

OMB APPROVAL	
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ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

- Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported.
- Form 4 Transactions Reported.

1. Name and Address of Reporting Person* <u>ZOLEY GEORGE C</u>			2. Issuer Name and Ticker or Trading Symbol <u>GEO GROUP INC [GEO]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Executive Chairman		
(Last)	(First)	(Middle)	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
4955 TECHNOLOGY WAY			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>BOCA RATON FL 33431</u>								
(City) (State) (Zip)								

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)	(D)	Date Exercisable	Expiration Date						Title
Phantom Stock	(1)	11/07/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	567,525 ⁽⁴⁾	D	
Phantom Stock	(1)	11/08/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	492,525	D	
Phantom Stock	(1)	11/09/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	417,525	D	
Phantom Stock	(1)	11/10/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	342,525	D	
Phantom Stock	(1)	11/11/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	267,525	D	
Phantom Stock	(1)	11/14/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	192,525	D	
Phantom Stock	(1)	11/15/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	117,525	D	
Phantom Stock	(1)	11/16/2022		D		75,000 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	75,000	\$0.00 ⁽³⁾	42,525	D	
Phantom Stock	(1)	11/17/2022		D		42,525 ⁽²⁾⁽³⁾	(1)	(1)	Common Stock	42,525	\$0.00 ⁽³⁾	0	D	

Explanation of Responses:

- Each share of phantom stock was the economic equivalent of one share of common stock. The shares of phantom stock were originally payable in shares of common stock upon the reporting person's retirement from employment with The GEO Group, Inc. pursuant to the terms of the reporting person's Amended and Restated Executive Retirement Agreement, effective February 26, 2020 (the "Prior Retirement Agreement").
- As previously disclosed, the Company and Mr. Zoley entered into the Amended and Restated Executive Retirement Agreement, dated as of May 27, 2021 (the "Amended and Restated Executive Retirement Agreement"). Pursuant to the terms of the Amended and Restated Executive Retirement Agreement, upon the date that Mr. Zoley ceases to provide services to the Company, the Company will pay to Mr. Zoley an amount equal to the Grandfathered Payment (as defined in the Amended and Restated Executive Retirement Agreement) which shall be paid in cash, as adjusted to reflect the credit of interest and the annual contribution amount by the Company pursuant to the terms of the Amended and Restated Executive Retirement Agreement. The Company had previously placed shares of Company common stock in rabbi trusts to fund the Company's obligation to pay Mr. Zoley's retirement benefit in shares of common stock under the terms of the Prior Retirement Agreement.
- The dispositions reported in this Form 5 reflect dispositions by the Company of the shares of common stock held in the rabbi trusts. Mr. Zoley did not exercise any discretion with respect to the dispositions and did not receive any proceeds from such dispositions.
- The amount of shares reflects an increase to the 642,118 shares previously reported as a result of 407 shares credited due to dividends declared and paid pursuant to the terms of the Prior Retirement Agreement.

Remarks:

/s/ Joe Negron as Attorney-in-Fact for George C. Zoley 02/14/2023

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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