UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): August 12, 2010

THE GEO GROUP, INC.

(Exact Name of Registrant as Specified in Charter)

Florida
(State or Other Jurisdiction of Incorporation)

1-14260	**65-0043078**
(Commission File Number)	(IRS Employer Identification No.)
621 NW 53rd Street, Suite 700, Boca Raton, Florida	**33487**
(Address of Principal Executive Offices)	(Zip Code)

(561) 893-0101
(Registrant's Telephone Number, Including Area Code)

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 Instruction A.2. below):

o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 2 – Financial Information

Item 2.01 Completion of Acquisition or Disposition of Assets.

On August 12, 2010, The GEO Group, Inc. ("GEO") completed its previously announced acquisition of Cornell Companies, Inc. ("Cornell"), a Delaware corporation, pursuant to an Agreement and Plan of Merger, dated as of April 18, 2010 as amended on July 22, 2010 (the "Merger Agreement"), by and among GEO, GEO Acquisition III, Inc., a direct wholly-owned subsidiary of GEO ("Merger Sub"), and Cornell. Under the terms of the Merger Agreement, Merger Sub merged with and into Cornell (the "Merger"), with Cornell being the surviving corporation of the Merger.

As a result of the Merger, for each share of Cornell common stock, Cornell stockholders had the option to elect to receive: (i) 1.3 shares of common stock of GEO, par value $.01 per share, for each share of Cornell common stock; or (ii) the right to receive cash consideration equal to the greater of (x) the fair market value, as defined in the Merger Agreement, of one share of GEO common stock plus $6.00 or (y) the fair market value, as defined in the Merger Agreement, of 1.3 shares of GEO common stock. The fair market value of GEO common stock for determining the cash consideration to be received in the merger for each share of Cornell common stock is $21.58, which was calculated based upon the average closing price of GEO common stock on the ten trading days between July 15, 2010 and July 28, 2010. Therefore, the cash consideration is $28.054 for each share of Cornell common stock. In order to preserve the tax-deferred treatment of the transaction, no more than 20% of the outstanding shares of Cornell common stock may be exchanged for the cash consideration. If cash elections are made with respect to more than 20% of Cornell's shares, the excess is treated as a stock election and will be exchanged for shares of GEO common stock.

The total purchase price payable to Cornell stockholders is: (i) approximately 15.8 million shares of GEO common stock; and (ii) approximately $85 million in cash. Additionally, GEO assumed approximately $112 million in Cornell debt and repaid approximately $175.4 million in Cornell debt. GEO financed the cash consideration, the assumption of Cornell debt and the repayment of Cornell debt through borrowings under the Term Loan A, Term Loan B and Revolving Credit Facility components of the new credit agreement by and among GEO, as Borrower, BNP Paribas, as Administrative Agent, and the lenders who are, or may from time to time become, a party thereto and cash on hand.

The foregoing description of the Merger Agreement and Merger is not complete and is qualified in its entirety by reference to the Merger Agreement, which was attached as Exhibit 2.1 to GEO's Current Report on Form 8-K filed with the Securities and Exchange Commission (the "SEC") on April 20, 2010 as amended by the amendment which was attached as Exhibit 2.1(a) to GEO's Current Report on Form 8-K filed with the SEC on July 22, 2010, and is incorporated herein by reference.

A copy of GEO's press release dated August 12, 2010 announcing the completion of the Merger is attached hereto as Exhibit 99.1. A copy of GEO's press release dated August 12, 2010 announcing the preliminary election results by Cornell stockholders of the merger consideration is attached as Exhibit 99.2.

Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an off-Balance Sheet Arrangement of a Registrant.

Upon completion of the acquisition of Cornell on August 12, 2010, the obligations of Municipal Corrections Finance, L.P. ("MCF") under its 8.47% Taxable Revenue Bonds, Series 2001 ("MCF Bonds") remained outstanding. MCF is not a direct or indirect subsidiary of GEO, but the outstanding principal balance of the MCF Bonds will be included in the consolidated balance sheet of GEO as a liability consisting of debt of a special purpose entity. The outstanding principal balance of the MCF Bonds as of the closing of the acquisition was $108,300,000. The MCF Bonds bear interest at a rate of 8.47% per annum and are payable in semi-annual installments of interest and annual installments of principal. All unpaid principal and accrued interest on the MCF Bonds is due on the earlier of August 1, 2016 (maturity) or as noted under the bond documents.

Subsequent to the closing of the acquisition, the scheduled maturities of the MCF Bonds is as follows:

	MCF
For the year ending December 31,	
2011	$ 14,600,000
2012	$ 15,800,000
2013	$ 17,200,000
2014	$ 18,600,000
2015	$ 20,200,000
2016	$ 21,900,000
Total	$108,300,000

The MCF Bonds are limited, nonrecourse obligations of MCF and are collateralized by the property and equipment, bond reserves, assignment of subleases and substantially all assets related to the facilities included in a 2001 sale and leaseback transaction in which Cornell sold eleven facilities to MCF. Cornell leased the 11 facilities back from MCF pursuant to a Master Lease Agreement dated August 14, 2001 ("Master Lease"). GEO does not guaranty the Master Lease. The foregoing description of the Master Lease does not purport to be complete and is qualified in its entirety by reference to the Master Lease, which is filed as Exhibit 10.1 to this report and is incorporated herein by this reference.

Neither GEO nor Cornell are obligors under the MCF Bonds and MCF Bond indenture, and there is no recourse to GEO, Cornell or their subsidiaries for any liabilities arising under the MCF Bonds and MCF Bond indenture.

The MCF Bond indenture provides for the establishment and maintenance by MCF for the benefit of the trustee under the indenture of a debt service reserve fund. The debt service reserve fund has a balance of $23,800,000. The debt service reserve fund is available to the trustee to pay debt service on the MCF Bonds when needed, and to pay final debt service on the MCF Bonds.

If MCF is in default in its obligations under the MCF Bond indenture, the trustee may declare the principal outstanding and accrued interest immediately due and payable. MCF has the right to cure a default of non-payment obligations.

The MCF Bonds are subject to extraordinary mandatory redemption in certain instances upon casualty or condemnation. The MCF Bonds may be redeemed at the option of MCF prior to their final scheduled payment dates at par plus accrued interest plus a make-whole premium.

Section 5 – Corporate Governance and Management

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the special meeting of shareholders of GEO held on August 12, 2010, GEO's shareholders, upon the recommendation of the board of directors, (1) approved the issuance of shares of GEO common stock pursuant to the Merger Agreement, (2) approved amendments to The GEO Group, Inc. 2006 Stock Incentive Plan and (3) approved an adjournment of the GEO special meeting, if necessary, to solicit additional proxies in favor of the foregoing proposals. The voting results are set forth below.

1. The shareholders voted in favor of the proposal to approve the issuance of shares of GEO common stock and other securities convertible into or exercisable for shares of GEO common stock in connection with the transactions contemplated by the Merger Agreement as follows:

For:	44,852,890
Against:	40,800
Abstain:	24,609

2. The shareholders voted in favor of the proposal to approve the amendments to The GEO Group, Inc. 2006 Stock Incentive Plan as follows:

For:	43,615,722
Against:	1,256,319
Abstain:	46,258

3. The shareholders voted in favor of the proposal to approve an adjournment of the GEO special meeting, if necessary, to solicit additional proxies in favor of the foregoing proposals as follows:

For:	41,777,197
Against:	3,109,376
Abstain:	31,726

Section 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The required financial statements will be filed on Form 8-K/A as soon as practicable, but not later than 71 calendar days after the date of this Form 8-K.

(b) Pro Forma Financial Information

The required pro forma financial information will be filed on Form 8-K/A as soon as practicable, but not later than 71 calendar days after the date of this Form 8-K.

(d) Exhibits

10.1	Master Lease Agreement, dated August 14, 2001 between Municipal Corrections Finance, L.P. and Cornell Companies, Inc. (incorporated herein by reference to Exhibit 10.2 to the Cornell Companies, Inc. File No. 001-14472 Current Report on Form 8-K, filed on August 28, 2001)
99.1	Press release, dated August 12, 2010, announcing the closing of the merger.
99.2	Press release, dated August 12, 2010, announcing preliminary results of merger consideration elections by Cornell Companies, Inc. stockholders.

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.

August 18, 2010	By: /s/ Brian R. Evans
Date	Brian R. Evans
	Senior Vice President and Chief Financial Officer
	(Principal Financial Officer)

EXHIBIT INDEX

Exhibit No.	Description
10.1	Master Lease Agreement, dated August 14, 2001 between Municipal Corrections Finance, L.P. and Cornell Companies, Inc. (incorporated herein by reference to Exhibit 10.2 to the Cornell Companies, Inc. File No. 001-14472 Current Report on Form 8-K, filed on August 28, 2001)
99.1	Press release, dated August 12, 2010, announcing the closing of the merger.
99.2	Press release, dated August 12, 2010, announcing preliminary results of merger consideration elections by Cornell Companies, Inc. stockholders

Exhibit 99.1

The GEO Group, Inc.

NEWS RELEASE

One Park Place, Suite 700 ■ 621 Northwest 53rd Street ■ Boca Raton, Florida 33487 ■ www.thegeogroupinc.com

CR-10-28

THE GEO GROUP CLOSES $730 MILLION MERGER WITH CORNELL COMPANIES

Boca Raton, Fla. — August 12, 2010 — **The GEO Group (NYSE: GEO)** ("GEO") a private provider of correctional, detention, and residential treatment services to federal, state and local government agencies around the globe announced today the successful closing of its previously announced merger with Cornell Companies, Inc. (NYSE:CRN) ("Cornell"), a private provider of corrections, treatment and educational services outsourced by federal, state and local governmental agencies. GEO Group has acquired Cornell for stock and cash at an estimated enterprise value of $730 million, including the assumption of approximately $290 million in Cornell debt, excluding cash.

In connection with the merger, GEO will issue approximately 15.8 million shares in exchange for 80% of the outstanding shares of Cornell common stock. The remaining 20% of the outstanding shares of Cornell common stock will receive cash consideration totaling approximately $85.0 million. Following the merger, GEO will have approximately 65.0 million diluted shares outstanding.

George C. Zoley, Chairman and Chief Executive Officer of GEO, said "This strategic merger marks an important milestone for GEO and better positions the Company to meet the increasing demand for correctional, detention and residential treatment facilities and services. This transformational event creates a stronger company with revenues of approximately $1.5 billion, enhanced scale, diversification, and complementary service offerings."

GEO's Expanded Operations

Following the merger, GEO now manages and/or owns 119 correctional, detention and residential treatment facilities with a total design capacity of approximately 81,000 beds and eight non-residential service centers with a total service capacity of approximately 1,400.

Transaction Financing

As previously announced, GEO has closed on a new $750.0 million Senior Credit Facility comprised of a five-year, $150.0 million Term Loan A initially bearing interest at LIBOR plus 2.50%; a six-year, $200.0 million Term Loan B initially bearing interest at LIBOR plus 3.25% with a LIBOR floor of 1.50%; and a five-year $400.0 million Revolving Credit Facility (the "Revolver") initially bearing interest at LIBOR plus 2.50%.

GEO's new Senior Credit Facility was used to repay borrowings outstanding under GEO's previous Credit Facility and Term Loan B; fund the cash consideration and transaction-related expenses in connection with the Cornell merger; and repay Cornell's current senior debt of approximately $180 million. Following the closing of the Cornell merger, GEO's new Term Loan A and Term Loan B are fully funded, and GEO expects to have approximately $220.0 million in borrowings outstanding, approximately $50.0 million in letters of credit, and between $120.0 million and $130.0 million in available borrowing capacity under the Revolver.

Contact: Pablo E. Paez
Director, Corporate Relations
1-866-301-4436

Financial Impact
The merger is expected to increase GEO's total annual revenues by approximately $400 million to approximately $1.5 billion. The merger is also expected to substantially increase GEO's EBITDA, net income, and adjusted funds from operations (formerly referred to as adjusted free cash flow) on a fully annualized basis. GEO reiterated today its previously guided annual cost synergies of $12.0 million-$15.0 million. As previously disclosed, GEO expects the merger to have a neutral impact on its pro forma 2010 earnings per share excluding one-time transaction-related expenses and transitional costs and to become accretive to pro forma earnings in 2011.

Financial and Legal Advisors
BofA Merrill Lynch and Barclays Capital acted as GEO's joint financial advisors. Akerman Senterfitt served as GEO's legal advisor. Moelis & Company acted as Cornell's exclusive financial advisor. Hogan Lovells US LLP served as Cornell's legal advisor.

About The GEO Group, Inc.
The GEO Group, Inc. is a world leader in the delivery of correctional, detention, and residential treatment services to federal, state, and local government agencies around the globe. GEO offers a turnkey approach that includes design, construction, financing, and operations. GEO represents government clients in the United States, Australia, South Africa, and the United Kingdom. GEO's worldwide operations include the management and/or ownership of 119 correctional, detention and residential treatment facilities with a total design capacity of approximately 81,000 beds, including projects under development as well as eight non-residential service centers with a total service capacity of approximately 1,400.

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 estimated earnings, revenues and costs and our ability to maintain growth and strengthen contract relationships. 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) the risk that the businesses will not be integrated successfully or that such integration may be more difficult, time-consuming or costly than expected; (2) the risk that the expected increased revenues, EBITDA, net income and funds from operations may not be fully realized or may take longer to realize than expected; (3) the risk that the cost synergies from the transaction may not be fully realized or may take longer to realize than expected; (4) any difficulties encountered in maintaining relationships with customers, employees or suppliers as a result of the transaction; (5) GEO's ability to successfully pursue further growth and continue to enhance shareholder value; (6) GEO's ability to access the capital markets in the future on satisfactory terms or at all; (7) risks associated with GEO's ability to control operating costs associated with contract start-ups; (8) 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; (9) GEO's ability to win management contracts for which it has submitted proposals and to retain existing management contracts; (10) GEO's ability to obtain future financing on acceptable terms; (11) GEO's ability to sustain company-wide occupancy rates at its facilities; and (12) other factors contained in GEO's Securities and Exchange Commission filings, including the forms 10-K, 10-Q and 8-K reports.

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Director, Corporate Relations

The GEO Group, Inc.

NEWS RELEASE

One Park Place, Suite 700 ■ 621 Northwest 53rd Street ■ Boca Raton, Florida 33487 ■ www.thegeogroupinc.com

CR-10-26

THE GEO GROUP, INC. ANNOUNCES PRELIMINARY RESULTS OF MERGER CONSIDERATION ELECTIONS BY CORNELL COMPANIES, INC. STOCKHOLDERS

Boca Raton, Florida — August 12, 2010 — The GEO Group, Inc. (NYSE: GEO) ("GEO") announced today the preliminary results of the elections made by stockholders of Cornell Companies, Inc. (NYSE: CRN) ("Cornell") as to the form of merger consideration they wish to receive in connection with the acquisition of Cornell by GEO. GEO anticipates closing the acquisition later today, assuming that Cornell stockholders approve the transaction at a special meeting scheduled for today at 10:00 a.m., Central time, and GEO shareholders approve the issuance of shares of GEO common stock issuable as merger consideration at a special meeting scheduled for today at 10:00 a.m., Eastern time.

Based on available information, as of the election deadline of 5:00 p.m., New York time, on August 11, 2010, there were 15,155,527 shares of Cornell common stock outstanding, excluding 358,763 treasury shares. The preliminary results of elections made by Cornell stockholders are as follows:

- 8,247,444 shares of Cornell common stock (approximately 54.5% of the outstanding shares of Cornell common stock) elected to receive GEO common stock. The stock elections with respect to 47,885 of the foregoing shares of common stock were made pursuant to the notice of guaranteed delivery procedure described below.

- 3,265,258 shares of Cornell common stock (approximately 21.5% of the outstanding shares of Cornell common stock) elected to receive cash. The cash elections with respect to 256,860 of the foregoing shares of common stock were made pursuant to the notice of guaranteed delivery procedure described below.

- 3,642,825 shares of Cornell common stock (approximately 24.0% of the outstanding shares of Cornell common stock) failed to make a valid election.

The notice of guaranteed delivery procedure requires the delivery of Cornell stock certificates representing such shares (or a confirmation evidencing the book entry transfer of such shares) to the exchange agent, BNY Mellon Shareowner Services, by 5:00 p.m., Eastern time, on August 16, 2010. If the exchange agent does not receive the required certificates or confirmation by this guaranteed delivery deadline, the Cornell shares subject to such election will be treated as shares for which a valid election was not made.

Under the terms of the merger agreement, Cornell stockholders had the option to elect to receive: (i) 1.3 shares of common stock of GEO, par value $.01 per share, for each share of Cornell common stock; or (ii) the right to receive cash consideration equal to the greater of (x) the fair market value of one share of GEO common stock plus $6.00 or (y) the fair market value of 1.3 shares of GEO common stock. Assuming the merger closes today, the fair market value of GEO common stock for determining the cash consideration to be received in the merger for each share of Cornell common stock would be $21.58, which was calculated based upon the average closing price of GEO common stock on the ten trading days between July 15, 2010 and July 28, 2010. Therefore, the cash consideration would be $28.054 for each share of Cornell common stock.

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Director, Corporate Relations

In order to preserve the tax-deferred treatment of the transaction, no more than 20% of the outstanding shares of Cornell common stock may be exchanged for the cash consideration. If cash elections are made with respect to more than 20% of Cornell's shares, the excess is treated as a stock election and will be exchanged for shares of GEO common stock.

Based on the preliminary information above, Cornell stockholders who made valid elections to receive stock consideration will receive, for each share subject to such election, 1.3 shares of GEO common stock. Cornell stockholders who made valid elections to receive cash consideration will receive, for each share subject to such election, cash consideration for approximately 98.5% of their shares and stock consideration for the remaining 1.5% of their shares. Cornell stockholders who failed to make a valid election will receive the stock consideration for each share subject to such non-election.

GEO expects to announce the final results of the merger consideration elections on or about August 17, 2010.

Important Additional Information About the Transaction

This press release may be deemed to be solicitation material in respect of the proposed merger between GEO and Cornell. The proposed transaction will be submitted to the respective stockholders of GEO and Cornell for their consideration. In connection with the proposed transaction, GEO has filed with the Securities and Exchange Commission (the "SEC") a registration statement on Form S-4, as amended, that includes a definitive joint proxy statement of GEO and Cornell and that also constitutes a prospectus of GEO. The respective stockholders of the companies are urged to read the definitive Joint Proxy Statement/Prospectus and any other relevant documents filed with the SEC, as well as any amendments or supplements to those documents, because they will contain important information. You may obtain a free copy of the definitive Joint Proxy Statement/Prospectus, as well as other filings containing information about the companies at the SEC's Internet site (http://www.sec.gov). Copies of the definitive Joint Proxy Statement/Prospectus and the SEC filings that are incorporated by reference in the Joint Proxy Statement/Prospectus can be obtained, free of charge, by directing a request to Pablo E. Paez, Director, Corporate Relations, (561) 999-7306, ppaez@geogroup.com, One Park Place, Suite 700, 621 Northwest 53rd Street, Boca Raton, Florida 33487.

Participants in the Solicitation

GEO, Cornell and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding GEO's directors and executive officers is available in its Annual Report on Form 10-K for the year ended January 3, 2010, which was filed with the SEC on February 22, 2010, and its proxy statement for its 2010 annual meeting of stockholders, which was filed with the SEC on March 24, 2010, and information regarding Cornell's directors and executive officers is available in Cornell's Annual Report on Form 10-K, for the year ended December 31, 2009, which was filed with the SEC on February 26, 2010 and its Form 10-K/A, which was filed with the SEC on April 30, 2010. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, are contained in the definitive Joint Proxy Statement/Prospectus and other relevant materials filed with the SEC. You may obtain free copies of these documents as described in the preceding paragraph.

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Forward-Looking Statements

This press release contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, notwithstanding that such statements are not specifically identified. Forward-looking statements are typically identified by words or phrases such as “will,” “anticipate,” “estimate,” “expect,” “project,” “intend,” “plan,” “believe,” “target,” “continue,” “remain,” “should,” “forecast,” and other words and terms of similar meaning. These forward-looking statements involve a number of risks, uncertainties and assumptions which are difficult to predict. Such risks and uncertainties, include, but are not limited to: failure to satisfy any of the conditions to the proposed merger transaction, adverse effects on the market price of our common stock and on our operating results because of a failure to complete the proposed merger transaction, failure to realize the expected benefits of the proposed merger transaction, negative effects of announcement or consummation of the proposed merger transaction on the market price of our common stock, significant transaction costs and/or unknown liabilities and general economic and business conditions that affect the combined companies following the proposed merger transaction; unanticipated expenses such as litigation or legal settlement expenses, and tax law changes. Actual results could differ materially. GEO and Cornell caution readers that any forward-looking statement is not a guarantee of future performance and that actual results could differ materially from those contained in the forward-looking statements.

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