kansas. The new facility will replace the Lansing Correctional Facility, the State’s largest correctional complex for adult male inmates, originally constructed in 1863.

• We completed the acquisition of a portfolio of twelve properties which are 100% leased to the U.S. Federal Government through the General Services Administration (“GSA”), an independent agency of the United States government, on behalf of the Social Security Administration (“SSA”), the Department of Homeland Security, and ICE.

• We completed the acquisition of a 541,000 square-foot SSA office building in Baltimore, Maryland. The office building was purpose built to SSA specifications in 2014 under a 20 year firm term lease expiring in January 2034.

• We completed the acquisition of a 217,000 square-foot, steel frame property in Dayton, Ohio that was built-to-suit for the National Archives and Records Administration (“NARA”), in 2002. The building is 100% leased to the GSA on behalf of NARA through January 2023 and includes two additional 10-year renewal options. The building provides 1.2 million cubic feet of storage space, approximately 90% of which is dedicated to archives of the Internal Revenue Service.

## Stock Price Performance and TSR Ranking Within Our Peer Group

Our stock price decreased from a closing price of \$22.50 at fiscal year-end 2017 to \$17.83 for fiscal year-end 2018. We believe our stock price was impacted by controversy regarding certain administration policies including aspects of the administration’s Zero Tolerance Border Policy; uncertainty regarding the timing of proposed initiatives and activities related to criminal justice reform; concerns regarding labor market challenges; and an overall decline in the stock market in December 2018. Our total stockholder return (“TSR”) for 2018 and the three-year and five-year periods ended December 31, 2018, and ranking within our peer group, are illustrated below. On March 18, 2019, our closing stock price was \$19.13.

	TSR	Group
One-Year TSR	(13.99)%	35th
Three-Year TSR	(15.05)%	13th
Five-Year TSR	(20.33)%	12th

Percentile  
Ranking  
within Peer

Pay for Performance

Pay for performance is an important component of our longstanding executive compensation philosophy. Our compensation approach is designed to incentivize our executives to substantially contribute individually and

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collaboratively to our long-term, sustainable growth. We use Normalized FFO per share as one of the primary performance metrics by which annual cash incentive compensation may be earned, and as the sole performance metric for the determination of vesting of performance-based restricted stock units (“RSUs”). As a REIT, we believe Normalized FFO reflects the value we deliver to our stockholders, as well as the earnings and cash-generating potential of our portfolio, and is comparable to performance metrics used by other REITs. In 2017, we added Adjusted EBITDA as a complimentary financial performance metric for our annual cash incentive plan because, unlike FFO, Adjusted EBITDA is not impacted by fluctuations in taxes and short-term financing issues, such as debt refinancing and equity issuances. We also allocated a portion of the total annual bonus opportunity to the achievement of objective, strategic business goals pre-established by our Compensation Committee that are related to the successful execution of our long-term growth and diversification strategy.

**Financial Performance Drives Annual Cash Incentive Payout.** We generally target 75% of base salary for bonus awards under our annual cash incentive plan for all of our NEOs, including our Chief Executive Officer. Provided we generate positive adjusted earnings per diluted share (“Adjusted EPS”), annual cash incentives awarded to our NEOs as a percentage of base salary are determined by our actual performance against pre-established Normalized FFO, Adjusted EBITDA and objective, strategic business goals. Despite a challenging environment, our 2018 financial results met or exceeded our full year financial guidance set forth in our quarterly earnings press release dated February 14, 2018 for Adjusted EPS, Normalized FFO and Adjusted EBITDA, and we achieved a majority of the strategic business goals adopted by our Compensation Committee. Our performance resulted in each of our NEOs earning an annual cash incentive payout at 95.43% of actual base salary:

2018 Financial Guidance						
(February 14, 2018)						
	Low End	Mid-Point	High End	Actual	Bonus % of	
				Performance	Base Salary	
Adjusted EPS <sup>(1)</sup>	\$ 1.41	\$ 1.45	\$ 1.49	\$ 1.45	—	
Normalized FFO per diluted share <sup>(1)</sup>	\$ 2.23	\$ 2.27	\$ 2.31	\$ 2.31	30.25	%
Adjusted EBITDA (in thousands) <sup>(1)</sup>	\$ 381,000	\$ 385,500	\$ 390,000	\$ 395,952	43.30	%
Strategic Business Goals <sup>(2)</sup>				87.52	%	21.88 %
Cash Incentive Bonus Earned:					95.43	%

(1) Adjusted EPS, Normalized FFO per diluted share and Adjusted EBITDA are measures calculated and presented on the basis of methodologies other than in accordance with GAAP. Please refer to the Appendix for further discussion and reconciliations of these measures to their most comparable GAAP measures.

(2) The descriptions of our pre-established strategic business goals for 2018 and the bonus award levels available upon achievement of each such goal, are detailed under “Executive and Director Compensation—Executive Summary—NEO Compensation for 2018—Annual Cash Incentive Plan Compensation” in this Proxy Statement.

- Performance-Based RSUs Align Interests of Executives with Stockholders. We align management’s interests with those of our stockholders by ensuring a substantial portion of each executive officer’s pay is at risk based on our objective performance. Long-term incentive compensation granted by our Compensation Committee consists solely of performance-based RSUs that vest ratably over a three-year vesting period based on our performance against pre-established Normalized FFO goals. If the pre established Normalized FFO performance goal for any one year is not met, the tranche of RSUs for such year will not vest and will be forfeited. As a result of our 2018 Normalized FFO performance of



\$2.31 per diluted share, the 2018 tranche of outstanding performance-based RSUs granted in 2016 did not vest and was forfeited while the tranches corresponding with 2017 and 2018 did vest. The performance based RSUs granted in 2018 and 2017 had a grant date fair value of \$21.63 per share and \$32.69 per share, respectively, but a realized value on the date they were earned and vested (February 25, 2019) of \$21.97 per share.

#### Substantial Compensation Tied to Our Objective Performance

All of our equity is granted in the form of performance-based RSUs that vest only based upon our Normalized FFO performance, and our annual cash incentives are earned based upon our objective performance against pre-established financial performance and objective, strategic business goals. As a result, a substantial portion of executive compensation is at risk, paid based on our objective performance and tied to the interests of our stockholders and long-term value creation. The following chart and tables illustrate the degree to which the actual total direct compensation of our CEO for 2018 was earned (or forfeited) based on our performance, as well as the

value of performance-based RSUs voluntarily surrendered by, or not granted by our Compensation Committee at the request of, our CEO:

In support of the cost reduction plan we announced in 2016, Mr. Hininger voluntarily forfeited the 70,817 performance-based RSUs awarded to him in 2016, and, at Mr. Hininger's request, our Compensation Committee did not award him any RSUs in 2017. The table below sets forth the total value of at risk, incentive compensation Mr. Hininger did not receive for 2018 with respect to performance-based RSUs that were forfeited (voluntarily or based on performance) or not awarded to Mr. Hininger at his request:

Performance-Based RSUs Tranche	Performance- Based RSUs (#)	Disposition	Fair Value	Accumulated	Total Compensation Value
			on 2018 Vesting Date <sup>(1)</sup>	Dividend Equivalent Rights	
2018 Tranche of 2016 RSUs	23,607	Forfeited (Voluntary)	\$ 518,646	\$ 128,422	\$ 647,068
2018 Tranche of 2017 RSUs	21,882	Not Awarded (Voluntary)	\$ 480,748	\$ 74,399	\$ 555,147
					\$ 1,202,215

(1)The performance-based RSUs originally scheduled to vest in 2018 had a value on the date they would have been earned and vested (February 25, 2019) of \$21.97 per share.

#### Compensation Compared with Market Median

In 2017 our Compensation Committee, with the assistance of PwC, performed a comprehensive review of our executive compensation program, which included an extensive competitive market analysis. The PwC competitive market analysis indicated:

- Target total direct compensation for most of our NEOs (consisting of annual base salary, annual cash incentive and long-term equity-based incentive compensation) was in line with the market median of our peer group companies.

•The annual base salaries for several of our NEOs were below the market median and the 50<sup>th</sup> percentile of our peer group companies.

•A greater amount of our long-term equity-based incentive compensation is subject to objective performance goals than many of our peer group companies.

We are committed to managing our Company for the benefit of our stockholders, acting with the utmost integrity and serving as a responsible fiduciary to our stockholders regarding our executive compensation practices. Further, we are focused on adopting best practices and practicing good governance regarding our executive compensation programs that work within our objectives and which our Compensation Committee deems advisable. Compensation practices that illustrate these commitments include:

•More than 74% of the compensation of our executive officers in 2018 was tied to performance.

•We maintain stock ownership guidelines for our directors and executive officers.

•We maintain anti-hedging and anti-pledging policies.

•We provide limited perquisites to our NEOs and other executive officers.

•We do NOT provide tax gross ups (except in connection with relocations).

•Dividend equivalents on our performance-based RSUs are earned and paid in cash only when and to the extent the underlying RSUs become vested.

#### Results of 2018 Advisory Vote to Approve Executive Compensation

At our 2018 Annual Meeting of Stockholders, our stockholders overwhelmingly approved the compensation of our NEOs with more than 93% of the votes cast voting in favor of our advisory “say on pay” proposal. Our Compensation Committee and the Company view these results as an indication that our stockholders support our executive compensation policies, and thus no changes were made to our compensation programs in 2018 as a result of this vote. Nonetheless, our Compensation Committee regularly evaluates our executive compensation plans and policies, compensation best practices and market compensation trends, and considers alternatives for strengthening the alignment of our executive compensation program with our compensation philosophy and objectives, our business strategy, competitive market practices and long-term stockholder value creation.

#### Compensation Philosophy and Objectives

The foundational philosophy of our executive compensation programs is to provide a total mix of compensation, comprising base salary, annual cash incentive compensation and long-term equity-based incentive awards, which enables us to attract and retain executive leadership that will execute our business strategy, uphold our values, deliver positive results and create long-term value for our stockholders. Accordingly, our Compensation Committee develops compensation strategies and programs that will attract, retain and motivate highly qualified and high-performing executives through compensation that is:

•Performance-based: A significant component of total compensation should be determined based on whether or not we achieve objective performance criteria that are aligned with positive operational performance, the successful execution of our growth strategy and the creation of long-term stockholder value, and which do not encourage unreasonable risk-taking.

•Competitive: Total compensation should be market competitive relative to our peers, with total direct compensation generally being targeted at the 50<sup>th</sup> percentile of our peer group. We believe targeting total direct compensation at the 50<sup>th</sup> percentile of our peer group enables us to recruit and retain the best talent for the organization, while achieving an appropriate balance between paying for performance and maintaining control of our compensation expense. As a consequence of our full year financial results

and the accomplishment of a majority of our strategic business and reentry focused goals, the 95.43% of base salary payout under our annual cash incentive plan exceeded the 75% of base salary target, which resulted in 2018 total direct compensation for certain of our NEOs that we believe, based on the peer surveys requested from time to time by the Compensation Committee from PwC, was generally within a competitive range of the median of our peer companies:

NEO	2018 Total Direct Compensation	Peer Group	
		Median Total Direct Compensation <sup>(1)</sup>	Variance to Peer Group Median (%)
Damon T. Hininger	\$ 3,956,324	\$ 5,437,000	(27.23)%
David M. Garfinkle	\$ 1,923,049	\$ 1,927,000	(0.21)%
Patrick D. Swindle	\$ 1,840,949	\$ 2,299,000	(19.92)%
Anthony L. Grande	\$ 1,938,055	\$ 2,107,000	(8.02)%
Lucibeth N. Mayberry	\$ 1,840,949	\$ 1,707,000	7.85%
ALL NEOs	\$ 11,499,326	\$ 13,477,000	(14.67)%

(1) Peer Group Median Total Direct Compensation amounts are derived from the Compensation Committee's request from time to time of such information from PwC.

**Balanced:** Performance-oriented features and retention-oriented features should be balanced so the entire program accomplishes both pay-for-performance and executive retention objectives, while encouraging prudent risk-taking that is aligned with our growth and diversification strategies.

**Fair:** Compensation levels and plan design should fairly reflect competitive practices and the relationship of compensation levels among our executives.

#### Process for Determining Compensation – Independent Review and Use of Market Data

##### Role of Compensation Committee

Our Compensation Committee establishes and regularly reviews our compensation philosophy and programs, exercises authority with respect to the determination and payment of base and incentive compensation to executive officers and administers our Second Amended and Restated 2008 Stock Incentive Plan (the “2008 Plan”). Our Compensation Committee annually reviews executive compensation and our compensation programs to ensure our CEO and the other executive officers are rewarded appropriately for their contributions to our success, and our overall compensation strategy supports the objectives and values of our organization, as well as stockholder interests. Our Compensation Committee conducts this review and makes compensation decisions through a comprehensive process involving a series of meetings primarily occurring in the first and second quarters of each year. Compensation Committee meetings typically are attended by our Compensation Committee members, legal advisors, our Chairman of the Board, our CEO and, upon request, the Compensation Committee’s independent compensation consultant. As with all Board committees, other Board members also have a standing invitation to attend our Compensation Committee’s meetings. Our CEO generally makes recommendations to our Compensation Committee regarding equity awards for the executive officers other than himself. Our Compensation Committee meets in executive session to the extent the members deem necessary or appropriate to ensure independent analysis and determinations. Additional information regarding our Compensation Committee and its meetings is included above under “Corporate Governance – Board Meetings and Committees.”

In making executive compensation determinations, our Compensation Committee performs an overall analysis of the executive's performance for the year, projected role and responsibilities, impact on execution of our strategy, external pay practices, emerging trends, total cash and total direct compensation positioning relative to our other executives and our peer group, the recommendations of our CEO (only as to our other non-CEO executive officers) and such other factors our Compensation Committee deems appropriate. Our Compensation Committee also considers employee retention, vulnerability to recruitment by other companies and the difficulty and costs associated with replacing executive talent. Based on these objectives, our Compensation Committee has determined we should provide our executives with compensation packages comprising three primary elements:

- 1) annual base salary, which takes individual performance into account and is designed to be competitive with median salary levels in an appropriate peer group;
- 2) annual cash incentive compensation, which is determined based on the achievement of objective financial performance and strategic business goals established annually by our Compensation Committee; and
- 3) long-term equity-based incentive awards that vest based on the performance of the Company, which strengthens the commonality of interests between executive officers and our stockholders.

Benefits and perquisites play a limited role in our executives' total compensation packages. Our Compensation Committee believes that, as a result of our balance of long- and short-term incentives and our use of performance-based RSUs with dividend equivalents that provide a tie to our stockholders interests and our stock ownership guidelines, our executive compensation programs currently serve our compensation philosophy and objectives well.

#### Role of Independent Compensation Consultant

Since 2000, our Compensation Committee has engaged PwC from time to time to assist it in reviewing compensation strategies and plans and to provide market competitive data. When requested, PwC works directly with the chair of our Compensation Committee and, as directed by the chair of our Compensation Committee, with our CEO and other executive officers. PwC was selected due to its extensive experience in providing compensation consulting services. At our Compensation Committee's request, PwC has from time to time performed compensation analyses, including peer and market comparisons, internal pay equity assessments, updating of the executive salary structure and modeling of executive compensation levels at different levels of company performance. These analyses and input from PwC have assisted our Compensation Committee in determining whether our strategies and plans were advisable based on the Company's current financial position and strategic business goals, competitive with our peers and consistent with best practices, in corporate governance and compensation design. Additional information regarding the engagement and independence of PwC as independent compensation consultant to our Compensation Committee is included above under "Corporate Governance – Board Meetings and Committees."

#### Peer Group Review and Update

In 2017, at the request of our Compensation Committee, PwC assessed and recommended adjustments with respect to our peer group selection methodology and composition. The Composition Committee considered the recommendations of PwC in its adoption of the following criteria for identifying appropriate companies to include in our peer group:

- Owners and operators of multi-state facilities and complex operations;
- Global Industry Classification Standard (GICS) Code 601010 – Equity REITs;
- Revenues of \$900 million to \$6 billion;
- Greater than 10,000 employees;
- Market capitalization between \$3 billion to \$6 billion;
- Dividend payout ratio of greater than 60% of net income;
- Investment in fixed assets of \$1.5 billion to \$6 billion;
- Local competitors for executive talent; and

Future growth heavily dependent upon the acquisition or development of additional facilities. Applying the foregoing selection criteria and PwC's recommendations for potential peer group companies, and considering the Company's overall compensation strategy, the peer group used by our Compensation Committee for 2018 consisted of the following companies:

- Brookdale Senior Living, Inc.
- CBL & Associates Properties, Inc.
- Cinemark Holdings, Inc.
- Duke Realty Corporation
- Federal Realty Investment Trust
- The Geo Group, Inc.
- Encompass Health Corporation (f/k/a Health South Corporation)
- Hyatt Hotels Corporation
- Iron Mountain Incorporated
- Packaging Corporation of America
- Penn National Gaming, Inc.
- Piedmont Office Realty Trust
- Quanta Services, Inc.
- Rayonier, Inc.
- Realty Income Corporation
- Weingarten Realty Investors

This peer group was identical to the peer group we used in 2017, except that LaSalle Hotel Properties, LifePoint Health, Inc., and Regal Entertainment Group were not included in our 2018 peer group because they were acquired by other entities during 2018.

While none of our peer group companies met all of the selection criteria, each peer group company met two or more of the selection criteria. Generally, we were at the 50<sup>th</sup> percentile of market capitalization among our peers, and between the 25<sup>th</sup> and 50<sup>th</sup> percentile of revenues and fixed assets of our peers.

#### NEO Compensation for 2018

#### Components of NEO Compensation

The primary components of the 2018 compensation program for our NEOs were:

- Annual base salary;
- Annual cash incentive compensation; and
- Long-term incentive compensation consisting of RSU awards with performance-based vesting.

#### Annual Base Salary

We seek to provide base salaries for our executive officers that provide a secure level of guaranteed cash compensation in accordance with their experience, professional status and job responsibilities. Typically in the second quarter of each year, our Compensation Committee reviews and, if applicable, approves an annual salary plan for our executive officers, taking into account several factors, including prior year's salary, responsibilities, tenure, individual performance, salaries paid by companies in our peer group for comparable positions, the Company's overall pay scale and the Company's recent and projected financial performance. As a general guideline, our Compensation Committee believes the base salary of each executive officer should be targeted to the 50<sup>th</sup> percentile of market survey and peer group benchmark data provided by our independent compensation consultant, subject to adjustment to account for the individual factors described above, in order to provide competitive base salaries for recruiting and retention purposes.

Our Compensation Committee also solicits the views and recommendations of our CEO, in consultation with our Chairman, when setting the base salaries of the other executive officers, given their respective insight into internal pay equity and positioning issues, as well as executive performance. At a Compensation Committee meeting typically held in the first or second quarter of each year, our CEO summarizes his assessment of the performance



during the previous year of each of the other executive officers. Our CEO, in consultation with our Chairman, also provides his recommendations on any compensation adjustments. Our Compensation Committee approves any base salary adjustments for these executives based on factors such as the competitive compensation analysis, our CEO's assessment of individual performance, the Company's performance, the location of the executive's current salary within the applicable salary range, general market conditions and internal pay equity considerations.

The process is similar for determining any base salary adjustments for our CEO, except our CEO does not provide our Compensation Committee with a recommendation. Our CEO presents a self-assessment of his performance during the year to our Compensation Committee, which then approves any base salary adjustment based on the factors described above with respect to our other executives. To the extent it deems necessary and appropriate, our Compensation Committee meets in executive sessions to discuss adjustments to the base salaries of our executive officers, including our CEO. Such adjustments typically take effect on or about July 1 of each year.

After reviewing peer and market data, and consulting with our CEO regarding the other NEOs' responsibilities, performance and his recommendations, our Compensation Committee approved the following increases to the base salaries paid to each of our NEOs (other than Mr. Swindle whose base salary is discussed below):

	2018 Base	2017 Base	Percentage	
Name	Salary	Salary	Increase	
Damon T. Hininger	\$ 940,039	\$ 912,660	3.00	%
David M. Garfinkle	\$ 481,118	\$ 429,570	12.00	%
Anthony L. Grande	\$ 489,231	\$ 436,814	12.00	%
Lucibeth N. Mayberry	\$ 428,273	\$ 398,394	7.50	%

Mr. Swindle was appointed as the Company's Executive Vice President and Chief Corrections Officer on January 1, 2018. In connection with this promotion, our Compensation Committee determined that Mr. Swindle's 2018 base salary, effective January 1, 2018, should be \$398,394. Consistent with the review process described above, our Compensation Committee determined it was appropriate to increase Mr. Swindle's base salary to \$428,273 in order to align his salary with our Compensation Committee's general guideline of targeting base salary of our executive officers to the 50th percentile of market survey and peer group benchmark data provided by our independent compensation consultant. Prior to becoming the Company's Executive Vice President and Chief Corrections Officer, Mr. Swindle was not an NEO.

These base salary increases, in our Compensation Committee's view, correctly positioned each NEO's salary within a competitive range of our peer group companies.

#### Annual Cash Incentive Plan Compensation

Our annual cash incentive plan provides our executive officers with an opportunity to earn cash compensation based on the extent to which objective performance goals set in advance by our Compensation Committee are met. Generally, our Compensation Committee sets the maximum bonus opportunity at 175% of actual base salary paid during the year, with a target bonus opportunity of 75% of actual base salary, and exercises negative discretion to determine the actual annual cash incentive award for each of our executive officers based on our performance against the pre-established, objective goals.

In 2017, our Compensation Committee, with the assistance of PwC, completed a comprehensive review of the annual and long-term incentive compensation plans for our executive management team. Based on this review, our Compensation Committee concluded the competitiveness of our annual cash incentive plan for attracting, retaining and rewarding high performing executives, as well as its alignment with our growth, investment and diversification strategies, would be improved by:

- Including Adjusted EBITDA and Normalized FFO as complimentary financial performance metrics;
- Providing for a minimum level of annual cash incentive compensation assuming we achieve positive Adjusted EPS;
- and
- Allocating a portion of the total incentive compensation opportunity to the achievement of objective, strategic business goals.

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Consistent with 2017, our Compensation Committee included Adjusted EBITDA as a complimentary financial performance goal to Normalized FFO because, unlike Normalized FFO, Adjusted EBITDA is not impacted by taxes and short-term financing issues, such as debt refinancing and equity issuances, that are not reflective of operating performance. Objective, strategic business goals were adopted as a performance metric because our Compensation Committee believes achieving meaningful progress in growing and diversifying our business and cash flows is critical to creating long-term value for our stockholders, but such progress may not be immediately reflected in our financial results. In addition, our Compensation Committee believes that value is returned to our stockholders when we invest in our workforce and those entrusted to our care by our government partners. For this reason, a portion of our NEOs' annual cash incentive bonus opportunity was conditioned on measurable achievements in both employee leadership development programs and resident General Educational Development ("GED") or equivalent completions. Our Compensation Committee believes the additional strategic business goals strike an appropriate balance in rewarding our executive officers for achieving positive financial results in the near-term, while strengthening their focus on the successful execution of our long-term growth strategy, as well as the development of both our workforce and those entrusted to our care by our government partners.

After careful consideration of the market data, peer benchmarking and input from PwC, our Compensation Committee adopted a multi-factor formula (the "Multi-Factor Bonus Formula") for the determination of awards to our executive officers under our annual cash incentive plan:

Performance Metric	2018 Bonus Opportunity		
	Minimum	Target	Maximum
Adjusted EPS*	N/A	N/A	N/A
Normalized FFO	8.50%	37.50%	75.00%
Adjusted EBITDA	8.50%	37.50%	75.00%
Strategic Business Goals	—	—	25.00%
<b>TOTAL</b>	<b>17.00%</b>	<b>75.00%</b>	<b>175.00%</b>

\* Positive Adjusted EPS is required as a threshold for incentive awards.

Under the Multi-Factor Bonus Formula, no cash incentive compensation is payable unless we generate positive Adjusted EPS for the year. Presuming we generate positive Adjusted EPS, the Multi-Factor Bonus Formula provides for a minimum cash incentive of 17% of actual base salary, but contemplates the maximum bonus awarded will not exceed 175% of actual base salary. Whether the actual cash bonus will exceed the 17% minimum bonus principally depends on our objective performance against pre-established Normalized FFO and Adjusted EBITDA goals. An additional bonus amount not to exceed 25% of actual base salary may be awarded at the discretion of our Compensation Committee based on their assessment of our performance with respect to several pre-established, strategic business goals related to the successful execution of our reentry, employee development, long-term growth, investment and diversification strategies.

Our Compensation Committee established the following goals and corresponding cash bonus amounts under the Multi-Factor Bonus Formula for Normalized FFO and Adjusted EBITDA based on the full year financial guidance set forth in our earnings press release dated February 14, 2018:

Normalized		Adjusted	
FFO	Bonus % of	EBITDA	Bonus % of
per	Base Salary	(in thousands)	Base Salary
share	Minimum Bonus		Minimum Bonus
\$2.22	8.50%	\$379,359	8.50%
\$2.23	10.92%	\$380,584	10.92%
\$2.24	13.33%	\$381,809	13.33%
\$2.25	15.75%	\$383,034	15.75%
\$2.26	18.17%	\$384,259	18.17%
\$2.27	20.58%	\$384,906	20.58%
\$2.28	23.00%	\$386,709	23.00%
\$2.29	25.42%	\$387,933	25.42%
\$2.30	27.83%	\$389,158	27.83%
\$2.31	30.25%	\$390,383	30.25%
\$2.32	32.67%	\$391,608	32.67%
\$2.33	35.08%	\$392,833	35.08%
\$2.34	37.50%	\$394,058	37.50%
\$2.35	41.25%	\$395,283	41.25%
\$2.36	45.00%	\$396,508	45.00%
\$2.37	48.75%	\$397,733	48.75%
\$2.38	52.50%	\$398,958	52.50%
\$2.39	56.25%	\$400,183	56.25%
\$2.40	60.00%	\$401,407	60.00%
\$2.41	63.75%	\$402,632	63.75%
\$2.42	67.50%	\$403,857	67.50%
\$2.43	71.25%	\$405,082	71.25%
\$2.44	75.00%	\$406,307	75.00%

Adjusted EPS, Normalized FFO and Adjusted EBITDA are adjusted for any of the items set forth in Section 11.2 of the 2008 Plan. Adjusted EPS, Normalized FFO and Adjusted EBITDA are amounts calculated and presented on the basis of methodologies other than in accordance with GAAP. Please refer to the Appendix for further discussion and reconciliations of these measures to their most comparable GAAP measures.

For 2018, we generated \$1.45 of positive Adjusted EPS, \$2.31 of Normalized FFO and \$395,952,000 of Adjusted EBITDA, resulting in bonuses being earned under the Multi-Factor Bonus Formula at 30.25% for our Normalized FFO performance and 43.30% for our Adjusted EBITDA performance. Our Compensation Committee determined a bonus amount of 21.88% had been earned for our performance in achieving the pre-established 2018 strategic business, residential reentry and employee development goals:

Strategic Goal	Maximum	2018	Actual Bonus
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	Bonus (%)	Performance	Award (%)
Acquire or develop a real estate only project or projects exceeding \$30 million in aggregate.	10.00%	100%	10.00%
Complete amendment and extension of the Credit Facility	7.50%	100%	7.50%
Secure a contract to activate a facility idled as of February 1, 2018 through lease or operations contract.	2.50%	—	—
Increase CoreCivic University completions by Company employees over 2017 to preset percentage targets. <sup>(1)</sup>	2.50%	75%	1.88%
Increase resident GED or equivalent completions over 2017 by 3%. <sup>(2)</sup>	2.50%	100%	2.50%

(1) CoreCivic University is the Company's enterprise learning vehicle for leadership training and operational skillset training for employees.

(2) GED or equivalent completions refers to successful completions of a battery of exams intended to serve as a high school equivalency exam for test takers who did not complete a high school education.

Based on our 2018 performance, the following annual cash incentive plan compensation was awarded to our NEOs in February 2019 consistent with the Multi-Factor Bonus Formula:

Name	2018 Base Salary	Normalized FFO		Adjusted EBITDA		Strategic Business		2018 Cash Incentive Compensation	
		Goal	Goal	Goal	Goal	Goals	Goals	Bonus	Bonus
		Bonus	Bonus	Bonus	Bonus	Bonus	Bonus	Bonus	Bonus
	Salary <sup>(1)</sup>	(%)	(\$)	(%)	(\$)	(%)	(\$)	(%)	(\$)
Damon T. Hininger	\$926,350	30.25%	\$280,221	43.30%	\$401,091	21.88%	\$202,685	95.43%	\$883,997
David M. Garfinkle	\$455,344	30.25%	\$137,742	43.30%	\$197,155	21.88%	\$99,629	95.43%	\$434,526
Patrick D. Swindle	\$413,334	30.25%	\$125,034	43.30%	\$178,965	21.88%	\$90,437	95.43%	\$394,436
Anthony L. Grande	\$463,023	30.25%	\$140,064	43.30%	\$200,480	21.88%	\$101,309	95.43%	\$441,853
Lucibeth N. Mayberry	\$413,334	30.25%	\$125,034	43.30%	\$178,965	21.88%	\$90,437	95.43%	\$394,436

<sup>(1)</sup>The amounts in this column reflect the base salary actually paid by the Company to the NEO during the year and reflect, to the extent applicable, any changes in base salary during the year.

#### Performance-Based Equity Incentive Compensation

Our pay mix is weighted toward equity compensation because we believe long-term, equity-based incentive compensation strengthens and aligns the interests of our executive officers with our stockholders. Equity incentive awards are generally granted to our executive officers on an annual basis. For 2018, we granted all of our equity incentive awards in the form of performance-based RSUs, which align management's interests with those of our stockholders by putting a substantial portion of an executive's pay at risk and dependent upon our performance as a REIT.

Our Compensation Committee considered many factors in determining whether to grant performance-based RSUs to our NEOs (as well as the value of RSUs granted), including our financial performance, our progress in the successful execution of our growth and diversification strategy, competitive market practices, internal pay equity, executive recruitment and retention, and our focus on equity compensation in our pay mix to encourage long-term value creation. The grant date fair value of performance-based RSUs awarded to NEOs, other than Mr. Hininger, in 2018 was consistent with the RSUs awarded in 2017. In support of the cost reduction plan we announced in 2016, at Mr. Hininger's request, our Compensation Committee did not award any performance-based RSUs to him in 2017. Had Mr. Hininger been awarded RSUs in 2017, the grant date fair value of 2018 RSUs awarded would have been consistent with the 2017 RSU award.

Name	2018	Grant Date
------	------	------------

Performance- Fair Value

based

	RSUs Granted	
Damon T. Hininger	99,213	\$2,145,977
David M. Garfinkle	47,766	\$1,033,179
Patrick D. Swindle	47,766	\$1,033,179
Anthony L. Grande	47,766	\$1,033,179
Lucibeth N. Mayberry	47,766	\$1,033,179

Terms of Performance-Based RSUs Granted in 2018. The performance-based RSUs granted in 2018 vest based on our achievement of Normalized FFO goals in each year of a three year vesting period. The amount of performance-based RSUs granted is divided into three equal tranches, with each tranche vesting if we achieve the pre-established Normalized FFO performance goal assigned to the vesting year. If we fail to achieve the Normalized FFO performance goal for any vesting year, the tranche for such year will not vest and will, instead, be forfeited.

The table below sets forth the Normalized FFO performance goal for each year in the three-year vesting period for the performance-based RSUs granted in 2018:

	Normalized FFO
	Required for
	Vesting of Tranche
Period/Tranche	Each Year
2018	\$ 1.74
2019	\$ 1.86
2020	\$ 1.98

Outstanding Performance-Based RSUs Granted in 2017. In 2017, we granted performance-based RSUs that are subject to the same vesting principles as the performance-based RSUs granted in 2018. The table below sets forth the Normalized FFO performance goal for each year in the three-year vesting period for the performance-based RSUs granted in 2017:

	Normalized FFO
	Required for
	Vesting of Tranche
Period/Tranche	Each Year
2017	\$ 1.70
2018	\$ 1.74
2019	\$ 1.78

Outstanding Performance-Based RSUs Granted in 2016. In 2016, we granted performance-based RSUs that are subject to the same vesting principles as the performance-based RSUs granted in 2018. The table below sets forth the Normalized FFO performance goal for each year in the three-year vesting period for the performance-based RSUs granted in 2016:

	Normalized FFO
	Required for
	Vesting of Tranche
Period/Tranche	Each Year
2016	\$ 2.25
2017	\$ 2.31
2018	\$ 2.38



Vesting of Performance-Based RSUs Based on 2018 Performance. As set forth in the table below, as a result of our Normalized FFO of \$2.31 for 2018, the tranche for outstanding performance-based RSUs granted in 2016 did not vest and was forfeited, while the performance based RSUs granted in 2017 and 2018 vested. In accordance with the terms of the awards, the vesting occurs and shares are issued on the later of (i) delivery of the audited financial statements by the Company's certified independent registered public accountants for the applicable fiscal year (in the Company's filing of the Annual Report on Form 10-K) and (ii) the applicable anniversary of the grant date.

	2018	2017	2016
	Performance-Based	Performance-Based	Performance-Based
	RSUs that Vested	RSUs that Vested	RSUs that Vested
	based on 2018	based on 2018	based on 2018
	Performance and	Performance and	Performance and
Name	Issued in 2019	Issued in 2019	Issued in 2019
Damon T. Hininger <sup>(1)</sup>	33,071	—	—
David M. Garfinkle	15,922	10,535	—
Patrick D. Swindle	15,922	6,250	—
Anthony L. Grande	15,922	10,535	—
Lucibeth N. Mayberry	15,922	8,676	—

(1) In support of the cost reduction plan we announced in 2016, Mr. Hininger voluntarily forfeited the 70,817 performance-based RSUs awarded to him in 2016, and, at Mr. Hininger's request, our Compensation Committee did not award him any performance-based RSUs in 2017.

**Dividend Equivalent Rights.** The performance-based RSUs have associated dividend equivalent rights that are earned based on cash dividends paid by the Company while the award is unvested and outstanding. The dividend equivalent rights are paid in cash, and do not vest and are not paid until, and then only to the extent, the associated performance-based RSUs vest and the underlying shares are issued. This further aligns the executive officer's interests with our stockholders, encourages dividend growth performance and does not result in any unearned compensation.

#### Non-Direct Compensation

##### Severance and Change in Control Benefits

We believe reasonable severance and change in control benefits are necessary in order to recruit and retain effective senior managers. These severance benefits reflect the fact that it may be difficult for such executives to find comparable employment within a short period of time and are a product of a generally competitive recruiting environment within our industry. We also believe a change in control arrangement will provide an executive security that will likely reduce any reluctance of an executive to pursue a change in control transaction that could be in the best interests of our stockholders. In addition, we have sought to maintain a high level of consistency in the contractual terms applicable to all members of the executive team. We maintain employment agreements with each of our executive officers that provide cash severance equal to their then-current annual base salary for termination of employment by the Company without "cause" or resignation for "good reason," and a double trigger payment of 2.99 times their base salary, plus certain other benefits, in the event of termination of employment by the Company without "cause" or resignation for "good reason" in connection with a "change in control."

The executive employment agreements and the potential costs in the event of a change in control are reviewed periodically by our Compensation Committee, which stays abreast of developments and suggested best practices in compensation structure and design. In 2017, we undertook a comprehensive review of the provisions of the executive employment agreements (including protections provided in the event of a change in control, compliance with applicable law and provisions related to post-termination non-competition, non-solicitation, confidentiality and non-disclosure) and, effective January 1, 2018, we entered into new employment agreements with each of our then current senior executives. The new employment agreements provide for an initial term expiring December 31, 2020, with automatic renewal for an additional year absent notice of nonrenewal by the Company or the executive, update the base salary of the executive to the current amount, eliminate the accrual of paid vacation benefits and update post-termination covenants to enhance protections to the Company and ensure compliance with applicable law.

Under our equity award agreements, all outstanding equity awards would accelerate upon a change in control. Our Compensation Committee believes the single trigger equity acceleration encourages management to stay committed towards any potential transaction that may be in the best interests of our stockholders. For a detailed discussion of potential severance and change in control benefits, see "Potential Payments Upon Termination or Change in Control," beginning on page 51 of this Proxy Statement.

##### Perquisites and Other Benefits

The Company has paid relocation expenses, either in the form of reimbursement or a lump sum payment, to the NEOs who have relocated to Nashville, Tennessee in order to assume their positions with the Company. We permit limited tax gross up payments to our executives to cover the income tax associated with the taxable portions (if any) of such relocation reimbursement payments.

The NEOs are also eligible for benefits generally available to and on the same terms as the Company's employees who are exempt for purposes of the Fair Labor Standards Act, including health insurance, short-term disability insurance and dental insurance. Additionally, the Company pays supplemental life and long-term disability insurance premiums

for the NEOs. Pursuant to their employment agreements and in order to encourage community involvement, the named executive officers are also eligible for reimbursement for certain civic and professional memberships that are approved in advance. We also pay for physicals for executive officers up to \$2,000 per individual on an annual basis and reimburse our NEOs for certain wellness memberships.

## Retirement Plans

The Company maintains a qualified 401(k) plan. The Company matches a percentage of eligible employee contributions to our 401(k) Plan. Employer matching contributions are made in cash on a dollar-for-dollar basis up to 5% of the employee's base salary and are 100% vested immediately.

The Company also maintains a nonqualified deferred compensation plan covering our executive officers and certain key employees (the "Executive Deferred Compensation Plan"). Under the terms of the Executive Deferred Compensation Plan, participants are eligible to defer up to 50% of their annual base salary and 100% of their incentive bonus each plan year. The Company, in its discretion, may make matching contributions to the plan. Currently, the Company makes matching contributions equal to 100% of amounts deferred up to 5% of total cash compensation. The matching contribution is credited on a monthly basis, but is reduced at the end of the plan year for any matching amounts contributed to the participant's 401(k) account. Any compensation deferred and matching contributions, if any, earn a return based on a fixed rate that is established by the Company based on the return received by the Company on certain investments designated as a funding mechanism for meeting its obligations under the plan. Participants are 100% vested in amounts deferred under the Executive Deferred Compensation Plan and earnings on those amounts, while the matching contributions vest 20% after two years of service, 40% after three years of service, 80% after four years of service and 100% after five years of service, subject to accelerated vesting in the event of a change in control, death, disability or retirement (age 62).

## Guidelines and Policies

### Executive Officer Stock Ownership Guidelines

We maintain stock ownership guidelines applicable to our executive officers and non-executive directors. The stock ownership guidelines are designed to align the economic interests of executive officers and our Board with those of stockholders and to discourage excessive risk-taking by management and directors. Under these guidelines, each of our executive officers is expected to own a fixed number of shares of the Company's common stock equal to three times such executive officer's base salary on his or her hire or promotion date divided by the Company's closing common stock price, as reported by the NYSE, on such date. Executive officers are expected to achieve these ownership levels, subject to a limited hardship exemption, within five years following their date of hire or promotion.

The following rules are used in determining share ownership of our executive officers and directors under the guidelines:

- shares of common stock owned outright by the executive officer or director and his or her immediate family members who share the same household, whether held individually or jointly;
- shares of restricted stock or RSUs where the restrictions have lapsed, even though such shares may be subject to an election made by the holder to defer receipt of the shares; and
- shares held in trusts or other legal entities established for estate planning purposes with respect to which the executive officer or director retains beneficial ownership (due to complexities of these arrangements, requests to include shares held in such arrangements must be reviewed and approved by our Compensation Committee).

The guidelines were based, in part, on information provided by PwC that summarized the existence of such programs at Fortune 500 companies and reported on the most common types of such programs. Based on such research, our Board determined the ownership requirements were fair, yet challenging, and that five years was a reasonable time period during which executives and directors would be able to comply. Our Board believes these ownership guidelines encourage executive officers of the Company, and the Board to act in the long-term interests of our stockholders, while discouraging excessive risk-taking.



Our guidelines and the compliance status of our NEOs as of the last quarterly review date of February 20, 2019 are shown in the table below:

Name	Shares	Number of	
	Required	Shares	Compliance
	by Guidelines	Held	Deadline
Damon T. Hininger	87,138	224,758	10/15/2014
David M. Garfinkle	32,777	102,417	5/1/2019
Patrick D. Swindle	53,119	7,443	1/1/2023 <sup>(1)</sup>
Anthony L. Grande	35,671	55,438	8/21/2013
Lucibeth N. Mayberry	22,340	59,258	11/01/2018

(1) Mr. Swindle first became subject to the stock ownership guidelines beginning January 1, 2018, with a five-year compliance period.

#### Grant Timing Policy

Grants of equity awards for executive officers are typically made on the date of the February Compensation Committee meeting, after our Compensation Committee has had the opportunity to review full year results for the prior year and consider anticipated results for the current year.

Our Compensation Committee occasionally approves additional equity awards in certain special circumstances, such as upon an executive officer's initial employment with the Company, the promotion of an executive officer to a new position or in recognition of special contributions made by an executive officer. For grants to executive officers, all such grants are approved by our Compensation Committee with an effective date of grant on or after the date of such approval. If the grant date is after the date of approval, it is on a date that is specified by our Compensation Committee at the time of approval.

The Company strives to ensure equity grants are made following the public release of important information such as year-end results or anticipated results for the succeeding year.

#### Deductibility of Executive Compensation

Section 162(m) of the Code limits the tax deductibility of compensation over \$1.0 million paid to the Chief Executive Officer, the Chief Financial Officer and the three highest compensated officers (other than the Chief Executive Officer and the Chief Financial Officer) serving at the end of each fiscal year. Prior to the enactment of the Tax Cuts and Jobs Act (H.R. 1) (the "TCJA") on December 22, 2017, which is effective for tax years beginning after December 31, 2017, the Section 162(m) limit on deductible compensation did not apply to compensation that constituted "qualified performance-based compensation" or that was paid to our Chief Financial Officer. To meet this exception for performance-based compensation, all of the following criteria must have been met:

- the compensation is contingent on the attainment of one or more pre-established, objective performance goals;
- the performance goals are set by our Compensation Committee;
- the plan pursuant to which the performance-based compensation is determined is disclosed to and approved by our stockholders before the compensation is paid; and
- our Compensation Committee certifies in writing that the performance goals and any other material terms of the performance-based compensation were satisfied.

Where applicable, our Compensation Committee has made reasonable efforts to ensure the Company's performance based awards constituted "qualified performance-based compensation" under Section 162(m) while simultaneously providing appropriate rewards for actual performance; however, because of ambiguities and uncertainties as to the application and interpretation of Section 162(m) and related regulations, no assurance can be given that compensation intended to satisfy the requirements for deductibility under Section 162(m) did in fact do

so. Additionally, the Compensation Committee continues to believe that stockholder interests are best served if we retain discretion and flexibility in awarding compensation to our NEOs, even where the compensation paid under such programs may not be fully deductible; thus the Compensation Committee has approved and will continue to approve, the payment of compensation outside of the deductibility limitations of Section 162(m).

As a result of the enactment of the TCJA, the exception to allow the full deductibility of “qualified performance-based compensation” will no longer apply to compensation paid after January 1, 2018, unless paid pursuant to a written binding contract in effect on or before November 2, 2017, such as certain long-term equity incentive compensation awards that the Compensation Committee granted in 2017. The Compensation Committee will continue to retain the flexibility to design and maintain the Company’s executive compensation programs in a manner that is most beneficial to the Company’s stockholders, including the payment of compensation that may not be deductible under Section 162(m).



Report of the Compensation Committee

The following Report of the Compensation Committee does not constitute soliciting material and should not be deemed filed or incorporated by reference into any other Company filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporates this Report by reference therein.

Our Compensation Committee has reviewed and discussed the Compensation Discussion and Analysis set forth above with our management. Taking this review and discussion into account, the undersigned Committee members recommended to our Board that our Board approve the inclusion of the Compensation Discussion and Analysis in our Proxy Statement on Schedule 14A for filing with the SEC.

Submitted by the Compensation Committee:

Donna M. Alvarado, Chair

Robert J. Dennis

Mark A. Emkes

John R. Prann, Jr.

## Summary Compensation Table

The following table summarizes the compensation earned or paid to our Named Executive Officers for service in the fiscal years ended December 31, 2018, 2017 and 2016, with the exception of Ms. Mayberry, who first became a Named Executive Officer in 2017 and Mr. Swindle, who first became a Named Executive Officer in 2018:

Name and Principal Position	Year	Salary (\$)	Stock Awards (\$) <sup>(1)</sup>	Non-Equity Incentive Plan Compensation (\$) <sup>(2)</sup>	Change in		Total (\$)
					Nonqualified Deferred Compensation Earnings (\$) <sup>(3)</sup>	All Other Compensation (\$) <sup>(4)</sup>	
Damon T. Hininger President and Chief Executive Officer	2018	\$926,350	\$2,145,977	\$883,997	\$30,115	\$131,230	\$4,117,669
	2017	\$886,830	\$—	\$1,390,476	\$32,303	\$64,048	\$2,373,657
	2016	\$861,000	\$2,043,779	\$86,100	\$29,355	\$80,964	\$3,101,198
David M. Garfinkle Executive Vice President and Chief Financial Officer	2018	\$455,344	\$1,033,179	\$434,526	\$7,069	\$47,097	\$1,977,215
	2017	\$408,285	\$1,033,167	\$640,157	\$7,688	\$37,312	\$2,126,609
	2016	\$387,000	\$983,982	\$38,700	\$6,930	\$42,145	\$1,458,757
Patrick D. Swindle Executive Vice President and Chief Corrections Officer	2018	\$413,334	\$1,033,179	\$394,436	\$—	\$22,321	\$1,863,270
Anthony L. Grande Executive Vice President and Chief Development Officer	2018	\$463,023	\$1,033,179	\$441,853	\$16,778	\$70,031	\$2,024,864
	2017	\$424,452	\$1,033,167	\$665,506	\$18,368	\$36,492	\$2,177,985
	2016	\$412,089	\$983,982	\$41,209	\$16,901	\$44,588	\$1,498,769
Lucibeth N. Mayberry Executive Vice President, Real Estate	2018	\$413,334	\$1,033,179	\$394,436	\$6,367	\$25,563	\$1,872,879
	2017	\$346,310	\$850,855	\$542,985	\$7,667	\$22,999	\$1,770,816

(1) The amounts shown in this column represent the aggregate grant-date fair value of performance-based RSUs granted during the given year calculated in accordance with FASB ASC Topic 718. Performance-based RSUs vest based upon achieving normalized FFO performance objectives that were pre-established by our Compensation Committee. The grant date values for the 2018 performance-based RSUs reflect the probable outcome that the performance conditions will be met as estimated on the date of grant. At the time of grant for the 2018 performance-based RSUs, it was determined that maximum performance under the performance condition was the probable outcome, and thus the grant date fair value was determined based on \$21.63 per share (reflecting such probability) multiplied by the maximum number of shares that may vest, which equates to the number granted. All grants of equity awards were made under the 2008 Plan and are subject to individual award agreements. RSUs earn dividend equivalent rights that accumulate and are paid in cash when and only to the extent the underlying award

vests. In support of the cost reduction plan announced by the Company on September 27, 2016, Mr. Hininger voluntarily forfeited the 70,817 performance-based RSUs awarded to him on February 19, 2016, and requested that our Compensation Committee not award him any equity-based compensation in 2017.

- (2) The amounts shown in this column reflect cash incentive plan compensation earned pursuant to the Company’s annual cash incentive plan. A detailed discussion of the amounts paid in 2018 begins on page 37 under the heading “Annual Cash Incentive Plan Compensation” in the Compensation Discussion and Analysis section of this Proxy Statement.
- (3) The amounts shown in this column represent above-market earnings on amounts that the Named Executive Officer chose to defer pursuant to the Company’s Executive Deferred Compensation Plan (“DCP”), which is more fully described on page 50 under the heading “Nonqualified Deferred Compensation in 2018.” Amounts shown are based on the excess of the Company’s fixed rate for 2018 of 5.00% over 120% of the applicable federal long-term rate, with compounding (as prescribed under section 1274(d) of the Code) of 3.16%.
- (4) The amounts shown as All Other Compensation for 2018 include the following:

Name	401(k) Plan		Long-Term	
	Matching	DCP Matching	Life Insurance	Disability
	Contributions	Contributions	Premiums	Premiums <sup>(a)</sup>
Damon T. Hininger	\$ 13,750	\$ 102,091	\$ 2,385	\$ 13,004
David M. Garfinkle	\$ 13,750	\$ 17,553	\$ 3,680	\$ 12,114
Patrick D. Swindle	\$ 13,748	\$ —	\$ 1,980	\$ 6,593
Anthony L. Grande	\$ 13,750	\$ 42,676	\$ 2,542	\$ 11,063
Lucibeth N. Mayberry	\$ 13,250	\$ —	\$ 2,487	\$ 9,826

(a) The Company pays the long term disability premiums of its executive officers and certain other employees, but does not pay such premiums for all employees.

## Grants of Plan-Based Awards in 2018

The following table sets forth the grants of plan-based awards that were made to the Named Executive Officers during the fiscal year ended December 31, 2018:

Name	Grant Date	Estimated Possible Payouts Under Non-Equity Incentive Plan Awards <sup>(1)</sup>			Estimated Possible Payouts Under Equity Incentive Plan Awards <sup>(2)</sup>			Grant Date Fair Value of RSU Awards (\$) <sup>(3)</sup>
		Minimum	Target	Maximum	Threshold	Target	Maximum	
Damon T. Hininger	2/21/2018	\$ 157,480	\$ 694,763	\$ 1,621,113	33,071	( 2 )	99,213	\$ 2,145,977
David M. Garfinkle	2/21/2018	\$ 77,408	\$ 341,508	\$ 796,852	15,922	( 2 )	47,766	\$ 1,033,179
Patrick D. Swindle	2/21/2018	\$ 70,267	\$ 310,001	\$ 723,335	15,922	( 2 )	47,766	\$ 1,033,179
Anthony L. Grande	2/21/2018	\$ 78,714	\$ 347,267	\$ 810,290	15,922	( 2 )	47,766	\$ 1,033,179
Lucibeth N. Mayberry	2/21/2018	\$ 70,267	\$ 310,001	\$ 723,335	15,922	( 2 )	47,766	\$ 1,033,179

(1) The amounts shown in these columns reflect the minimum (17.00% of base salary), target (75.00% of base salary) and maximum (175.00% of base salary) amounts that each of the Named Executive Officers could have earned for the fiscal year ended December 31, 2018 pursuant to the Company's annual cash incentive plan, based on positive Adjusted EPS, Normalized FFO, Adjusted EBITDA and strategic business goals, as discussed in detail on page 37 under the heading "Annual Cash Incentive Plan Compensation" in the Compensation Discussion and Analysis section of this Proxy Statement. The amounts actually awarded to each of the named executive officers are reflected in the Summary Compensation Table.

(2) The amounts shown in the threshold column reflect the minimum number (or 1/3<sup>rd</sup> of the granted amount) of performance-based RSUs that could vest if only one tranche of the performance-based RSUs achieve the Normalized FFO performance goals. Maximum reflects vesting in full of all of the performance-based RSUs granted, which occurs when maximum performance under the Normalized FFO performance goals is achieved for each of 2018, 2019 and 2020, resulting in the vesting of each of the three tranches following each such year. Target is not established, as vesting may range from 1/3<sup>rd</sup>, 2/3<sup>rd</sup> or 100% of the number of performance-based RSUs granted. The performance-based RSUs were awarded pursuant to the Company's 2008 Plan and have dividend equivalent rights payable in cash, but only to the extent and when the performance-based RSUs vest and the underlying shares are issued. The performance-based RSUs are discussed in detail beginning on page 40 under the heading "Performance-Based Equity Incentive Compensation" in the Compensation Discussion and Analysis section of this Proxy Statement.

(3) The amounts shown in this column represent the aggregate grant-date fair value of the performance-based RSUs granted in 2018 calculated in accordance with FASB ASC Topic 718. These awards vest in 1/3<sup>rd</sup> increments based upon achieving Normalized FFO performance goals that were pre-established by our Compensation Committee. At the time of grant for the 2018 performance-based RSUs, it was determined that maximum performance under the performance condition was the probable outcome, and thus the grant date fair value was determined based on \$21.63 per share for the February 21, 2018 grants (reflecting such probability) multiplied by the maximum number of shares that may vest, which equates to the number of performance-based RSUs granted.

Employment Agreements

Effective January 1, 2018, the Company entered into new employment agreements with each of our NEOs, which replaced existing employment agreements, most of which were scheduled to expire on December 31, 2018. Each agreement has a two-year initial term, and is subject to one automatic one-year renewal unless either party provides notice of non-renewal at least 60 days in advance of the expiration of the initial term. Each of these agreements provides for a minimum annual salary. In addition, during the term, the executives are eligible to participate in all compensation or employee benefit plans or programs maintained by the Company for the benefit of its salaried employees or senior executives from time to time. These plans and programs may include health and life insurance. In addition, during the term, these agreements provide for reimbursement for certain professional and civic memberships that are approved in advance by the Company. Each of the employment agreements, provides for severance benefits, which are more fully discussed under “Potential Payments Upon Termination or Change in Control” in the Compensation Discussion and Analysis section of this Proxy Statement.

## Outstanding Equity Awards at 2018 Fiscal Year-End

The following table sets forth information concerning options and unearned performance-based RSUs for each of the Named Executive Officers that were outstanding as of December 31, 2018:

Name	Option Awards <sup>(1)</sup>			RSU Awards		
	Number of Securities Underlying Unexercised Options (#)	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not	Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not
Damon T. Hininger	126,924		\$ 17.57	2/18/2020		
	107,298		\$ 20.78	2/23/2021		
	139,273		\$ 22.34	3/16/2022	99,213	\$ 1,768,968
David M. Garfinkle	16,314		\$ 20.78	2/23/2021	21,070	\$ 375,678
	21,175		\$ 22.34	3/16/2022	47,766	\$ 851,668
Patrick D. Swindle					12,502	\$ 222,911
					47,766	\$ 851,668
Anthony L. Grande					21,070	\$ 375,678
					47,766	\$ 851,668
Lucibeth N. Mayberry	21,175		\$ 22.34	3/16/2022	17,352	\$ 309,386
					47,766	\$ 851,668

(1) Option awards reflect the equitable and proportionate adjustments made to our outstanding options as a result of our REIT conversion special dividend of \$6.66 per share paid in May 2013, resulting in an increase in the outstanding number of options and a corresponding reduction in the exercise price.

(2) Performance-based RSUs granted in 2016, 2017 and 2018 vest and are earned based upon achieving Normalized FFO goals that are pre-established by our Compensation Committee, with 1/3<sup>rd</sup> of the amount granted being earned and vested per year if we achieve the Normalized FFO goal for that year. If the Normalized FFO goal for that year is not achieved, then the 1/3<sup>rd</sup> tranche would not vest and is forfeited. Based on our Normalized FFO of \$2.31 for 2018, 1/3<sup>rd</sup> of the 2017 and 2018 performance-based RSUs vested. However, the 2018 1/3<sup>rd</sup> tranche of the 2016 performance-based RSUs did not vest and was forfeited. The vesting date does not occur until delivery of the

audited financial statements by the Company’s certified independent registered public accountants for the respective fiscal year, or one-year anniversary of the grant date, whichever is later. As a result, this table includes (a) the 1/3<sup>rd</sup> tranche of 2017 performance-based RSUs that vested in February 2019 based on 2018 performance and (b) the 1/3<sup>rd</sup> tranche of 2018 performance-based RSUs that vested in February 2019 based on 2018 performance. This table also includes the remaining 1/3<sup>rd</sup> tranches that vest based on 2019 and 2020 performance, as applicable. For further discussion of the performance-based RSUs, see “Performance-Based Equity Incentive Compensation” in the Compensation Discussion and Analysis section of this Proxy Statement.

Option Exercises and Stock Vested in 2018

The following table sets forth information regarding the exercise of stock options and the vesting of performance-based RSUs during the fiscal year ended December 31, 2018 for each of the Named Executive Officers.

Name	Option Awards		RSU Awards	
	Number of Shares	Value Realized	Number of Shares	Value Realized
	Acquired	Value Realized	Acquired on Vesting	Value Realized
	Exercise (#)	Exercise (\$) <sup>(1)</sup>	(#)	on Vesting (\$) <sup>(2)</sup>
Damon T. Hininger	49,351	\$ 323,716	—	\$ —
David M. Garfinkle	29,405	\$ 228,928	21,900	\$ 474,573
Patrick D. Swindle	—	\$ —	9,839	\$ 213,211
Anthony L. Grande	—	\$ —	21,900	\$ 474,573
Lucibeth N. Mayberry	—	\$ —	18,035	\$ 390,818

(1) The value realized upon exercise of stock options reflects the price at which shares acquired upon exercise of the stock options were sold or valued for income tax purposes, net of the exercise price for acquiring such shares.

(2) The value realized on vesting of performance-based RSUs was calculated as the product of the closing price of a share of our common stock on the vesting date, multiplied by the number of units vested. The performance-based RSUs that were granted to NEOs in 2015 did not vest, as the Company did not achieve the applicable Normalized FFO target for that year's grant. The performance-based RSUs granted to NEOs in 2016 and 2017 vested based on the achievement of target Normalized FFO levels established for each of those grants.

#### Nonqualified Deferred Compensation in 2018

The following table sets forth information concerning contributions made by the Named Executive Officers and the Company pursuant to the Company's Executive Deferred Compensation Plan as well as aggregate individual account balances as of December 31, 2018:

Name	Aggregate				Aggregate Balance at 12/31/2018 (4)
	Executive Contributions in 2018 (1)	Company Contributions in 2018 (2)	Aggregate Earnings in 2018 (3)	Withdrawals/ Distributions in 2018	
Damon T. Hininger	\$ 106,578	\$ 102,091	\$ 81,833	\$ —	\$ 1,821,729
David M. Garfinkle	\$ 12,803	\$ 17,553	\$ 19,209	\$ —	\$ 416,239
Anthony L. Grande	\$ 56,426	\$ 42,676	\$ 45,592	\$ —	\$ 1,011,260
Lucibeth N. Mayberry	\$ —	\$ —	\$ 17,301	\$ —	\$ 370,372

- (1) Of the amounts shown in this column, the following amounts are included in the "Salary" column of the Summary Compensation Table for 2018: Mr. Hininger - \$37,054; and Mr. Grande - \$23,151; the remaining amounts are included in the "Non-Equity Incentive Plan Compensation" column of the Summary Compensation Table for 2017.
- (2) Of the amounts shown in this column, the following amounts are also reported in the "All Other Compensation" column of the Summary Compensation Table for 2018: Mr. Hininger - \$102,091; Mr. Garfinkle - \$17,553; and Mr. Grande - \$42,676.
- (3) Of the amounts shown in this column, the following amounts are reported in the "Change in Nonqualified Deferred Compensation Earnings" column of the Summary Compensation Table for 2018: Mr. Hininger - \$30,115; Mr. Garfinkle - \$7,069; Mr. Grande - \$16,778; and Ms. Mayberry - \$6,367.
- (4) Of the amounts shown in this column, the following amounts were reported as compensation to the NEOs in the Summary Compensation Table for 2018, 2017 and 2016: Mr. Hininger - \$169,260 for 2018, \$172,696 for 2017 and \$120,411 for 2016; Mr. Garfinkle - \$24,622 for 2018, \$37,756 for 2017 and \$28,712 for 2016; Mr. Grande - \$82,605 for 2018, \$82,899 for 2017 and \$57,694 for 2016; and Ms. Mayberry - \$6,367 for 2018 and \$7,667 for 2017.

The Executive Deferred Compensation Plan is an unfunded, non-qualified deferred compensation plan maintained by the Company for certain of its senior executives and other key employees, including the NEOs. Eligible employees who participate in the Executive Deferred Compensation Plan may defer a portion of their compensation by electing to contribute such compensation to the plan.

Pursuant to the Executive Deferred Compensation Plan, participating executives may elect to contribute on a pre-tax basis up to 50% of their base salary and up to 100% of their annual cash bonus. The Company matches 100% of contributions up to 5% of total cash compensation. The matching contribution is credited on a monthly basis, but is reduced at the end of the plan year for any matching amounts contributed to the participant's 401(k) account. The



Company also contributes a fixed rate of return on balances in the Executive Deferred Compensation Plan, determined at the beginning of each plan year. Participants are 100% vested in amounts deferred under the plan and earnings on those amounts, while the matching contributions vest 20% after two years of service, 40% after three years of service, 80% after four years of service and 100% after five years of service. Each participant, however, shall become 100% vested in the matching contribution amounts upon termination of employment by reason of death, disability or retirement or upon the occurrence of a change in control; provided, however, that the Participant shall not become vested upon the occurrence of a change in control to the extent such vesting would cause any portion of his or her deferred compensation benefits to constitute an “excess parachute payment” under Section 280G of the Code.

Distributions to senior executives are generally payable no earlier than five years subsequent to the date an executive becomes a participant in the Plan, or upon termination of employment, at the election of the participant, but not later than the 15<sup>th</sup> day of the month following the month the individual attains age 65.

During 2018, the Company provided a fixed return of 5.00% to participants in the Executive Deferred Compensation Plan, which rate was based on the return received by the Company on the life insurance policies the Company has purchased on the lives of certain participating executives, including each of the Named Executive Officers. The life insurance policies are intended to partially fund distributions from the Executive Deferred

Compensation Plans, and the Company is the sole beneficiary of such policies. The Company has established an irrevocable Rabbi Trust to secure the plan's obligations. However, assets in the Executive Deferred Compensation Plan are subject to creditor claims in the event of bankruptcy.

#### Potential Payments upon Termination or Change in Control

Each of our NEOs is eligible to receive certain payments upon termination of employment under the circumstances described below:

**Retirement.** In the event of a termination of employment due to retirement (generally after attaining age 62), our equity award agreements provide that:

- vested options would be exercisable for the remaining stated term of the option (as opposed to a voluntary or for "cause" termination, in which case the NEO would generally have three months following termination to exercise vested options); and
- if the retirement is effective after December 31 of any fiscal year but prior to the applicable performance-based RSU vesting date with respect to such year (which typically occurs in February of the immediately following fiscal year), the applicable portion of unvested performance-based RSUs, if any, that would vest on such vesting date but for the NEO's termination of employment would vest and be issued to the NEO despite the fact that the NEO is no longer an employee of the Company on such vesting date.

Furthermore, in the event of an NEO's retirement, matching contributions under the Executive Deferred Contribution Plan would become 100% vested.

**Death or Disability.** In the event of death or disability, benefits under our disability plan and payments under our life insurance plan, as applicable, would be payable, which, in the event of death, would equal twice the executive's compensation subject to certain caps. In addition, matching contributions under the Executive Deferred Contribution Plan would become 100% vested.

In accordance with the terms of our equity award agreements, in the event of the death or disability of a Named Executive Officer (1) all performance-based RSUs will become immediately and fully vested and non-forfeitable and (2) all unvested options that have not earlier terminated or expired in accordance with their terms will automatically vest in full and will be exercisable until the expiration of their stated term.

**Termination Without Cause or for Good Reason.** In accordance with the employment agreements with our current executive officers, if we terminate the employment of the executive without "cause," or if the executive terminates the employment for "good reason," we generally are required to pay a cash severance amount equal to the executive's annual base salary then in effect, payable in instalments in accordance with the terms of the agreements.

**Change in Control.** In accordance with the terms of our equity award agreements, in the event of a change of control (1) all performance-based RSUs will become immediately and fully vested and non-forfeitable and (2) all unvested options that have not earlier terminated or expired in accordance with their terms will automatically vest in full and will be exercisable until the expiration of their stated term.

Our Executive Deferred Compensation Plan provides that upon a change in control, the matching contributions would become 100% vested, unless such vesting would cause any portion of the deferred compensation benefits to constitute an "excess parachute payment" under Section 280G of the Code.

**Qualifying Termination Within 180 days of a Change in Control.** Pursuant to each of the employment agreements with our current executive officers, in the event of a termination by the Company (other than for "cause") or (subject to

certain procedural requirements) termination by the executive for “good reason,” within one-hundred eighty (180) days following a change in control, each NEO would be entitled to receive a lump sum cash payment equal to 2.99 times his or her base salary then in effect, and the NEO would continue to be covered under existing life, medical, disability and health insurance plans for a period of one year. All severance payments are made promptly after the time of termination in order to make a clean separation from, and avoid continued entanglement with, the NEO.

Definitions. Our employment agreements with our current executive officers and our equity plans generally provide for the following definitions:

The definition of “Good Reason” means when the executive terminates employment with the Company due to (i) a material reduction in the duties, powers or authority of the executive as an officer or employee of the Company or (ii) relocation of the Company’s headquarters to a location more than 30 miles outside of the Nashville, Tennessee metropolitan area, in either case without the executive’s consent. A termination under these circumstances shall be due to Good Reason only if (A) the executive notifies the Company of the existence of the condition that otherwise constitutes Good Reason within thirty (30) days of the initial existence of the condition, (B) the Company fails to remedy the condition within thirty (30) days following its receipt of executive’s notice of the condition constituting Good Reason (the “Cure Period”) and (C) if the Company fails to remedy the condition constituting Good Reason during the Cure Period, the executive terminates employment with the Company due to the condition within thirty (30) days of the expiration of the Cure Period.

The definition of “Cause” includes, among other things, the death or permanent disability of the executive, conviction of certain felonies or criminal acts, willful or material wrongdoing (including dishonesty or fraud), material breach by the executive of his employment agreement or of his fiduciary duty to the Company or its stockholders, material violations of the Company’s Code of Conduct or intentional violation of any applicable law or regulation affecting the Company in a material respect, which event, action or breach may be subject to a right of the executive to cure under certain conditions.

The definition of “Change in Control” generally means:

- “change in the ownership of the Company”;
  - “change in the effective control of the Company”; or
  - “change in the ownership of a substantial portion of the assets of the Company”,
- as such terms are defined in Section 1.409A-3(i)(5) of the Treasury Regulations.

#### Table of Potential Payments upon Termination or Change in Control

The table below reflects the amount of compensation payable to each of the NEOs in the event of termination of such executive’s employment. The amount of compensation payable to each NEO upon a change of control, qualifying termination in connection with a change in control, involuntary termination not for cause, and in the event of disability or death of the executive is shown below. The amounts assume that such event was effective as of December 31, 2018, and thus do not include amounts earned through such time, and are estimates of the awards and amounts that would be paid out to the NEOs upon their termination. The amounts shown do not include: (i) benefits earned during the term of our NEOs’ employment that are available to all salaried employees, and (ii) 2018 cash incentives that were earned as of December 31, 2018. The actual awards and amounts to be paid out can only be determined at the time of such executive’s separation from the Company. Reference below to RSUs means our performance-based RSUs, and includes all dividend equivalent rights.

Name	Qualifying			
	Change in	Termination	Involuntary	Death or
	Control	upon Change	Termination	
Only	in Control	Without Cause	Disability	
<b>Damon T. Hininger</b>				
Accelerated Vesting of RSUs <sup>(1)</sup>	\$1,939,614	\$1,939,614	\$ —	\$1,939,614
Cash Severance <sup>(2)</sup>	\$—	\$2,810,717	\$940,039	\$—
Insurance Benefits <sup>(3)</sup>	\$—	\$30,404	\$—	\$1,500,000
<b>Total:</b>	<b>\$1,939,614</b>	<b>\$4,780,735</b>	<b>\$940,039</b>	<b>\$3,439,614</b>
<b>David M. Garfinkle</b>				
Accelerated Vesting of RSUs <sup>(1)</sup>	\$1,381,142	\$1,381,142	\$ —	\$1,381,142
Cash Severance <sup>(2)</sup>	\$—	\$1,438,543	\$481,118	\$—
Insurance Benefits <sup>(3)</sup>	\$—	\$30,694	\$—	\$1,475,000
<b>Total:</b>	<b>\$1,381,142</b>	<b>\$2,850,379</b>	<b>\$481,118</b>	<b>\$2,856,142</b>
<b>Patrick D. Swindle</b>				
Accelerated Vesting of RSUs <sup>(1)</sup>	\$1,199,243	\$1,199,243	\$ —	\$1,199,243
Cash Severance <sup>(2)</sup>	\$—	\$1,280,536	\$428,273	\$—
Insurance Benefits <sup>(3)</sup>	\$—	\$26,485	\$—	\$1,364,000
<b>Total:</b>	<b>\$1,199,243</b>	<b>\$2,506,264</b>	<b>\$428,273</b>	<b>\$2,563,243</b>
<b>Anthony L. Grande</b>				
Accelerated Vesting of RSUs <sup>(1)</sup>	\$1,381,142	\$1,381,142	\$ —	\$1,381,142
Cash Severance <sup>(2)</sup>	\$—	\$1,462,801	\$489,231	\$—
Insurance Benefits <sup>(3)</sup>	\$—	\$28,812	\$—	\$1,500,000
<b>Total:</b>	<b>\$1,381,142</b>	<b>\$2,872,755</b>	<b>\$489,231</b>	<b>\$2,881,142</b>
<b>Lucibeth N. Mayberry</b>				
Accelerated Vesting of RSUs <sup>(1)</sup>	\$1,302,209	\$1,302,209	\$ —	\$1,302,209
Cash Severance <sup>(2)</sup>	\$—	\$1,280,536	\$428,273	\$—
Insurance Benefits <sup>(3)</sup>	\$—	\$27,394	\$—	\$1,364,000
<b>Total:</b>	<b>\$1,302,209</b>	<b>\$2,610,139</b>	<b>\$428,273</b>	<b>\$2,666,209</b>

- (1) Represents the value of accelerated vesting of performance-based RSUs, which occurs upon a change in control (whether or not the executive's employment is terminated) and upon the death or disability of the executive. Accelerated vesting of performance-based RSUs is calculated using the NYSE closing market price on December 31, 2018 (\$17.83 per share), and includes the outstanding dividend equivalents associated with such RSUs that similarly vest on an accelerated basis.
- (2) In the event of an involuntary termination absent a change in control and without cause, represents an amount equal to 100% of current base salary paid out on the same terms and with the same frequency as the executive's base salary was paid prior to December 31, 2018. In the event of a qualifying termination upon a change in control, represents an amount equal to 2.99 times current base salary, to be paid out in a lump sum within 40 days of the termination date.
- (3) In the event of a qualifying termination upon a change in control, represents the premiums expected to be paid based upon the types of insurance coverage the Company carried for such executive as of December 31, 2018, and the premiums in effect on such date. In the event of death, represents the payouts under life insurance policies,

equal to two times total cash compensation, subject to certain caps. The benefits payable under supplemental long-term disability policies in the event of a disability are not shown in the table. In general, executive officers are entitled to higher payment formulas and higher caps for a potentially longer period of time than other employees under supplemental long term disability policies.

#### 2018 CEO Pay Ratio

As required by Section 953(b) of the Dodd-Frank Wall Street Reform and Consumer Protection Act and Regulation S-K under the Exchange Act, we are disclosing the ratio of CEO pay to the median employee pay of all our employees (other than the CEO) in 2018, calculated in accordance with Item 402(u) of Regulation S-K.

The ratio of the annual total compensation of our CEO to the median total compensation of all employees (other than our CEO) for 2018 was 112 to one. This ratio was based on the following:

- the annual total compensation of our CEO, determined as described in the Summary Compensation Table included in this Proxy Statement, was \$4,117,669; and
- the median of the total compensation of all employees (other than our CEO), determined in accordance with SEC rules, was \$36,757.

As permitted by the SEC rules, we used the same median employee as in 2017, as there were no significant changes to our median employee's status, our employee population or our compensation programs in 2018 that would significantly impact the calculation of the pay ratio above. The methodology and the material assumptions and estimates we used to determine the median employee in 2017 were as follows:

- **Total Employee Population:** We determined that, as of November 30, 2017, the date we selected to identify the median employee, our employee population consisted of approximately 12,600 individuals.
- **Compensation Measure Used to Identify the Median Employee:** For purposes of measuring the total compensation of our employees to identify the median employee, we used base salary, including overtime pay, for the period beginning December 1, 2016 and ending November 30, 2017. Compensation for employees hired during the period was annualized as permitted by SEC rules.
- **Total Compensation of Median Employee:** In order to determine the total compensation of the median employee, we identified and calculated that employee's base salary, including overtime pay, for the period beginning December 1, 2017 and ending November 30, 2018 in accordance with the requirements of Item 402(c)(2)(x) of Regulation S-K, resulting in total compensation of \$36,757.
- **Annual Total Compensation of CEO:** With respect to the annual total compensation of our CEO, in accordance with SEC rules, we used the amount reported for Mr. Hininger in the "Total" column for 2018 in the Summary Compensation Table included in this Proxy Statement.

Our reported pay ratio information is a reasonable estimate calculated in a manner consistent with Item 402(u) of Regulation S-K. The SEC rules for identifying the median employee and calculating pay ratio allow companies to use different methodologies, exemptions, estimates and assumptions. As a result, our pay ratio may not be comparable to the pay ratio reported by other companies.

#### Director Compensation

Non-employee directors (i.e., all directors other than Messrs. Hininger and Lappin) are compensated pursuant to our Non-Employee Directors' Compensation Plan and the 2008 Stock Plan, which for 2018 provided for the following:

- Annual equity grants;
- Annual Board, committee and committee chair retainers; and
- Board and committee unscheduled meeting fees.

Non-employee directors may elect to receive all or a portion of their retainers in the form of common stock rather than cash. Non-executive directors may also defer all or a portion of their retainer and meeting fees pursuant to our Non-Employee Directors' Deferred Compensation Plan. In addition, non-employee directors are reimbursed for reasonable expenses incurred to attend Board and committee meetings, as well as director education programs.

The retainers paid to our non-employee directors for 2018 are as follows:

Retainers and Fees	2018
Independent Board Chairman retainer	\$100,000
Non-Chair Board retainer	\$80,000
Audit Committee chair retainer	\$20,000
Audit Committee member retainer	\$8,000
Other committee chair retainer	\$10,000
Other committee member retainer	\$4,000
Special Litigation Committee chair retainer	\$28,000
Special Litigation Committee member retainer	\$20,000

Board and committee unscheduled meeting fee \$1,000



In addition to cash compensation, non-employee directors are granted RSUs with a grant date fair market value of approximately \$120,000 per year, generally on the same date as grants of equity awards are made to our executive officers and other employees. Subject to certain exceptions contained in the award agreement, these RSUs vest on the one-year anniversary of the grant date.

#### 2018 Director Compensation Table

The following table summarizes the compensation paid with respect to the fiscal year ended December 31, 2018 to each of the Company's directors except Mr. Hininger whose compensation is reflected in the Summary Compensation Table:

Name	Fees		Change in		Total
	Earned or Paid in	Stock	Nonqualified Earnings	Deferred Compensation	
	Cash	Awards <sup>(3)</sup> <sup>(5)</sup>	Earnings <sup>(4)</sup>	Compensation	
Donna M. Alvarado	\$107,000	\$120,008	\$—	\$—	\$227,008
Robert J. Dennis	\$89,000	\$120,008	\$—	\$—	\$209,008
Mark A. Emkes	\$144,000	\$170,008	\$—	\$—	\$314,008
Stacia A. Hylton	\$115,000	\$120,008	\$—	\$—	\$235,008
Harley G. Lappin <sup>(1)</sup>	\$—	\$—	\$—	\$—	\$—
Anne L. Mariucci	\$94,000	\$120,008	\$4,152	\$—	\$218,160
Thurgood Marshall, Jr.	\$117,000	\$120,008	\$—	\$—	\$237,008
Devin I. Murphy <sup>(2)</sup>	\$13,391	\$—	\$—	\$—	\$13,391
Charles L. Overby	\$117,000	\$120,008	\$—	\$—	\$237,008
John R. Prann, Jr.	\$109,000	\$120,008	\$—	\$—	\$229,008

(1) Mr. Lappin is employed as a special operations advisor to the leadership team of the Company and is compensated for the services provided in such capacity. Mr. Lappin is not compensated for his services as a director of the Company. In 2018, Mr. Lappin was paid a salary of \$175,000 for his services as a special operations advisor to the leadership team of the Company. He also earned \$1,895 of above-market earnings on amounts he chose to defer pursuant to the Company's Deferred Compensation Plan. This amount is based on the excess of the Company's fixed rate for 2018 of 5.00% over 120% of the applicable federal long-term rate, with compounding (as prescribed under section 1274(d) of the Code) of 3.16%. Mr. Lappin is also eligible to participate in various benefit programs generally made available to employees of the Company.

(2) Mr. Murphy's Board service began in November 2018.

(3) The amounts shown in this column represent the aggregate grant-date fair value of RSUs based on the closing stock price of \$21.67 on February 22, 2018, the date of annual grant of 5,538 RSUs. Mr. Emkes' stock awards include an award of \$50,000 or 2,405 RSUs, which he elected to receive on May 10, 2018 as compensation for 50% of his annual independent Board Chairman retainer. The director RSUs vest on the anniversary date of the grant and have dividend equivalent rights that are payable in cash only when and to the extent the RSUs vest and the underlying shares are issued. All grants of RSUs and dividend equivalents were made under the 2008 Plan.

(4) The amounts shown in this column represent above-market earnings on fees the director elected to defer pursuant to the Non-Employee Directors' Deferred Compensation Plan, which is more fully described in the Nonqualified Deferred Compensation Plan in 2018 section of this Proxy Statement. Amounts shown are based on the excess of

the Company's fixed rate for 2018 of 5.00%, over 120% of the applicable federal long-term rate, with compounding (as prescribed under section 1274(d) of the Code) of 3.16%.

(5) As of December 31, 2018, the aggregate number of unvested stock awards and option awards outstanding for each of the Company's non-employee directors were as follows:

Name	Aggregate	Aggregate
	RSU Awards	Option Awards
	Outstanding as	Outstanding as
	of December	of December
	31, 2018	31, 2018
Donna M. Alvarado	5,538	43,712
Robert J. Dennis	5,538	—
Mark A. Emkes	7,943	—
Stacia A. Hylton	5,538	—
Anne L. Mariucci	5,538	10,952
Thurgood Marshall, Jr.	5,538	43,712
Devin I. Murphy	—	—
Charles L. Overby	5,538	—
John R. Prann, Jr.	5,538	13,610

## Director Stock Ownership Guidelines

We maintain stock ownership guidelines applicable to our executive officers and non-executive directors. The stock ownership guidelines are designed to align the economic interests of executive officers and the Board with those of stockholders and to discourage excessive risk-taking by management and directors. The guidelines as applied to our directors provide that the Company's non-executive directors are expected to own a fixed number of shares of common stock of the Company equal to four times such director's annual retainer (excluding any retainer for chairing or serving as a member of a committee) in effect as of the later of March 1, 2012 or the date of their initial election or appointment to the Board, divided by the Company's closing common stock price, as reported on the NYSE, on such date. The stock ownership guidelines were amended by our Board in May 2013 to increase the number of shares our executive officers and non-executive directors are expected to own to give effect to the REIT conversion special dividend. Non-executive directors are expected to achieve these ownership levels, subject to a limited hardship exemption, five years following their initial election or appointment to the Board, or (in the case of directors serving on the Board at the time the guidelines were adopted) by March 1, 2012. See "Executive Officer Stock Ownership Guidelines" in the Compensation Discussion and Analysis section of this Proxy Statement for a description of the shares counted in determining share ownership.

Our guidelines and the compliance status of the Company's current non-executive directors as of the last quarterly review date of February 20, 2019 are shown in the table below.

Name	Shares		
	Required by Guidelines	Number of Shares Held	Compliance Date
Donna M. Alvarado	9,105	53,133	3/1/2012
Robert J. Dennis	7,112	21,534	2/21/2018
Mark A. Emkes	6,050	50,950	8/14/2019
Stacia A. Hylton	12,353	5,877	8/11/2021
Harley G. Lappin	14,222	47,846	1/1/2023
Anne L. Mariucci	11,909	37,142	12/8/2016
Thurgood Marshall, Jr.	9,105	25,683	3/1/2012
Devin I. Murphy	14,685	—	11/6/2018
Charles L. Overby	9,105	35,709	3/1/2012
John R. Prann, Jr.	9,105	38,504	3/1/2012

## SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

## Ownership of Common Stock – Directors and Executive Officers

The following table contains information regarding the beneficial ownership of our common stock as of March 18, 2019 by (i) each current director and nominee, (ii) our named executive officers, and (iii) all of our current directors and executive officers as a group.

Name of Beneficial Owner <sup>(1)</sup>	Number of Shares			Percent of Common Stock	
	Beneficially Owned <sup>(2)</sup>	Shares Acquirable Within 60 Days <sup>(3)</sup>	Total Beneficial Ownership	Beneficially Owned <sup>(4)</sup>	
				Number of Shares	Percent of Common Stock
Donna M. Alvarado	58,671	43,712	102,383	*	
Robert J. Dennis	27,072	—	27,072	*	
Mark A. Emkes	56,488	2,405	58,893	*	
Damon T. Hininger	224,758	373,495	598,253	*	
Stacia A. Hylton	11,415	—	11,415	*	
Harley G. Lappin	55,587	—	55,587	*	
Anne L. Mariucci	42,680	10,952	53,632	*	
Thurgood Marshall, Jr.	37,409	27,892	65,301	*	
Devin I. Murphy	—	—	—	*	
Charles L. Overby	41,247	—	41,247	*	
John R. Prann, Jr.	44,042	13,610	57,652	*	
David M. Garfinkle	121,293	37,489	158,782	*	
Anthony L. Grande	75,452	—	75,452	*	
Lucibeth N. Mayberry	77,866	21,175	99,041	*	
Patrick D. Swindle	24,216	—	24,216	*	
All current directors and executive officers as a group (17 persons)	945,170	530,730	1,475,900	1.24	%

\* Represents beneficial ownership of less than 1% of the outstanding shares of our common stock.

(1) The address for each listed person is our corporate headquarters.

(2) Each person in the table has sole voting and investment power over the shares listed.

(3) Reflects the number of shares that could be purchased upon exercise of stock options that are exercisable within 60 days of March 18, 2019. In addition, Mr. Emkes vests in 2,405 RSUs on May 10, 2019 (53 days from record date).

(4) The percentages in this column are based on 119,067,887 shares outstanding as of March 18, 2019. In addition, pursuant to SEC rules, shares of the Company's common stock that an individual owner has a right to acquire within 60 days pursuant to the exercise of stock options are deemed to be outstanding for the purpose of computing the ownership of that owner and for the purpose of computing the ownership of all directors and executive officers as a group, but are not deemed outstanding for the purpose of computing the ownership of any

other owner.

Ownership of Common Stock – Principal Stockholders

The following table sets forth certain information with respect to the beneficial ownership of our voting securities as of March 18, 2019 by each person who is known by the Company to own beneficially more than 5% of any class of our outstanding voting securities of the Company:

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Common Stock Beneficially Owned <sup>(1)</sup>	
The Vanguard Group, Inc. <sup>(2)</sup>  100 Vanguard Blvd.  Malvern, PA 19355	17,576,540	14.76	%
BlackRock, Inc. <sup>(3)</sup>  55 East 52 <sup>nd</sup> Street  New York, NY 10055	14,331,515	12.04	%
FMR LLC <sup>(4)</sup>  245 Summer Street  Boston, MA 02210	6,662,695	5.60	%

(1) The percentages in this column are based on 119,067,887 shares outstanding as of March 18, 2019.

- (2) Based on the Schedule 13G/A filed with the SEC on February 11, 2019 by The Vanguard Group, which reported sole voting power over 118,340 shares, shared voting power over 12,964 shares, sole dispositive power over 17,458,046 shares and shared dispositive power over 118,494 shares.
- (3) Based on the Schedule 13G/A filed with the SEC on January 24, 2019 by Blackrock, Inc., which reported sole voting power over 14,142,033 shares and sole dispositive power over 14,331,515 shares.
- (4) Based on the Schedule 13G/A filed with the SEC on February 13, 2019 by FMR LLC, which reported sole voting power over 4,073,818 shares and sole dispositive power over 6,622,695 shares.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our executive officers and directors to file reports of ownership and changes in ownership with the SEC and the NYSE. Based on our records and other information, all Section 16(a) filing requirements were satisfied by our executive officers and directors in 2018, except for the following:

- A Form 3 for Mr. Patrick D. Swindle was filed late on February 22, 2018 to report his being appointed Chief Corrections Officer on January 1, 2018.
- A Form 4 for Mr. Thurgood Marshall was filed late on June 27, 2018 to report the disposition of 3,300 shares of Company stock on June 18, 2018.
- A Form 3 for Mr. Cole Carter was filed late on July 17, 2018 to report his being appointed Senior Vice President, General Counsel and Secretary.
- A Form 3 for Mr. Devin I. Murphy was filed late on December 14, 2018 to report his being appointed to the Board of Directors on November 6, 2018.

## OTHER

### No Incorporation by Reference

To the extent that this Proxy Statement is incorporated by reference into any other filing by us under the Securities Act of 1933 or the Exchange Act, the sections of this Proxy Statement entitled “Report of the Audit Committee” or “Report of the Compensation Committee” will not be deemed incorporated, unless specifically provided otherwise in such filing.

In addition, references to our website are not intended to function as a hyperlink and the information contained on our website is not intended to be part of this Proxy Statement. Information on our website, other than this Proxy Statement, Notice of Annual Meeting of Stockholders and form of proxy, is not part of the proxy soliciting material and is not incorporated herein by reference.

### Forward-Looking Statements

This Proxy Statement contains “forward-looking statements” (as defined in the Private Securities Litigation Reform Act of 1995). These statements are based on our current expectations and beliefs and are subject to a number of risks, uncertainties and assumptions that could cause actual results to differ materially from those set forth in the statements. All statements, other than statements of historical fact, are statements that could be deemed forward-looking statements. The forward-looking statements may include statements regarding actions to be taken by us. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Forward-looking statements involve significant risks and uncertainties, including those mentioned in the risk factors in Item 1A of our Annual Report on Form 10-K for the year ended December 31, 2018 and in our most recent periodic reports on Form 10-Q and Form 8-K filed with the SEC, and actual results may vary materially.

By Order of the Board of Directors,

/s/ Cole G. Carter

Cole G. Carter

Senior Vice President, General Counsel & Secretary

## APPENDIX: RECONCILIATION OF NON-GAAP DISCLOSURES

## APPENDIX A TO 2019 PROXY STATEMENT

## Reconciliation of Non-GAAP Disclosures

(\$ in thousands, except per share amounts)

	For the Years Ended December 31,	
	2018	2017
Net Income	\$ 159,207	\$ 178,040
Special items:		
Expenses associated with debt refinancing transactions	1,016	—
Charges associated with adoption of tax reform	1,024	4,548
Expenses associated with mergers and acquisitions	3,096	2,530
Contingent consideration for acquisition of businesses	6,085	—
Asset impairments	1,580	614
Adjusted net income	\$ 172,008	\$ 185,732
Weighted average common shares outstanding - basic	118,544	118,084
Effect of dilutive securities:		
Stock options	111	310
Restricted stock-based awards	61	71
Weighted average shares and assumed conversions - diluted	118,716	118,465
Diluted Earnings Per Share	\$ 1.34	\$ 1.50
Adjusted Diluted Earnings Per Share	\$ 1.45	\$ 1.57

	For the Years Ended December 31,	
	2018	2017
Net income	\$ 159,207	\$ 178,040
Depreciation and amortization of real estate assets	101,771	95,902
Impairment of real estate assets	1,580	355
Funds From Operations	\$ 262,558	\$ 274,297
Expenses associated with debt refinancing transactions	1,016	—
Charges associated with adoption of tax reform	1,024	4,548
Expenses associated with mergers and acquisitions	3,096	2,530
Contingent consideration for acquisition of businesses	6,085	—
Goodwill and other impairments	—	259
Normalized Funds From Operations	\$ 273,779	\$ 281,634
Funds From Operations Per Diluted Share	\$ 2.21	\$ 2.32
Normalized Funds From Operations Per Diluted Share	\$ 2.31	\$ 2.38



## APPENDIX TO 2019 PROXY STATEMENT

## Reconciliation of Non-GAAP Disclosures

(\$ in thousands, except per share amounts)

	For the Years Ended December 31,	
	2018	2017
Net Income	\$ 159,207	\$ 178,040
Interest expense	82,129	69,507
Depreciation and amortization	156,501	147,129
Income tax expense	8,353	13,911
EBITDA	\$ 406,190	\$ 408,587
Expenses associated with debt refinancing transactions	1,016	—
Expenses associated with mergers and acquisitions	3,096	2,530
Contingent consideration for acquisition of businesses	6,085	—
Depreciation expense associated with STFRC lease	(16,453 )	(16,453 )
Interest expense associated with STFRC lease	(5,562 )	(6,425 )
Asset impairments	1,580	614
Adjusted EBITDA	\$ 395,952	\$ 388,853

Adjusted Net Income, EBITDA, Adjusted EBITDA, Funds From Operations (FFO), Normalized FFO and, where appropriate, their corresponding per share metrics, are non-GAAP financial measures. CoreCivic believes these measures are important operating measures that supplement discussion and analysis of the Company's results of operations and are used to review and assess operating performance of the Company and its facilities and their management teams. CoreCivic believes it is useful to provide investors, lenders and security analysts disclosures of its results of operations on the same basis that is used by management. FFO, in particular, is a widely accepted non-GAAP supplemental measure of REIT performance, grounded in the standards for FFO established by the National Association of Real Estate Investment Trusts (NAREIT). NAREIT defines FFO as net income computed in accordance with generally accepted accounting principles, excluding gains (or losses) from sales of property and extraordinary items, plus depreciation and amortization of real estate and impairment of depreciable real estate. EBITDA, Adjusted EBITDA and Normalized FFO are useful as supplemental measures of the performance of the Company's facilities because such measures do not take into account depreciation and amortization, or with respect to EBITDA, the impact of the Company's tax provisions and financing strategies. Because the historical cost accounting convention used for real estate assets requires depreciation (except on land), this accounting presentation assumes the value of real estate assets diminishes at a level rate over time. Due to the unique structure, design and use of the Company's properties, management believes assessing performance of the Company's properties without the impact of depreciation or amortization is useful. However, prior to the adoption of Accounting Standards Update 2016-02, "Leases (Topic 842)" (ASU 2016-02) on January 1, 2019, a portion of the rental payments for the South Texas Family Residential Center (STFRC) was classified as depreciation and interest expense for financial reporting purposes in accordance with Accounting Standards Codification 840-40-55, formerly Emerging Issues Task Force No. 97-10, "The Effect of Lessee Involvement in Asset Construction." Adjusted EBITDA includes such depreciation and interest expense in order to more properly reflect the cash flows associated with this lease. Upon adoption of ASU 2016-02, all rental payments associated with this lease are classified as operating expenses. CoreCivic may make adjustments to FFO from time to time for certain other income and expenses it considers non-recurring, infrequent or unusual, even though such items may require cash settlement, because such items do not reflect a necessary component of the

ongoing operations of the Company. Normalized FFO excludes the effects of such items. CoreCivic calculates Adjusted Net Income by adding to GAAP Net Income expenses associated with the Company's debt refinancing transactions, mergers and acquisitions (M&A) activity, restructuring charges, and certain impairments and other charges that the Company believes are unusual or non-recurring to provide an alternative measure of comparing operating performance for the periods presented. Even though expenses associated with M&A activity may be recurring, the magnitude and timing fluctuate based on the timing and scope of M&A activity, and therefore, such expenses, which are not a necessary component of the ongoing operations of the Company, may not be comparable from period to period. Other companies may calculate Adjusted Net Income, EBITDA, Adjusted EBITDA, FFO and Normalized FFO differently than the Company does, or adjust for other items, and therefore comparability may be limited. Adjusted Net Income, EBITDA, Adjusted EBITDA, FFO and Normalized FFO and their corresponding per share measures are not measures of performance under GAAP, and should not be considered as an alternative to cash flows from operating activities, a measure of liquidity or an alternative to net income as indicators of the Company's operating performance or any other measure of performance derived in accordance with GAAP. This data should be read in conjunction with the Company's consolidated financial statements and related notes included in its filings with the Securities and Exchange Commission.

VOTE BY INTERNET - [www.proxyvote.com](http://www.proxyvote.com)

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on May 15, 2019, the day before the meeting date. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

CORECIVIC, INC.

ATTN:  
CORPORATE  
SECRETARY

VOTE BY PHONE - 1-800-690-6903

10 BURTON HILLS BOULEVARD  
NASHVILLE,  
TENNESSEE 37215

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on May 15, 2019, the day before the meeting date. Have your proxy card in hand when you call and follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

STOCKHOLDER MEETING REGISTRATION:

To attend the meeting, go to the "Register for Meeting" link at [www.proxyvote.com](http://www.proxyvote.com).

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

E37127-P00730 KEEP THIS PORTION FOR YOUR RECORDS

DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED

CORECIVIC, INC

The Board of Directors recommends you vote FOR the election of the following nominees:

For Against Abstain

1a. Donna M. Alvarado ccc

1b. Robert J. Dennis ccc

1c. Mark A. Emkes ccc

For Against Abstain

1g. Anne L.  
Mariucciccc

1h. Thurgood  
Marshall, Jr. ccc

1d. Damon T. Hininger ccc

1e. Stacia A. Hylton ccc

1f. Harley G. Lappin ccc

1i. Devin I. Murphyccc

1j. Charles L. Overbyccc

1k. John R. Prann, Jr.ccc

The Board of Directors recommends you vote FOR proposals 2 and 3.

2.Non-Binding Ratification of the appointment by our Audit Committee of Ernst & Young LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2019.

ForAgainstAbstain  
ccc  
ccc

3.Advisory vote to approve the compensation of our Named Executive Officers.

For address changes and/or comments, please check this box and write them on the back where indicated. c

NOTE: In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting and any adjournments or postponements thereof.

Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name by authorized officer.

Signature [PLEASE SIGN WITHIN BOX]Date Signature (Joint Owners)Date

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If you plan to attend the meeting on May 16, 2019, you must request an admission ticket in advance by following the instructions set forth in the Proxy Statement. Tickets will be issued only to registered and beneficial owners as of March 18, 2019.

Requests for admission tickets will be processed in the order in which they are received and must be requested no later than 11:59 p.m. local time on Thursday, May 9, 2019. On the day of the meeting, each stockholder will be required to present a valid picture identification such as a driver's license or passport with his or her admission ticket. See page 2 of the Proxy Statement for additional details.

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:

The Notice and Proxy Statement, Annual Letter to Stockholders and Annual Report on Form 10-K are available at [www.proxyvote.com](http://www.proxyvote.com).

STOCKHOLDER MEETING REGISTRATION: To attend the meeting, go to the "Register for Meeting" link at [www.proxyvote.com](http://www.proxyvote.com).

E37128-P00730

PROXY

CORECIVIC, INC.

ANNUAL MEETING OF  
STOCKHOLDERS

To Be Held May 16, 2019

THIS PROXY IS SOLICITED ON  
BEHALF OF THE BOARD OF  
DIRECTORS

The undersigned hereby appoint(s)  
Damon T. Hininger and David M.  
Garfinkle, and each of them with full  
power of substitution and revocation, as  
proxies of the undersigned, and hereby  
authorize(s) them to represent and to vote,  
as designated, all of the voting common  
stock of CoreCivic, Inc., a Maryland  
corporation (the "Company"), held by the  
undersigned at the close of business on  
Monday, March 18, 2019, at the Annual  
Meeting of Stockholders of the Company  
to be held on Thursday, May 16, 2019, at

10:00 a.m., local time, at the Company's corporate headquarters, 10 Burton Hills Boulevard, Nashville, Tennessee, and at any adjournments or postponements thereof.

This proxy, when properly executed, will be voted in the manner directed herein. If no such direction is made, this proxy will be voted in accordance with the Board of Directors' recommendations.

**PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE.**

Address Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side