
**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): December 31, 2012

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))
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Section 1- Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement.

The information set forth below in "Item 8.01. Other Events" under the caption "GEO Care Divestiture" is incorporated by reference herein.

Section 5- Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers: Compensatory Arrangements of Certain Officers.

On December 31, 2012, The GEO Group, Inc. ("GEO" or the "Company") entered into the Second Amended and Restated Employment Agreement with Mr. Jorge A. Dominicis (the "Amended Employment Agreement"). On December 31, 2012, Mr. Dominicis also entered into a new employment agreement with GEO Care (as defined below) (the "GEO Care Employment Agreement").

The Amended Employment Agreement and GEO Care Employment Agreement (together, the "Employment Agreements") allocate Mr. Dominicis' services, compensation and benefits between GEO and GEO Care after the GEO Care Divestiture (as defined below). Specifically, the Amended Employment Agreement provides that Mr. Dominicis (i) will continue to serve as Senior Vice President of GEO and (ii) may own an interest in and/or perform services related to the management and operations of GEO Care including serving as the President of GEO Care ("GEO Care Activities"). The Amended Employment Agreement adjusts Mr. Dominicis' annual base salary from GEO to \$335,000 from \$500,000 as a result of the GEO Care Divestiture and his performing services for both GEO and GEO Care as set forth in the Employment Agreements. Mr. Dominicis will also receive an annual base salary of \$165,000 from GEO Care. If at any time Mr. Dominicis' employment with GEO Care is terminated for any reason, his GEO annual base salary will be increased by 49.26%. Copies of the Employment Agreements were filed previously as Exhibit D-1 and D-3 to the Purchase Agreement (as defined below) filed as an exhibit to the Form 8-K filed on December 12, 2012 (the "December Form 8-K").

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On December 31, 2012, in connection with the closing of the GEO Care Divestiture (defined below) and the completion of all necessary actions to convert into a real estate investment trust (“REIT”) as of January 1, 2013, GEO determined to change its fiscal year end from the close of business on the Sunday closest to December 31 of each year to December 31 of each year. This change is effective for the 2012 fiscal year and as a result the 2012 fiscal year ended on December 31, 2012 instead of December 30, 2012.

No transition report is required to be filed. The annual report on Form 10-K for the fiscal year ended on December 31, 2012 will be the first form to be reported using the new fiscal year-end.

Section 8- Other Events

Item 8.01 Other Events.

REIT Special Dividend

In connection with GEO’s previously announced special dividend, GEO paid on December 31, 2012, a total of approximately \$76 million in cash and issued approximately 9.7 million shares of GEO common stock to its shareholders. Shareholders received payment of the special dividend in cash, shares of GEO common stock or a combination as a result of shareholder elections made during the election period. Attached as Exhibit 99.1 is a copy of the press release announcing the election results.

GEO Care Divestiture

On December 31, 2012, GEO closed its previously announced divestiture of the equity interests in GEO Care, Inc. after its conversion into a limited liability company (“GEO Care”) to GEO Care Holdings LLC (the “Buyer”), a company formed by members of GEO and GEO Care’s management teams (the “MBO Group”), pursuant to the Purchase Agreement, dated as of December 6, 2012, entered into between GEO and the Buyer (the “Purchase Agreement”) for a purchase price of \$36 million, subject to certain purchase price adjustments (the “GEO Care Divestiture”).

On December 31, 2012, GEO and the Buyer entered into an amendment to the Purchase Agreement (the “Amendment”). The Amendment provides for an increased purchase price adjustment in favor of the Buyer in the event certain client consents are not obtained within the one-year period following the GEO Care Divestiture. The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the Amendment, which is filed as Exhibit 2.1 to this report.

On December 31, 2012, GEO Corrections and Detention, Inc. and GEO Care entered into the Services Agreement previously described in the December Form 8-K. A copy of the Services Agreement was filed previously with the December Form 8-K as Exhibit C to the Purchase Agreement. Also on December 31, 2012, GEO and GEO Care entered into the License Agreement previously described in the December Form 8-K. A copy of the License Agreement was filed previously with the December Form 8-K as Exhibit B to the Purchase Agreement. In addition, The GEO Group Australia Pty Ltd. and GEO Care Australia Pty Ltd. entered into the Pacific Shores Subcontractor Agreement as previously described in the December Form 8-K. Lastly, GEO and GEO Care entered into employment agreements with Mr. Dominicis as previously described in the December Form 8-K and above under Item 5.02.

Repurchase of Shares by GEO

As previously disclosed in GEO's periodic filings, GEO adopted in July 2011 a stock repurchase program for up to \$100.0 million of GEO common stock effective through December 31, 2012. As of September 30, 2012, there remained approximately \$25 million of GEO common stock that could be repurchased under the program. On December 31, 2012, GEO repurchased an aggregate of 295,959 shares of GEO common stock from certain employees at the closing price of GEO common stock on December 12, 2012, the record date for the special dividend, or \$29.12 per share for an aggregate purchase price of \$8.6 million. These repurchases by GEO included the following repurchases of GEO common stock from its named executive officers: 257,618 shares from George C. Zoley, Chairman and Chief Executive Officer, 2,736 shares from Brian R. Evans, Senior Vice President and Chief Financial Officer, 27,282 shares from Jorge A. Dominicis, Senior Vice President, GEO Community Services, and 4,339 shares from Thomas M. Wierdsma, Senior Vice President – Project Development. Each of the employees who sold their shares to GEO used a portion or all of the proceeds to finance the reporting person's equity participation in GEO Care Holdings LLC, an entity formed by the MBO Group, in connection with the GEO Care Divestiture. After giving effect to these repurchases on December 31, 2012, a total of \$83.6 million of GEO common stock was repurchased under the stock repurchase program which expired on December 31, 2012.

Completion of Restructuring Steps

On January 2, 2013, GEO announced that on December 31, 2012, it completed the necessary restructuring steps, including the GEO Care Divestiture, enabling GEO to operate in compliance with the REIT rules of the Internal Revenue Code of 1986 beginning January 1, 2013. A copy of the press release is filed as Exhibit 99.2 to this report.

Section 9- Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
2.1	Amendment to Purchase Agreement, dated as of December 31, 2012, between The GEO Group, Inc. and GEO Care Holdings LLC.
99.1	Press Release, dated December 28, 2012.
99.2	Press Release, dated January 2, 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.

January 7, 2013

Date

By: /s/ Brian R. Evans

Brian R. Evans

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

EXHIBIT INDEX

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99.2	Press Release, dated January 2, 2013.

AMENDMENT TO PURCHASE AGREEMENT

This AMENDMENT TO PURCHASE AGREEMENT (this "Amendment") is entered into as of December 31, 2012 by and between GEO Care Holdings LLC, a Florida limited liability company ("Buyer"), and The GEO Group, Inc., a Florida corporation ("Seller").

WHEREAS, Buyer and Seller are parties to a Purchase Agreement, dated as of December 6, 2012 (the "Purchase Agreement"), pursuant to which Buyer has agreed to purchase from Seller, and Seller has agreed to sell to Buyer, all of the outstanding equity interests of GEO Care, Inc., a Florida corporation, following the conversion of GEO Care, Inc. to a limited liability company under Florida law.

WHEREAS, Buyer and Seller desire to amend the terms of the Purchase Agreement as set forth in this Amendment.

NOW, THEREFORE, in consideration of the mutual covenants and agreements hereinafter set forth and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as set forth below. Capitalized terms used but not otherwise defined in this Amendment have the meanings ascribed to them in the Purchase Agreement.

1. Consent to Assignment or Subcontracting of Pacific Shores Contract. The parties shall use reasonable best efforts, for a period of up to 12 months after the Closing, to obtain all client consents required under the Pacific Shores Contract for the Pacific Shores Subcontractor Agreement and for GEO Group Australia to assign to GEO Care Australia its rights and obligations under the Pacific Shores Contract. If client consent to the assignment of the Pacific Shores Contract is obtained, then promptly following the date as of which such consent has been obtained to the mutual satisfaction of Buyer and Seller, the parties shall execute and deliver such instruments as may be necessary or appropriate to reflect the assignment of the Pacific Shores Contract described above and the termination of the Pacific Shores Subcontractor Agreement.

2. Purchase Price Adjustment. Section 2.5(a) of the Purchase Agreement is amended by adding the following after the second sentence thereof:

Notwithstanding the foregoing, if (i) as of the date that is 12 months after the Closing Date, Seller has not obtained, for any reason, any client consent required under the Pacific Shores Contract for either (A) the Pacific Shores Subcontractor Agreement or (B) GEO Group Australia to assign to GEO Care Australia all of its rights and obligations under the Pacific Shores Contract, and Buyer elects within ten days after the end of such 12 month period to terminate the Pacific Shores Subcontractor Agreement, or (ii) (A) the Pacific Shores Contract is terminated by the client at any time on or prior to the date that is 12 months after the Closing Date and (B) the client has not previously provided its consent to either the assignment of the Pacific Shores Contract to GEO Care Australia or to the Pacific Shores Subcontractor Agreement, then in either case of (i) or (ii), Seller shall pay to Buyer, within ten days after Buyer elects to terminate the Pacific Shores Subcontractor Agreement or within 60 days after termination of the Pacific Shores Contract by the client, as the case may be, an amount in cash equal to two times the Key Contract Contribution associated with the Pacific Shores Contract.

3. Miscellaneous.

(a) On and after the date of this Amendment, each reference in the Purchase Agreement to “this Agreement”, “hereunder”, “hereof”, “herein”, or words of like import, and each reference in any Transaction Document to the “Agreement”, shall be deemed to be a reference to the Purchase Agreement as amended hereby.

(b) This Amendment hereby incorporates the provisions of Sections 9.2 (Waiver), 9.5 (Binding Effect; Assignment), 9.6 (Amendment), 9.7 (Counterparts), 9.8 (Applicable Law and Venue), 9.9 (Severability), 9.10 (Waiver of Jury Trial), 9.13 (Construction) and 9.14 (Specific Performance) of the Purchase Agreement, *mutatis mutandis*.

[Signatures on following page]

IN WITNESS WHEREOF, each of Buyer and Seller has caused this Amendment to be executed by its respective duly authorized officer as of the date first above written.

BUYER:

GEO CARE HOLDINGS LLC

By: /s/ George Zoley

Name: George Zoley

Title: Chairman and CEO

SELLER:

THE GEO GROUP, INC.

By: /s/ Richard H. Glanton

Name: Richard H. Glanton

Title: Chairman of Independent
Committee of GEO Board



The GEO Group, Inc.

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CR-12-20

NEWS RELEASE

THE GEO GROUP ANNOUNCES ELECTION RESULTS FOR \$350 MILLION SPECIAL DIVIDEND

Boca Raton, Fla. – December 28, 2012 — The GEO Group, Inc. (NYSE: GEO) (“GEO”) today announced the results of the elections made by shareholders of GEO as to the form of distribution they wish to receive in connection with GEO’s previously announced special dividend of \$352,206,508, or \$5.68 per share of common stock, which will be paid on December 31, 2012 to shareholders of record as of December 12, 2012.

As of December 12, 2012, there were approximately 62,008,188 shares of GEO common stock outstanding. The results of elections made by GEO shareholders are as follows:

- 10,560,240 shares of GEO common stock (approximately 17% of the outstanding shares of GEO common stock) elected to receive GEO common stock.
- 39,627,351 shares of GEO common stock (approximately 64% of the outstanding shares of GEO common stock) elected to receive cash.
- GEO shareholders who made valid elections to receive cash were placed in a lottery to receive all cash. Of the GEO shareholders who made valid elections to receive cash, shareholders holding 1,268,736 shares of GEO common stock (approximately 2% of the outstanding shares of GEO common stock) were selected in the lottery and will receive all cash.
- 11,820,597 shares of GEO common stock (approximately 19% of the outstanding shares of GEO common stock) did not make a valid election.

Pursuant to GEO’s previously announced special dividend terms, GEO will issue approximately 9,687,161 shares of GEO common stock based on an average opening price per share of GEO common stock on the New York Stock Exchange of \$28.32 on December 26, 2012 and December 27, 2012, the two trading days following the election deadline of December 24, 2012. GEO shareholders will receive cash for their fractional share interests based on the \$28.32 average price of GEO common stock. Based on the election results:

- GEO shareholders who made valid elections to receive stock will receive approximately 0.20 shares of GEO common stock for every share they hold.
- GEO shareholders who made valid elections to receive cash and who were not selected in the lottery as well as GEO shareholders who did not make a valid election will receive approximately 24% of the special dividend in cash, or approximately \$1.38 for every share they hold, and approximately 76% of the special dividend in stock, or approximately 0.15 shares of GEO common stock for every share they hold.

Following the special dividend, GEO will have approximately 71.3 million shares of common stock outstanding, which reflects the shares which will be issued in connection with the special dividend as well as previously outstanding shares which will be designated as treasury shares effective December 31, 2012. The special dividend will be treated as a taxable dividend to shareholders in 2012, without regard to whether a particular shareholder receives the dividend in the form of cash or shares of common stock.

—More—

About The GEO Group, Inc.

The GEO Group, Inc. is the world's leading diversified provider of correctional, detention, and community reentry 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 18,000 employees, 101 correctional, detention and community reentry facilities, including projects under development, and 73,000 owned and/or managed beds.

- End -



The GEO Group, Inc.

GLOBAL EXPERTISE IN OUTSOURCING

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

CR-13-01

N E W S R E L E A S E

THE GEO GROUP COMPLETES COMPANY RESTRUCTURING AND HEALTH CARE DIVESTITURE; BEGAN OPERATING IN COMPLIANCE WITH REIT RULES EFFECTIVE JANUARY 1, 2013

Boca Raton, Fla. – January 2, 2013 — The GEO Group, Inc. (NYSE: GEO) (“GEO”) today announced that on December 31, 2012, it completed all the necessary restructuring steps, including the previously announced divestiture of its health care assets, enabling GEO to operate in compliance with the real estate investment trust (“REIT”) rules of the Internal Revenue Code (the “REIT rules”) beginning January 1, 2013.

George C. Zoley, GEO’s Chairman, CEO and Founder, said, “We are very pleased with the completion of all the necessary restructuring steps for GEO to operate as a REIT effective January 1, 2013. We were able to complete our corporate restructuring and the divestiture of our health care facility management contracts within our previously guided timelines, so that our shareholders can begin enjoying the benefits of REIT status as soon as possible. Our Board and our management team strongly believe that these important steps will maximize our company’s ability to create shareholder value given the nature of our assets, help lower our cost of capital, draw a larger base of potential shareholders, provide greater flexibility to pursue growth opportunities, and create a more efficient operating structure.”

GEO reorganized its operations into separate legal wholly-owned operating business units through a taxable REIT subsidiary (“TRS”). Through the TRS structure, a small portion of GEO’s businesses, which are non-real estate related, such as GEO’s managed-only contracts, international operations, electronic monitoring services, and other non-residential facilities, are part of wholly-owned taxable subsidiaries of the REIT, while most of GEO’s business segments, which are real estate related and involve company-owned and company-leased facilities, are part of the REIT. The TRS structure allows GEO to maintain the strategic alignment of almost all of its diversified business segments under one entity.

Applicable REIT rules substantially restrict the ability of REITs to directly or indirectly operate or manage health care facilities. As a result, in order to achieve and preserve REIT status effective January 1, 2013, GEO completed the divestiture of all of its health care facility management contracts. Under its previously wholly-owned subsidiary, GEO Care, Inc., GEO held six managed-only health care facility contracts, totaling 1,970 beds, and provided correctional mental health services for the Palm Beach County, Florida jail system as well as correctional health care services in publicly-operated prisons in the State of Victoria, Australia. These contracts and services (collectively, the “GEO Care Business”) generated approximately \$165 million in annualized revenues.

— More —

Contact: Pablo E. Paez
Vice President, Corporate Relations

(866) 301 4436

As previously announced by GEO, a special committee of the Board was formed consisting of all the independent directors of GEO (the “Independent Committee”), and the Independent Committee approved the sale of the GEO Care Business to members of GEO and GEO Care’s management teams (the “MBO Group”) for a purchase price of \$36 million, inclusive of normalized working capital in the GEO Care Business (the “GEO Care Divestiture”). The MBO Group will also be obligated to pay up to an additional \$5 million in purchase price on a contingent earn-out basis if certain potential future contract awards are received by GEO Care.

In connection with the GEO Care Divestiture, the MBO Group also entered into various arrangements with GEO which will result in approximately \$2.6 million in annual payments and cost savings for GEO through a five-year support services agreement, a five-year licensing agreement, and annual general and administrative cost savings. Additionally, GEO expects to incur a non-cash charge of approximately \$13 million to \$17 million, net of tax, related to the write-off of goodwill, other intangible assets and intercompany debt during the fourth quarter of 2012 in connection with the GEO Care Divestiture. The GEO Care Divestiture closed on December 31, 2012.

The Independent Committee engaged Davis Polk & Wardwell LLP and Delancey Street Partners, LLC as its legal and financial advisors, respectively, in its evaluation of the GEO Care Divestiture. Delancey Street Partners, LLC and Duff & Phelps LLC each rendered fairness opinions to the Independent Committee and the Board of Directors stating that the consideration received by GEO in the GEO Care Divestiture is fair, from a financial point of view, to GEO.

About The GEO Group, Inc.

The GEO Group, Inc. is the world’s leading diversified provider of correctional, detention, and community reentry 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 18,000 employees, 101 correctional, detention and community reentry facilities, including projects under development, and 73,000 owned and/or managed beds.

Safe-Harbor Statement

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 benefits of REIT status, the estimate of annual payments and cost savings to GEO and the estimate of a non-cash charge, net of tax, during the fourth quarter of 2012 in connection with the GEO Care Divestiture. 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 meet its financial guidance given the various risks to which its business is exposed; (2) GEO’s ability to declare future cash dividends; (3) GEO’s ability to successfully pursue further growth and continue to create shareholder value; (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; (9) GEO’s ability to access the capital markets in the future on satisfactory terms or at all; and (10) other factors contained in GEO’s Securities and Exchange Commission filings, including the Form 10-K, 10-Q and 8-K reports.

- End -

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