

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

FORM 8-K

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

Date of Report (Date of earliest event reported): February 9, 2024

THE GEO GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

1-14260
(Commission
File Number)

65-0043078
(IRS Employer
Identification No.)

4955 Technology Way, Boca Raton, Florida
(Address of Principal Executive Offices)

33431
(Zip Code)

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

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

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

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	GEO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 5 Corporate Governance and Management**Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.***Amended Bylaws*

On February 9, 2024, the Board having received the recommendation of the Nominating and Corporate Governance Committee, approved a decrease to the number of directors which constitute the whole Board from nine directors to eight directors so that there is no longer a vacancy on the Board. The effect of the approval is an amendment to Article V, Section 1 of the Company's Third Amended and Restated Bylaws.

Excerpts from the resolutions adopted by the Board to amend the Company's Third Amended and Restated Bylaws is attached hereto as Exhibit 3.1 and incorporated herein by reference.

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

(d) Exhibits

Exhibit No.	Description
3.1	Amendment to the Third Amended and Restated Bylaws of The GEO Group, Inc., effective February 9, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

THE GEO GROUP, INC.

February 15, 2024
Date

By: /s/ Shayn P. March
Shayn P. March
Acting Chief Financial Officer, Executive Vice President, Finance
and Treasurer
(Principal Financial Officer)

**EXCERPT FROM THE RESOLUTIONS ADOPTED BY
THE BOARD OF DIRECTORS
OF
THE GEO GROUP, INC.**

Adopted on February 9, 2024 and constituting an Amendment to Article V, Section 1 of the Third Amended and Restated Bylaws

WHEREAS, GEO's Third Amended and Restated Bylaws, as amended, authorize the Board to designate the number of directors on the Board from time to time at a number not less than three or more than 19, and to fill such vacancies as they occur; and

WHEREAS, the Board has reviewed the recommendation of the Nominating and Corporate Governance Committee (the "Committee") to reduce the number of directors of the Board from nine to eight so that there is no longer a vacancy on the Board; and

NOW, THEREFORE, BE IT RESOLVED, that, upon the recommendation of the Committee the Board hereby reduces the number of directors of the Board from nine to eight.