

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

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**FORM 8-K**

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**CURRENT REPORT  
Pursuant to Section 13 or 15(d)  
of The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 11, 2016**

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**THE GEO GROUP, INC.**  
(Exact Name of Registrant as Specified in its Charter)

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**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**1-14260**  
(Commission  
File Number)

**65-0043078**  
(IRS Employer  
Identification No.)

**621 NW 53<sup>rd</sup> Street, Suite 700, Boca Raton, Florida**  
(Address of Principal Executive Offices)

**33487**  
(Zip Code)

**Registrant's telephone number, including area code (561) 893-0101**

**N/A**  
(Former Name or Former Address, if Changed Since Last Report)

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instructions A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Section 8 Other Events****Item 8.01. Other Events.****Tender Offer**

On April 11, 2016, The GEO Group, Inc. (the “Company” or “GEO”) announced that it commenced a cash tender offer (the “Tender Offer”) for any and all of its outstanding \$300 million aggregate principal amount of 6.625% Senior Notes due 2021 (the “6.625% senior notes”). A copy of the press release, dated April 11, 2016, announcing the commencement of the Tender Offer is attached as Exhibit 99.1 hereto and is incorporated herein by reference.

**New Note Offering**

Also, on April 11, 2016, GEO announced that it commenced an offering of \$300 million aggregate principal amount of senior unsecured notes due 2026 (the “Notes”). The Notes will be guaranteed on a senior unsecured basis by each of GEO’s restricted subsidiaries (the “Guarantors”) that guarantee GEO’s obligations under the Second Amended and Restated Credit Agreement, dated as of August 27, 2014, by and among GEO and GEO Corrections Holdings, Inc., as Borrowers, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become a party thereto, and may be guaranteed by additional subsidiaries in the future. GEO intends to use the net proceeds from the offering, together with cash on hand to fund the Tender Offer and the repurchase, redemption or other discharge of all of GEO’s existing 6.625% senior notes that are not tendered pursuant to the Tender Offer and pay related fees, costs and expenses and for other general corporate purposes. A copy of the press release, dated April 11, 2016, announcing the offering of the Notes, is attached as Exhibit 99.2 hereto and is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits****Item 9.01. Financial Statements and Exhibits.**

## d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 11, 2016, announcing the commencement of the Tender Offer.
99.2	Press Release, dated April 11, 2016, announcing the offering of the Notes.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

April 11, 2016

Date

**THE GEO GROUP, INC.**

By: /s/ Brian R. Evans

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Brian R. Evans

Senior Vice President and Chief Financial Officer  
(Principal Financial Officer)

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## EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated April 11, 2016, announcing the commencement of the Tender Offer.
99.2	Press Release, dated April 11, 2016, announcing the offering of the Notes.

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EX-99.1 2 d170689dex991.htm EX-99.1

**Exhibit 99.1**



**NEWS RELEASE**

One Park Place, Suite 700 ■ 621 Northwest 53<sup>rd</sup> Street ■ Boca Raton, Florida 33487 ■ [www.geogroup.com](http://www.geogroup.com)  
**CR-16-06**

### **THE GEO GROUP, INC. COMMENCES TENDER OFFER FOR 6.625% SENIOR NOTES DUE 2021**

**Boca Raton, Fla. – April 11, 2016** — **The GEO Group, Inc. (NYSE:GEO)** (“GEO”) announced today that it has commenced a cash tender offer for any and all of its outstanding \$300,000,000 aggregate principal amount of its 6.625% Senior Notes due 2021 (CUSIP No. 36159RAE3) (the “Notes”) on the terms and subject to the conditions set forth in the Offer to Purchase, dated the date hereof (the “Offer to Purchase”), the related Letter of Transmittal (the “Letter of Transmittal”), and the related Notice of Guaranteed Delivery (the “Notice of Guaranteed Delivery”). The tender offer is referred to herein as the “Offer.” The Offer to Purchase, the Letter of Transmittal and the Notice of Guaranteed Delivery are referred to herein collectively as the “Offer Documents.”

The tender offer consideration for each \$1,000 principal amount of the Notes purchased pursuant to the Offer will be \$1,036.78 (the “Tender Offer Consideration”). Holders must validly tender (and not validly withdraw) or deliver a properly completed and duly executed Notice of Guaranteed Delivery for their Notes at or before the Expiration Time (as defined below) in order to be eligible to receive the Tender Offer Consideration. In addition, holders whose Notes are purchased in the Offer will receive accrued and unpaid interest from the last interest payment date to, but not including, the Payment Date (as defined in the Offer to Purchase) for the Notes. GEO expects the Payment Date to occur on April 18, 2016.

The Offer will expire at 5:00 p.m., New York City time, on April 15, 2016 (such time and date, as it may be extended, the “Expiration Time”), unless extended or earlier terminated by GEO. The Notes tendered may be withdrawn at any time at or before the Expiration Time by following the procedures described in the Offer to Purchase.

GEO’s obligation to accept for purchase and to pay for the Notes validly tendered and not withdrawn pursuant to the Offer is subject to the satisfaction or waiver, in GEO’s discretion, of certain conditions, which are more fully described in the Offer to Purchase, including, among others, GEO’s receipt of aggregate proceeds (before underwriter’s discounts and commissions and other offer expenses) of at least \$300 million from an offering of new senior notes, on terms satisfactory to GEO. The complete terms and conditions of the Offer are set forth in the Offer Documents. Holders of the Notes are urged to read the Offer Documents carefully.

—More—

**Contact:** Pablo E. Paez  
Vice President, Corporate Relations

(866) 301 4436

GEO has retained D.F. King & Co., Inc., as the tender agent and information agent for the Offer. GEO has retained Wells Fargo Securities, LLC as the sole dealer manager for the Offer.

Holders who would like additional copies of the Offer Documents may call or email the information agent, D.F. King & Co., Inc. at (212) 269-5550 (banks and brokers), (800) 591-8269 (all others), or [geo@dfking.com](mailto:geo@dfking.com). Copies of the Offer to Purchase, Letter of Transmittal, and Notice of Guaranteed Delivery are also available at the following website: [www.dfking.com/geo](http://www.dfking.com/geo). Questions regarding the terms of the Offer should be directed to Wells Fargo Securities LLC at (704) 410-4760 (collect) or (866) 309-6316 (toll-free).

This news release shall not constitute an offer to buy or a solicitation of an offer to sell the Notes. Any such offer, solicitation, purchase or sale will be made only by means of the Offer Documents.

The GEO Group, Inc. (NYSE: GEO) is the first fully integrated equity real estate investment trust specializing in the design, financing, development, and operation of correctional, detention, and community reentry facilities around the globe. GEO is the world's leading provider of diversified correctional, detention, community reentry, and electronic monitoring services to government agencies worldwide with operations in the United States, Australia, South Africa, and the United Kingdom. GEO's worldwide operations include the ownership and/or management of 104 facilities totaling approximately 87,000 beds, including projects under development, with a growing workforce of approximately 20,500 professionals.

*This press release contains forward-looking statements regarding future events and future performance of GEO that involve risks and uncertainties that could materially affect actual results, including statements regarding the tender offer for the Notes. Factors that could cause actual results to vary from current expectations and forward-looking statements contained in this press release include, but are not limited to: (1) GEO's ability to successfully consummate the tender offer for the Notes and the repurchase, redemption, or other discharge of any untendered Notes; (2) GEO's ability to successfully pursue further growth and continue to enhance shareholder value; (3) GEO's ability to access the capital markets in the future on satisfactory terms or at all; (4) risks associated with GEO's ability to control operating costs associated with contract start-ups; (5) GEO's ability to timely open facilities as planned, profitably manage such facilities and successfully integrate such facilities into GEO's operations without substantial costs; (6) GEO's ability to win management contracts for which it has submitted proposals and to retain existing management contracts; (7) GEO's ability to obtain future financing on acceptable terms; (8) GEO's ability to sustain company-wide occupancy rates at its facilities; and (9) other factors contained in GEO's Securities and Exchange Commission filings, including the Form 10-K, 10-Q and 8-K reports.*

-End-

**Contact:** Pablo E. Paez  
Vice President, Corporate Relations  
EX-99.2 3 d170689dex992.htm EX-99.2

(866) 301 4436

**Exhibit 99.2**



NEWS RELEASE

One Park Place, Suite 700 ■ 621 Northwest 53<sup>rd</sup> Street ■ Boca Raton, Florida 33487 ■ [www.geogroup.com](http://www.geogroup.com)  
**CR-16-17**

**THE GEO GROUP, INC. ANNOUNCES OFFERING  
OF SENIOR UNSECURED NOTES DUE 2026**

**Boca Raton, Fla. – April 11, 2016** — The GEO Group, Inc. (NYSE: GEO) (“GEO”) announced today that it intends to offer \$300,000,000 aggregate principal amount of senior unsecured notes due 2026 (the “notes”), subject to market and other customary conditions. GEO intends to use the net proceeds to fund the tender offer or the repurchase, redemption or other discharge of any and all of its 6.625% senior notes due 2021, for which it is conducting a cash tender offer, and pay related fees, costs and expenses.

The notes are being offered pursuant to GEO's existing shelf registration statement, which became automatically effective upon filing with the Securities and Exchange Commission. A preliminary prospectus supplement and accompanying prospectus describing the terms of the offering will be filed with the Securities and Exchange Commission. Wells Fargo Securities, LLC will act as one of the joint book-runners for the offering. When available, copies of the preliminary prospectus supplement and accompanying prospectus for the offering may be obtained from: Wells Fargo Securities, LLC, Attn: Client Support, 608 2<sup>nd</sup> Avenue, South Minneapolis, MN 55402, Telephone: (800) 645-3751, Option 5, or by emailing [wfscustomerservice@wellsfargo.com](mailto:wfscustomerservice@wellsfargo.com).

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any jurisdiction in which such offer, solicitation or sale would be unlawful. This offering may be made only by means of a prospectus supplement and accompanying base prospectus.

*This press release includes forward-looking statements regarding GEO's intention to issue the notes and its intended use of the net proceeds. These forward-looking statements may be affected by risks and uncertainties in GEO's business and market conditions. This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in GEO's Securities and Exchange Commission filings,*



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ZS7+\_T5FSE-5%4O)!BCUG'+)"XDA9DD'@02"/D1UUA)"\*ACE4,A\00"#] MAUB<^N>O9W7SQ\8\$:.^  
[N\_YP^,\*09UW\[\_]\_S P8K=W/U\];<WW;7)\+DY?>Y;)1 MQ6GLI=\*MKN>W-+M&R.IJZAFIN].IU2N:YSS\_ !  
W+H^+6N,L))&KW7MRT[#?% M&6.Y\_]6\*K4KZ]!7SY<9^7RA8YV+W\*Q?N[EO&F\*(%N8ZCCO"<8R@+"O,OFSN  
M#E'MP/++P:% @073G6=[3H[,^=\*Q57]]@F]KK#-FRL5MZ\$H-[ MD[1IL-8#Q%06[O@DW8,(S@!A\*H(%-Q76  
>0QN24C D'C& M#(R;I/5%JP\QU&I]F^=\2XZ\,>7O8XI)T#H 'X^3J\*M):XYRG(0[FH)0YI\9]D[: "JF\CE(U[9%&\$F[9L  
(/@=W0@^!U(C?6@L3DA(IL!% [N\&JF/ M;NW CQ&WJ"/\$:I%QAY&\_(EM7&/,R:I:989)K4O99\*\$H]BSOFD]+ON26  
\$(FC MI65KT)LOQG\$6@X\9&6)KF?VY)@IH645 '7 MUJ :BK\$7L<[^0[<\*(W7RUJ3KAA#7.Y\$Q9CZA7]Y8  
\QYAD<9\*/&=PAH=VX;M MUE\$(QXNSDY4\$R)HB)Q0+WFXZ\6! [<-\FX/9\OY+?9\*\$W=Q+\$SM[<34,; 3  
M3Z@"JUI?/IKV9GGO\*8N8W7%L%9V\$JVUO%\*7GG,1(D520\*T4T+= #X==>JSGY M!=H(S-6(=M:-?;Y1VNL&\$87-  
:4[1D)]\$X=Q

,\$0>Q3"QQ[<']@\*M+B) M&KKO23.BNU\$"J&7,"7DP7;SBTN#O.9=\CCS-IQ/CUA;W)I+-  
;BXWRD00@CJH84+\_5X&HZ%?\$GI(GQ M[[NR>Y%-R@PR!C8V'L[X R/(XHS7CA.5&VLF/NOXW 9"V\$]M-  
MVL R&E0Z];.M5/3H0PZ MU WW ^92EYCN>% X6+F,WY,R[?%J+B^D.)IJV=LH%)5BF#U[(\$2=D(<\_O +W9Y0I(+]  
>@'0TZ4I0E@6 UH< MSS[3\GGXKPNPBN[NS16N9IY;AC+ \$\*\*4)/45Z^0%.TG4D(K=R)P9AC&=L M\A\QBG6K)  
F0)^Z5]"&J]GE;Y073BJ\*/Y!)Q% VR+822;=-]56Z+XQ>ID3)&6! M\$>50  
[.HU+P;:/9JZM.W27>3QEO'\$Y9T6\*4"2@HT;%:TD)6J@UIN\,NI!'S\*+ M"XBWNN>/:X[(3R2\*%1S)&=E2""4-2J -  
1B\*5IXZZMU\K&@./ \*MB^XW'8RN0T M+F.L(7;Y1KMY?3,K37+QTP0M3^N1E7>V"N0\*KMDL0CF2;-\$SBD?  
M\$0\*;C.Q M[3]P4"%D6H/5PHZ'TUGQMMWK<^NF\$6=A'=1O=9"-I+<+5A\*BC<MS\*P!6@ \R#Y>.L8R/D?TFAZT  
[N4OGVL1-589GD]?)"?DXJUL(MAEZ%9#)2U1 M?.G5?239FCV!155>J=L<4@"/O^@];2/MKSB:Z%  
E#CY7NVLENPBM&6-NQHL@ M?K4] H^NOY.M;W!X=#;F[EOHUMEO#;EBK@="15D)\*]#J6/T\_I:R#K7N5K-  
MM\_'6F4URRU Y-;4F30BK2E',YN)D(=R!P9@LYB;%PTH,=)D:JBV=D1,V<> MV<"\$2& -R;A?\*.'2110!  
QS&1YKD% MCAFY9(KJ[BA9@ 2HDD5"0#T) -17IKV9\_(R8?!WF5B4/+;6LLH4U 8QHS \$C MJ 2\*&FH  
(X\KFN2.MNO.8MJ,B4C MTSIB>:RLVJ9BVJ2B"Q%>F'43+?8TFG# M/#.U\$EDTB(ME# ]=+\*@1%)  
0P@'4^RW:7DIY+D<-Q2VGR% E87:P&3]FK;G4,N MY=PITJ2P^E0\*L1J%8WN?QY>/V&6Y+<0V-W>VK3!/K\*  
[48JVT[37RHM=Q)H = M2(>0735UKL.UY,^4Q+ 9952 -?'82[(H65%7V5\*M]W7<8C:S6@#?\$\$<#7A MTOS14Q2\$#]  
1QNWG-\$Y)\_RD0;\_-M#;'H/\_P'3>&?;M\_I[MM>E:];>=] M1; ?T'^A&#W;?=.X?7^9L(W[\_T=NZG6E.NLP8!V%  
P\_M#C:-R[ @RX)7C'\\_L\_ ME8ME.IQ,]!B:1A'9V,HS5C+)%P\NV69NB"4WN(% ?I\*(@(#UIN0<=S/%LFV' MST)  
@R\*\*K%-R-T854[D9E((#K:X+/8GDN.7\*X6436#,RAMK+U4T84<\*PH?4: MS1UI-;C1T:-'1HT=&C1T:-5/YZU\_S%;+/)I!  
L#7:0]D\XNP[FBN7Z[IR\$.D MRKDW9H2TM8)@XCW\$@C.,CR"[I\$3-VZI"]\_Q"4 'BVL!R'#6G:3.\>N9U7,W M5Y;%%  
1JNJ,A<@@;10 ^)!Z=-5?G,%EKKNAAL];PEL3;6EPDL5HC.KA003N M-21X ^/74 [L#BPL9W#P=G)P:%,@8  
['12"4>X% C+ "0!:/ MTJ!M#4!/KJ#9#@F8NDYE\*U@'N[ ^1#9L?;+ 23L);Z.M"=Q6M!Z:Q5E[0K;R ME9'Q9EF+QUL3?  
J5D+1" ^N&6J;K5EC\$%"RK3]4\*! 5FT42TJY4A;57)\_&LX M>.4,Y&/\$!%P6E[!<2P2)\*[I+ M[#1NDRU&W?Y  
=.IVZS\*(Y59Y&VRD=OD)[.'?6]I':3P131O'\$J/\$\_O\*Z-" MU#7;YD]>@K??@G6^\*JVC='U=?-+?5XE? :N,Y2)MEAA;?  
<:BA;\*P!82D%(V6 M 81\$! /2%5&94:;N6K=%LJ5L42 !>ZH#&\$X];<+AXTXECB-C]5V621 Z\$,I=0JL4W%00 #0  
M4TM!F72+R!!J35?'W9-)AS-)8+O4P^UMVOQWEZ @ZU&5\*RVTTY8 L5-E)B&4 M6?3,>LLU\*,A[9F:2I?S?>E  
[RK.87G;S\_F'7N':YS^"BOX%%[836[L[2]M3 M9(JMT4@-])%=Q'C0T"ZY?AO.QQ:+@EQA\_XR2RG8VE[.JH(WDW-  
OC++U85'U4 MV@^%14R%V@TGRU,;WY+RY?/ &V\_WBQ#8,&83IE8CO\8ZQC1G!76JT:JQEBF\$7 MAIQ.2?\*-%  
8YS'B0Z)4C=WN\$,8.!&<5YOB(> VN'L.3+@LQ?'W,DA\_AWF+Q2 M2R,BD;=HKN#]#7R.M\_R3A^5EYM<96]  
X\V9Q3V5O&@\_B\$A"R)&@9@=U32A7PI MY@ZDID#&W>N>VF(M^M==3U,F5^ZFTO!>8M6X]-;BKUB1]"1T  
(M#Q\$+):@ M3Q5A85\86/9J.D"KB7%K<09>2ZMKXPNT5 MP&9MS,B\_4A?<[132FY:'Z2-2&\_Q"\*N\IM>5\7Y!Q7#XW  
(Y4X/EO'Y6-O M.)FAD1C7JH!&X 4;S6HW!CMB>>XSR;!ERN0L,;\_>,9R-1/"LPAE1U%.A M)!\*DEC5?)



J&A'6,&#3 'C:QYDK7MRLTQIOG=\LYFIDY/TV=:U?\$\$\*\_5 MYPP>V1,U@=-I9BNU8'(JR2%PX,0@@HE\7 RG,]  
RN\*GD/)LCC,B ]S@(K>VD5 M)%+W"\*X(3Z 5-2\*,.#KT/34;Q/[DHP7'K#(6!\*VV;DGN(V:-@D#,A!?'ZB&%  
M :J\*GU'74MME-% ME\*0]H%HU&@2A8P'+D&!0!OK@Q3&(<@@I\$,.\DXOG^#8[CN;R[XC\*80\*-,) M+  
(+E"Q>JLE3J[JMJ[\_ "E:\$I\*197^>P^+7\*8]8T6RJQK;=@H2A5 MZ#VFI4]?&M.A'6/\$1HCO/IO!>+;)^.\.QNRE^U?  
@\Y0&4,80E]A:\G ON]R@(4D\$JU\*[E(UH8N%. \&:M8QE+GEGO)\$64QR[XQ M0;@3^S9ZK5J&G4C4[\*9.3: IY%  
W@|DE[U&88BL<>#>|,(:KH6N+E5K=;GM MFK=4>6:=F\*\$R?M&J!D6AW@/"MSQ=\*KKCV%  
3Y5/ ;V#BG+,;@NV=AF&O+:Q6[ MN[J^]ME\$<81Y B+\*02:D+MW': O6O036SFY-QB\_S/<\*]Q2VMQ>M;6UO9;U.]  
MRZ(79H@0/ MNVC<2>E.IO?VDJ-UR+J/L!18.&2ELAW?7])=7BJ\_%NDBH2-PL M- F(QI\$1SV249H@BZF'944E5S)%  
[1 QQ\*!/% "<40+'&\PQU\_ .Y3'09&!V=AU M\$:2JQ8A:FH45(%?A75U\FM+S(<5O[\*! ]\_-83(JJ?&1HF 4\$T'5C0\$T^J.,  
M":#Y[ :Y2\ .CK\*^"20\*3KE@7,%>SDC8G5.FXFC7\*32MCRF,Y.-+/2R[HTLY9 MJH\*,TG222O88QBB7D+UY!W X^V)  
YFN)O]M]DLA;O:E!(K2QJ8Q(5;:-HVA@0 MQ4D5%#75-8/@^<7)2,\*65;/'V,ZW.\QLLR8.\GMZVBJ6NMIGZNSKN8)..  
(ZLL8IM\*(RCJ!:@9\*%&%%D[ M,@/GN?'L\_P"!GW%\_ ^]? \_&G[2\_ \3O\ 3]WZNK)[=>]\_ M]M[\X\_\_ )4U?Y?[7AT\_JU  
[O\_P ;\_P S9]?A34 YY[\_ -9[OJ\_\_ I14\_C?= M>O\_ +;V\_P#Y'YF\_Z/&NK%5/]7\_9\_P!H7^T\_Y?[\_ O/R=5N//Q]-  
3XZY.OFO 4NCHT:.C1HZ-&CHT:.C1HZ-&O\_JD! end GRAPHIC 5 g170689ex992logo.jpg GRAPHIC begin 644  
g170689ex992logo.jpg M\_JC\_X 02D9)1 @ ! @ 9 !D #[\_ 11'5C:WD 0 \$ 9 \_^X #D%D M;V)E &3 ?.; (0 0\$! 0\$! 0\$! 0\$!  
0\$! 0\$! 0\$! 0\$! M 0\$! 0\$! 0\$! 0\$! 0(" @(" @(" @(" P,# P,# P,# P\$! 0\$! 0\$! 0\$! M @(! @(# P,# P,# P,# P,# P,# P,#  
P,# P,# P,# P,# P,# P,# P,# M P,# P,# P,# \_ \$0@ 1@"Z P\$1 (1 0,1 ?\_ \$-, (" @,! 0\$ M D\* @"P,%!@0" 0\$ @(" P\$ !P@ !@4)  
0,\$ A M 8! @,& P0## <) 0#! 4&!Q\$(!)(1,4%187,1@\*82(C&3(S&D%Q M0B34)556EI?76%&!8D/5)D:A4H,T-44V)  
S@1 (! @0#! 8\$"@<\$!PD \$" M Q\$\$ !(%!B\$3!S%!(@A183(4%19QH4(7@9%2DB,S0U.3&-%B MGTRMA8]=\R6]-  
0=ET:.WL;IL,NSO7.\K+391 M0PF%\*(&JPK,NHZZ)LHNM-6Q"A^X %T#@A0]&.EL\*!\$T6T('Y6=C^G)^O%#? MK)U)  
D;^JW%?40OU(%'U8R?CKKG]3[3I)8-QZM]9D,458G)5%HUH:.2E\$!\$ MBKU&"BYY(# &@BD\3-JO&\*U/H%  
TKU)"OPP6,GY4,LJ\$?@SE/QJ<9+3NNW4K3 MY,S7YGC\_ "98XW'XRF?^3C!J-IWU.U>F)".J^W#):.FY.BV6ROAD\C-  
P#0X ME @O)\_>14BWN""#1V\*:/FIQY% VRY4W#<0!(J0AP M\$H\*AJ^CZIH.H2:5K,\$MMJ\$1HT\\$\_=A4T(/ @'&1.;C  
(8G\$Q, OWT=>:7M)E)K>.DW6Y7,D0H MNQDJ\_0Y5FQH-6E\$>]3496S(RJ,@P% ^T7\* +,XIO)+ICJ184#AIP?-  
@^7O>& \ M8DU+4J:7HCT(>5299%-.,<-0:=\$C2,@/:N88"&^>N^T]I.JA85U'5UJ"L; 1 M(PJ\*/+1@2"\*\$1J]  
#P8J<+@ YG^HHZB^3'CTM\$G;8&@5Q,1K&T&C1UAET\$.T" M@XLN0@LZJSGE\_24;MF@"/:4A?  
APS6A^6KIKI:\*=0CN=0N!VF65D4GU)#RZ#U M\$M]PN.M^8K?^I,PT]X+& G@(HU9@/6THE-?6N7Z,4  
[<=7/J8.G0NU-YV8TU M#YQ3;.ZXU:@.NNA6;>O)M2D\_P!D":<71>C72Y5R#1+.GK#\$\_C+5^O%1/6+J M.6S'5+FO]  
JGU"@^K% @<5]?3J;8S=-C269:]EB+053.M#92QW59\$CI,@\_>2/- M59E4[(GWA>P1!Y'QXKNK>7CI;JB\$164EG\*1[4  
\$TBT\_NR&1\.,[I77]J1IK M5FNTNHZ^S-%&1^-%23\_ '@\VSCZE/!.4Y\*\*I6[2A+[>K&\_42:]9%K[UW;<1KN  
MU3@0IYDJC@II+0TO&O\$BK-)",DV"R])RUNT>\*YC8JR."K\*PX\$,I (([P17#P7\$%U"MS;.DENZA  
ME92&5>PJP]"#W\$&F.WXZ<=N.)==%LBLYRK-ER\_?)#M'3(JKDJ/WC\*W?D(P ]Z^8+:VVY'L M=&4ZEJ\*U!\*,%  
@4^CF48O\_<4H>(S@X7NR\_P#42]1[(CQWZ2N&-,'0[HYBM8K' M^H>6?)#J!\$S3^0QM[Y9QI]5\$B-]1[0\*7X  
QNC>6SIGIB+[[#6\*>HU^DX7W5O,+U%U-F]PDALXJ!#SI('K,HE-?201] Q6O\WKJE@IY MK\VF7NZYN[P8"]I^6?  
O=T-,#W?V::<6C[F>DU.3\ (LZ^C-)F\_'S\*XKGWO) M5&G-^)W%/31?\*BRY?JIBR^'\_ \*B?J.8[>M!M]MQGG\*&';  
KJ+OV/XB'?KI ( M =,D\_CL:B[0<:?!15)QH;M\$IOAQ5]9]M?3/4T;W\*&ZL)SV-#,S '^Q-S 1Z@ M1](Q9-)PW433&4:@\  
Y%7B)HE!(1B\$1KZ"2?H.&%=DOU""^U/)]1T)AJNE("2(U\*W"\* .PU;. .TQLQ[\@&&"V5Y@-J]ED2QUA?ANI- M0 NV:%  
B>X244I\_?4\*\*@9R<, HK).\$DET%4UT% TR+(K(G\*HDLHD4#JI\*\$SQ% M\$U"& 2F 1 0'4.%V92I\*L"&!H0>[!|#,I!  
4C@<6Z:AO2=[<, 1;Q93( M!VTD=@RH>XJ%\_9=Z; @>9OJ%IDR\_&!;ZC:.\_#QB)R/ZKPA5!];1L M/5BOZWY<]  
AZC"PTOWBQN.T%7,J5\_K+\*2Y'J61<\*R;M^D'O3VI9?KN+"XSL.; MV&0'KAKBZ\X=K.>QC9LXD\*A86+8F#QLBC4  
 \?6>(64(8KUDYD'ITB'.N\$P;(0JV== M>JG3G>ED-\*TBTDO-7@;]%;>TY\*QBOB5FF\_MGW7Q M'5;I+73)  
A^DM#^E9\_#X2V4Y(G4THZL[4!0J 2,-<\*IAFL\_\*-]?7JR6NIV";V M\*;;;0ZKKUM(I;BLBU]Z=M,H^7GH\_:7MO'O  
[<(\ODC+'W.%Q53E-#<.IX-X@1\$#PX&0@^ A3.O75FZL9 MWV1MR0QRA?) BI5-#XA7DJ1Q'A,(A';7)7@ZE4[".#I  
[BLFU7#>:%:9)WK(= MP>"SA\*\_%\$(71-(HK/I23>KF28P\%- @,N\>N3IMVR)1,>\_F:@4?6230!0. M)) ( ) %  
<.1;2OIF,\*UF\$B#O&R-9,HW1P@BX?8^QI\*.:9CJ%7/RG4CG%B( MW)<[49\$N&724B\$\$#KHD(:&%, -X^:77;N=  
[;95M%:6() FG423./2\$KRXZ^@ MB0^ONPX&TO+5HEI L^IWN;PKQBB.2)2:5!>G.>GY2\KZ#VX\*2RZ\*?2Y8QY  
( MTFT&A.\$BI@F+E\_ .Y ?R9] TYSRKNWK2 JC\1,"@#KP).N/5:27FG6;@-7L" M0A?S1&!]6"G'T=Z;11W.Z" MFJI%  
@TFY'(F/SN>[\*2\$K6;@^=3Q&JBV@"9G+MC)E\$1 I] +Q?-L^9W?.ES\* MFX4M]3L:C-51#-  
3TJ8"5I^5&^D=N\*/N/RY;+U.!CH;3?>2OB,T=:?5S MS\*5\_]E%/0>S"?>]8YG[8=E0^+MC\*D\*][8N4T7K(YR@JF!  
3IG.Y^QM^>Z@Z1\6T"0G\*0)8GH)87/V76I[ >M.5@2K &AJ" GV]MBZ]L/53INM1T5JF.1>,L":( M"@8SQ,@+I&!<=:  
<=:^D-EO?29->T>)4W=;1E@5%/>445,3^EZ#]SYXUHA.4C\*1 M^C/5B\VAJD>B:Q\*S[7N' .8U]  
W9C^M0GL6OZU>PBK@9Q1M@ @FHFLFLBH15) M4A5\$E4S%.FHFZM- MLR'D"Y;])O-I:9MPGK+\*5^!=TR.C?  
7.5'=7.U"ULZ"O81) QD37SO\$D'EV#<.CNZX'AA4TC@6@/,G;TT(\*1\*0[ U)5:\$KT  
M;>PT.QM=Q;LCN\_@=U.Z1K"J\V;RVD(11'G7,[9AF.558ALK6^WG;;A>- MID3&=.[!VW"LY'1C\;[+<-  
Y;B8+,^1:Q&6QA:I%\_8;7?ITTLZ261;1S PMHD M%4T';H&BK1NLOX @>Y>M\_5;J02]GJS\*[" ,M K!(8E<.22D1 - %I7F-

4Y6HP M.&+T\$R:\_IL<716UT6WUL):-\*+M8[N6W2=9W:268YJ4"Q)""NXB>-#8)OF MC=UB\_:K6J/  
YCCG5UDWD66Z(;I2H<'V\_!@WAU=V\_T MPL;\*TW:LEY>/&5N'MXX0\$E5%;\*83("86H@4LJBA=Z\$\$@>W-  
[A=ANY]]8&.0 MNGG2Y&+/3M M[S4[VE=Y]#FN38J12\*:8R1GTAHG#J ?2A5@.^N%2W1YA-B;CNYH[G;.4E@P M  
CE6=;>ZK3B7,<3\*1FXA2S"GM JF \$;L]@UIP]3C;@/5P.1L\_!;2;)FUG;W M\$1Q+52!FW+ME"-K:]KQE("A)  
608KM&DTU3;)\*NDP0<-VRRB)5MD?03S&Z+U MEM/<;RV?3=V1IFY+FL=P@K66V?O H<;>.\*5JRU(IMSHK7ND?-  
F@VM\_%MPLM M#<\*H= Q\*HV>,E'1F5E\$BA1F&5D0E Q M#+C87JCF1QI<'AP2AL?NY)TCUGJ M.G3;[VW"(I  
6@40=1H\*":>U,%'+&/\$Y'ZQ 2?&HS'SH3U:NK&^AV7N\*4OID MS!+:1SQAD)HL=3VQN?"H'APQ '@)RNQ<  
(OAU,:Q'JE9;FLU=0C=CA5]F@0>Q%\$(^OE5\$H "JJ<Y(6,2@>CPH/PU M/:\_EYZDUR98D(5\0#:NJ;66[1M5JFL!  
C:IN\$FRLBGIH#H0UU7#?/7#?.^ M8WL9YEL]&?@8+>J!AZ)'),D@]E@A\_(PP6S.C6R]F.MW!";O55-1-/1BIX\8 MT  
"(17@U&D'Y>"V\!|8Q.)B8G\$Q,3B8F/"V/\*&,Z?(%B;;D2BU:5,W3=EC+ M';H"\$D#-%C\*\$24PE\$ 'L'C  
(6VDZI>QZSMKB:\*M,R1 MNPJ.ZJ@BO'LQX;G5-.LY.5=W\$\$4M\*Y7D133TT8@T]>/#N)P-ZTHF.D\PXX< M7G)  
[6;>XZJS.WPCV8NS2ME=L#BLM6CQ8TPE##9+>)%'G[GNCOY:W! M[C<:D;\*Y%A:%1-(8V"Q%Z9 Y(&7-49:]  
M13'E^8="-Y!IXO+8WMR&,2"12T@ M2N;( 3FRY36G90^C&9>),C.8G\$Q,=)8;-6ZC%KSELL\$)6(1J)02BWLXY)  
9SV\*BEF/T!03]6.BXN;:TB,] MW(D4([6=@JCZ2!CR\9EW\$U7I&VPV3>2U4B%44):S1EUK;^O1:[E0B+=&1  
MFFLFK&LE7"JA2D\*JH43F, !J(AQZY=&UB"Y6SGM+E+MP2J-\$X=@.)\*J5S&G? M08[L6KZ3-;M=PW5N]HA  
9UD0HI/95@U!7NJFWLABL[B"64"1"2(QIZ:\*2:<>W'Y:90QF\_M;B MB,&AEB.J:TMT YM;8  
[RCD937NXXB:IIDET;".X@:'^;&)\$+BG;5\*YA3Z,>ZX]& M/=C&TIF7\$'\$82U&;RKC:'M9UDVQ\*Q\*7FL1]A.X5\$I(%  
A7^06ET]I2N=8G\*4].8\*5I^&-EUG1X+CW2>[MDNZTR-\*@> MOHREJ\_5C)/&,QDL3B8F)Q,3\$XF)B<3\$Q\4C)  
1T.P>2LL\_91<7'-EGDA)2+! MBP8M&Y!47=/CE1)NV;()E\$QSG,4I2AJ(@ "W%)- (L,\*L\K\$ \*H))](. ) M]@,?  
\$DD<,9EF94B45)) [22> ]QQQ\$Q\$6"-9S,##1TW#R\*(. (^5B'S: M2C7R B)079OF:JS5RB)BB',0YBZA\>J:&:VE:"X1HYE-  
"K JP/H(-"#)..( M9H;B,30,KPL\*AE(((J(#^#8)=6.S\$XF)B<3\$Q.)B8G\$Q,3B8F)Q,3"UGU M&6W;"#\_N/=P3W&E9=9H?  
9XPSBMWD59NN:PKX\<\$NSU>IG6(0#<8I9T<3B7N M^?4>PP<,[Y:MQZXFX;G;R7,@T1=/N9Q#PR":L0YG97-  
3UTPNWF\$T72\_E^#6^ M2/BK7T\$1D!8\$QY93E-#2E>^E?7C%N\;BMB#J9=+!&Q?T#MD?ABW<-Z\$EQI  
M\_K"K8^6LK>TR=VLC2H24@1&=FE8YR^5:(N5P;F?J)F4\_#0XRVQ]R)K'2W=6 MO[%QJD7O5IS5YG+>8(8UB0R\*/  
N8\*&\*BN0&G'&\*WKH4VG=2-MZ-LUHM/G-O M<6XU+R6EO;( +VM+-(OQQ6[,\_C4P5[#C"MQ5\*  
MM6%,QYKH.'L99/ETYU-RWLM3N-6PK;K74%\$D'Z(N(AXF8AUV9%!.8PZ\$2#\_5 M+1-C6.GV&I;7DM(  
5E>2.YMK::XG@7+0D)5 MY>7MCN1;J33D5'MYKB\*" &V(E=V/J8CNI8HQ+<0VP"\46C&@!%!09W?M6JT3>Z  
M66J]8[32-X2%=M1Z?S+9;L'BK[HU#3M:WCIFCZMJ>N7FD'<48F@OK<16: .Z@))H5/+>!  
MB9B:8LVA6^H:9L^\_U33;/2[?55T"0Q36L[271]2-B2A=J\$@%V( (D50\*UX4( MR1BK9!1NC1MVW.X48.DI]  
X,\_,FJ4#5&14!\$ #A1-G6.W[GJ;8Z??E&VXVJA/\$? T?-(C#\$\_9?PAJ\": MX:#==YKEOTZO+ZTSKKRZ86(():R)  
9EG.CYN?6\*/<0\?%P#-21LB;-I)I.Q.HD5L!6S9 M%RH\*X.3\*BVDZ[WW'U%U3:EWJNI:)80\*?<8K>V4VLMJ\$(9F<@  
(21EH"3XF91E MR 86>&YVKMWI\_I^X;:PLM5O9B??&FN66>.X8@Y!&K9@I\52%\2A6;-G)F!S MAOXSUU4]  
R>US%NX^!Q'@3 T!@;+GNWWDNE[KU;3)+S<.H27=NK>[21QAQ),B3 M.H)'Z%47\*B@!  
R3F]."O):WYKO5#4MM:9J\*6F@V\*6TQ7D1R.5,<+,\$A(!\_2F1 ML\$SLQ\*T&7O!S)=3S?\*=;9,I=1ICNJQ;4&N/=RXXJB]  
@TAC.DN6SZG\$GHN^ M)FU.54\H&NJC\*5,N=5(Q %LR75(9/3N4R+%TKV!%NFUZ:I%W,]SI?O#:LL M^H  
(DR,&\*A0/4@WSWBM=):"3W2T3\$".21,U78JS\$[L%6=8\0@ @8J<747>U!M M:W35  
(+275XKH3SRPPL@\*SR1QOERH,P4\*J %%:3+G!!")]+S??D&V([R<=;O M,\_XOR!% [5L^1N\*ZINC7/3\;U)  
S2QN+&QCHXRS-Q'5%>73=UL%&X-3&463?D M3 R\_(150;=5M@:=9MHFI;-TZ[MI=6T]IY+ AS4 \*\$T6I M(/3+?%  
\_=+J^G[MO[:XBTR]\$\*7IY<,S!VX7>-5;]!W;:M8S%5\1^Y#;CD9&RS%FQQ7+\PB\#)3SM\*U M-F\$D@A(N)6!  
BVRZC%H1XW9N'G=@Y Z7, L9KNV]E76I;WW?NRREO7TS4HRM[BWV\_ M?;>.HFS65F=W4H!"DC\$N,PD!8!J^  
Y2H;P\_8ZI;VTG9VHI>30W&MV>N>X"Z: M-55\$I(6E=%7)P,1"DK0!QF#%?>[:\_/.3.&<;H-MRV\_?  
&^YF9NUWAXVD9#?QV M\*,5,SR5B@8Y6.QU7V]3F31=I?23Y)P]C@U,\_7;+E\*4ABD PKYNNW@UO4RVU]  
MO76EP00,TL(-Q<\*CG-,YD7-&%!"O]@,\*U!.#GMBXFT;30NY=>MM3FGG41RD M00"KHM(4\$,97+\$D^T0:  
4&+X<#\_ !\3B8F)Q,3\$XF)B<3\$Q4+>I\FOM5\_ M/%;^TGN-5\_(/=OO3\_N5W,KZ5)W'WO.NX\7W&O9R\^O9Q  
[/GY%,\_)JN>M?LURU]=.5/>/RC,3YSYPOGKEYUY\_MM\W7IVX?+GYYWWN%Z;|ME/6?H[E\_!\Y7XOQ/-V]WSZ<  
M?D\_F1^9:ZY]S M+E?-DIP]GF=O&F:G?C!T5^5;[2;MO#?+=[,>Z\$[W\_G7EWH[W<6'F\_K[U!\_ M%?  
6/F7+W/<\_C^+Y.X\_%Y>,-]!]/QC1\_Q/XW[HOP[+7F>[TV\*R<>7E[\;M M?V4>:5OW4]L?./&^&^,^DO47J^=#^&?&  
X#7^+Z=]W?+CJZD?>[Q:\_>5 M[YSLC\CGY:4JO,R9#7V,\_VO9KW8^]A?=YRKGY!]VRYDY\_+SYJ^)^GYGBI7F  
M9>ZN:G&N/9;]R]O;:' #"?8CT#YDX]^\*^OEGCO->Z2\=Z+\_P'J?%]QW?BO M+/O7CP]/\_+Q?B3\_=U[\_E,]  
WKERUX[WU.;VL]?>:\_S[W?JOF\KY\_N>)YN3MYN+IK'W\\_-&F\_%\_BGS12?W\*N7-^K M\_P"(Y67P?JZZY^WF?  
#\S/^D\_6UY?= MFK3C7L-C?Y,/O)+?(9L\_O5Z\$GO.?:OO\_4OM\_YC""^H?&>)\_#\F\R#\W^O\ M#Y->/#OO  
[ZO@R\_/WQ/X]PF7GTRQ MS\*JJYO;X9?9K3U=V/!8X\_(2^:UM[9\_)9\TK!;R?R7R?\_YWXP=/2W/\_/7G  
MJCS+3PWEW\9\5R]S^)\R\9'4\_Y@?E,\_%/C?ROR/%FS5Y5/VG[:EY?:S^+[7# M&,L/N5^8%'^\_ OXSSO!3]  
7S:FG+K^@YF:N7)XLWL\<&\RS3@%#U=N#\$:4X]F%]\C?LY7O5,>N\_DG]V?4!/\_/\_D>HO M%CW\_)AZ8\_Y!  
\9XW7ON?>:\_;K PQ.F\_S\*?!4' \_!SX5R\_!7V\E.%9^FI3 MLIW=F9?<[\_^\_OGPOWC.V;+GY6:OBKR\_P!|6M\_#>1

\T\M/>9ERQY,\_=[\*[-,E M>[% 'K9^1G\XIO6'R=?- YZT;^+\R\H\?[C^)+W/G/\_07KWS/3F\7\_ #EXW]+\ M?B]V?W\?)G\_!?  
&OD\_D&F7-3DT^S^VY67\GP9.SPXIUU]S7S0?>OA?S)SN->S MG9A[7['FYZ5S>//2OBQD'=O^3W\RE1^6\I/(. [D?)?/  
M.^\_FCF[OO\_+/-OQ\_AX7^!QCMG\_?- \L2\_)7Q7Y8YIS+T\_P!. MWN]> QH/QCXU:.\_+ #/CG/3D=0^]  
3W+7/B/OWN//C^)YJ9>;X>7SO7[-\* <.S%0LONY]\TGW+W3W MWEO[A3-FR>//RZ\_WZYN/M4[\YDY\Y\_G?EOI+W8  
\H?XCZM\VYNY[K\;QG+W'XW)QQ-]Z\_P 3T7-\3^+>ZK\ -RUYGN^49>3DX M\O+2M>&3VO#7'S']VGP[5:>X?" \_>&]  
^STR<[.:S/PS\S-3+QS^SXL5YQ#^1 MM[64?VC^6CVL^:6G^A/!>=>7?--;Y(3T1Y7YQ\_.'KCR#E\#S?@]Q^CV<6/6?O  
MW^\*S\_&/B?Q7X5)S:Y\*^X9OTM4Y/;/6;+6E?#2N#8< [!=Q.)B8G\$Q,?\_ ]D! end