

**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): **September 19, 2013**

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.)

621 NW 53rd 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)

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):

- 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))

Section 8- Other Events

Item 8.01 Other Events.

On the morning of September 19, 2013, The GEO Group, Inc. (“GEO”) announced its plans for the commencement of an offering of \$250,000,000 aggregate principal amount of senior notes due 2022 (the “Notes”) in a private offering, subject to market and other customary conditions. Also on the morning of September 19, 2013, GEO issued a press release announcing the commencement of a tender offer and consent solicitation for any and all of its 7 ¾% senior notes due 2017. On the afternoon of September 19, 2013, GEO announced the pricing of its offering of Notes. The Notes will be issued at a coupon rate and yield to maturity of 5 7/8%. GEO expects to issue the Notes on October 3, 2013.

GEO expects to receive net proceeds from this offering of approximately \$244.4 million after deducting the initial purchasers’ discount and GEO’s estimated expenses. GEO intends to use the net proceeds from the offering, together with cash on hand, to fund the repurchase, redemption or other discharge of its 7 ¾% senior notes due 2017 pursuant to its concurrent tender offer, pay related fees, costs and expenses, and for general corporate purposes.

A copy of the press release announcing GEO’s intention to offer the Notes is attached as Exhibit 99.1 hereto. A copy of the press release announcing commencement of the tender offer and consent solicitation for GEO’s outstanding 7 ¾% senior notes due 2017 is attached as Exhibit 99.2 hereto. A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.3 hereto.

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 announcing the offering of the Notes, dated September 19, 2013.
99.2	Press Release announcing the commencement of the tender offer and consent solicitation, dated September 19, 2013.
99.3	Press Release announcing the pricing of the offering of the Notes, dated September 19, 2013.

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.

September 25, 2013
Date

By: /s/ Brian R. Evans
Brian R. Evans
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release announcing the offering of the Notes, dated September 19, 2013.
99.2	Press Release announcing the commencement of the tender offer and consent solicitation, dated September 19, 2013.
99.3	Press Release announcing the pricing of the offering of the Notes, dated September 19, 2013.



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CR-13-20

THE GEO GROUP, INC. ANNOUNCES OFFERING OF SENIOR UNSECURED NOTES DUE 2022

Boca Raton, Fla. – September 19, 2013 — The GEO Group (NYSE: GEO) (“GEO”) announced today that it intends to offer \$250,000,000 aggregate principal amount of senior unsecured notes due 2022 (the “notes”) in a private offering, subject to market and other customary conditions. GEO intends to use the net proceeds to fund the repurchase, redemption or other discharge of its 7 ³/₄% senior notes due 2017, for which it is conducting a cash tender offer, and pay related fees, costs and expenses, and any unused amounts for general corporate purposes.

The notes will be offered in the United States only to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

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 prior to registration or qualification under the securities laws of any such jurisdiction.

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, including GEO’s reports on Form 10-K and Form 10-Q filed with the Commission. GEO wishes to caution readers that certain important factors may have affected and could in the future affect GEO’s actual results and could cause GEO’s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of GEO, including the risks that the offering of the notes cannot be successfully completed or that the cash tender offer cannot be successfully completed. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

-End-

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Vice President, Corporate Relations

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CR-13-21

THE GEO GROUP, INC. COMMENCES TENDER OFFER AND CONSENT SOLICITATION FOR OUTSTANDING 7 ¾% SENIOR NOTES DUE 2017

Boca Raton, Fla. – September 19, 2013 — The GEO Group, Inc. (NYSE:GEO) (“GEO”) announced today that it has commenced a cash tender offer for any and all of its outstanding \$250,000,000 aggregate principal amount of 7 ¾% Senior Notes due 2017 (CUSIP No. 36159RAC7) (the “Notes”) and consent solicitation from the holders of the Notes to authorize the elimination of most of the covenants and certain of the events of default contained in the indenture governing the Notes (the “Proposed Amendments”). Holders may not tender their Notes pursuant to the tender offer without delivering consents or deliver consents without tendering their Notes. The tender offer is scheduled to expire at 11:59 p.m., New York City time, on October 17, 2013, unless extended or earlier terminated by GEO (the “Expiration Date”). The tender offer and consent solicitation are being made pursuant to the Offer to Purchase and Consent Solicitation Statement, dated September 19, 2013, and the related Letter of Transmittal and Consent, dated September 19, 2013 (together, the “Offer Documents”), which set forth a more detailed description of the tender offer and consent solicitation. Holders of the Notes are urged to carefully read the Offer Documents.

Subject to the terms of the tender offer and consent solicitation, holders who validly tender their Notes and deliver their consents to the tender agent (as identified below) (and do not validly withdraw their Notes or revoke their consents) prior to 5:00 p.m., New York City time, on October 2, 2013, unless extended or earlier terminated (the “Consent Payment Deadline”), will be entitled to receive \$1,043.45, payable in cash, for each \$1,000 principal amount of Notes accepted for payment (the “Total Consideration”), which amount includes a consent payment of \$30.00 per \$1,000 principal amount (the “Consent Payment”). In addition, holders whose Notes are purchased will receive accrued and unpaid interest up to, but not including, the applicable payment date. Holders may withdraw tenders and revoke consents at any time prior 5:00 p.m., New York City time, on October 2, 2013 (the “Withdrawal Deadline”) unless extended by GEO. GEO has reserved the right, at any time following the Consent Payment Deadline but prior to the Expiration Date, to accept for purchase all Notes validly tendered and not validly withdrawn on or before such date (the “Early Acceptance Date”). If GEO elects to exercise this option, GEO will pay the Total Consideration or Tender Offer Consideration (as defined below), as applicable, for the Notes accepted for purchase promptly following the acceptance of such Notes (the date of such payment being referred to as the “Early Payment Date”). GEO expects that the Early Payment Date will be October 3, 2013, subject to the satisfaction or waiver of all the conditions to the tender offer and consent solicitation.

Subject to the terms of the tender offer and consent solicitation, holders who validly tender their Notes and deliver their consents after the Consent Payment Deadline but on or prior to the Expiration Date will receive \$1,013.45, payable in cash, for each \$1,000 principal amount of Notes accepted for purchase (the “Tender Offer Consideration”) plus accrued and unpaid interest up to, but not including, the applicable payment date, but will not receive the Consent Payment. Notes tendered after the Consent Payment Deadline but before the Expiration Date are expected to receive payment promptly following the expiration of the tender offer and consent solicitation.

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The early acceptance and payment feature is at the option of GEO and the Early Acceptance Date and final acceptance date could be the same date.

GEO's obligation to consummate the tender offer and consent solicitation is subject to the satisfaction or waiver of certain conditions, which are more fully described in the Offer Documents, including, among others, (i) receipt by GEO of aggregate gross proceeds of at least \$250.0 million on terms satisfactory to GEO (the "New Financing"), (ii) receipt of consents to authorize the Proposed Amendments by at least a majority of the outstanding Notes and (iii) execution and delivery of a supplemental indenture giving effect to the Proposed Amendments. There can be no assurance such conditions will be satisfied.

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

The Offer Documents will be distributed to holders of Notes promptly. Holders who would like additional copies of the offer documents may call the information agent, D.F. King & Co., Inc. at (212) 269-5550 (collect, for banks or brokers) or (800) 829-6551 (toll-free, for all others). Questions regarding the tender offer and consent solicitation may be directed to Wells Fargo Securities, LLC at (704) 410-4760 (collect) or (866) 309-6316 (U.S. toll-free).

This news release shall not constitute an offer to buy or a solicitation of an offer to sell the Notes or an offer to sell or the solicitation of an offer to purchase any new securities, including in connection with the New Financing. Any such offer, solicitation, purchase or sale will be made only by means of the Offer to Purchase and the related Letter of Transmittal and Consent that GEO will be making available to holders.

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, and community reentry 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 95 facilities totaling approximately 72,000 beds with a growing workforce of approximately 18,000 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 and the related consent solicitation. 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, the consent solicitation and the redemption 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 forms 10-K, 10-Q and 8-K reports.

-End-

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NEWS RELEASE

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CR-13-22

**THE GEO GROUP, INC. PRICES \$250 MILLION OFFERING
OF SENIOR UNSECURED NOTES DUE 2022 AT 5 7/8%**

Boca Raton, Fla. – September 19, 2013 — **The GEO Group (NYSE: GEO)** (“GEO”) announced today the pricing of its offering of \$250,000,000 aggregate principal amount of senior unsecured notes due 2022 (the “Notes”). The Notes will be issued with a coupon and yield to maturity of 5 7/8%. The sale of the Notes, which is subject to customary closing conditions, is expected to be completed on October 3, 2013.

GEO intends to use the net proceeds to fund the repurchase, redemption or other discharge of its 7 3/4% senior notes due 2017, for which it is conducting a cash tender offer, and pay related fees, costs and expenses, and any unused amounts for general corporate purposes.

The notes will be offered in the United States only to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”) and outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

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 prior to registration or qualification under the securities laws of any such jurisdiction.

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, including GEO’s reports on Form 10-K and Form 10-Q filed with the Commission. GEO wishes to caution readers that certain important factors may have affected and could in the future affect GEO’s actual results and could cause GEO’s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of GEO, including the risks that the offering of the notes cannot be successfully completed or that the cash tender offer cannot be successfully completed. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

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