
**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): April 24, 2017

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

On April 24, 2017, The GEO Group, Inc. (“GEO” or the “Company”) filed Articles of Amendment to its Amended and Restated Articles of Incorporation (the “Articles of Amendment”) with the Secretary of State of the State of Florida effective April 24, 2017. The only change reflected in the Articles of Amendment is an increase in the authorized number of shares of common stock of the Company from 125,000,000 shares to 187,500,000 shares in connection with the 3-for-2 stock split. A copy of the Articles of Amendment is attached hereto as Exhibit 3.1 and is incorporated by reference herein.

Section 8 Other Events**Item 8.01 Other Events**

On April 24, 2017, GEO completed its 3-for-2 stock split to shareholders of record as of the close of business on April 10, 2017. On April 25, 2017, GEO issued a press release announcing the completion of the 3-for-2 stock split and its stock began trading at the split-adjusted price at the market open on April 25, 2017. After giving effect to the issuance of shares pursuant to the 3-for-2 stock split, the Company has 124,432,108 shares of common stock outstanding as of April 24, 2017. A copy of the press release announcing the stock split is attached hereto as Exhibit 99.1 and is incorporated by reference herein.

Section 9 Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits.

d) Exhibits

3.1 Articles of Amendment to the Amended and Restated Articles of Incorporation of The GEO Group, Inc.

99.1 Press release, dated April 25, 2017, announcing the completion of the 3-for-2 stock split.

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.

April 25, 2017

Date

THE GEO GROUP, INC.

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> |
|---------------------------|--|
| 3.1 | Articles of Amendment to the Amended and Restated Articles of Incorporation of The GEO Group, Inc. |
| 99.1 | Press release, dated April 25, 2017, announcing the completion of the 3-for-2 stock split. |

**ARTICLES OF AMENDMENT
TO THE
AMENDED AND RESTATED
ARTICLES OF INCORPORATION OF
THE GEO GROUP, INC.**

Pursuant to the provisions of Sections 607.1006 and 607.10025 of the Florida Business Corporation Act (the "FBCA"), THE GEO GROUP, INC., a Florida corporation (the "Corporation"), adopts the following Amendment to its Amended and Restated Articles of Incorporation (this "Amendment").

1. The name of the Corporation is THE GEO GROUP, INC.

2. There being no shareholder action required, this Amendment was duly adopted and approved by the Board of Directors (the "Board") of the Corporation in accordance with the FBCA on March 24, 2017.

3. This Amendment does not adversely affect the rights or preferences of the holders of outstanding shares of any class or series and does not result in the percentage of authorized shares that remain unissued after the Stock Split (as defined below) exceeding the percentage of authorized shares that were unissued before the Stock Split.

4. On March 24, 2017, in accordance with the FBCA, the Board approved a three-for-two forward stock split (the "Stock Split") of the Corporation's common stock, par value \$0.01 per share (the "Common Stock"). Pursuant to the Stock Split, each shareholder of record of Common Stock of the Corporation as of the close of business on April 10, 2017 (the "Record Date") shall receive one (1) additional share of Common Stock for every two (2) shares of Common Stock held by such shareholder as of the close of business on the Record Date, such that, immediately following the Stock Split, each such shareholder shall hold of record three (3) shares of Common Stock for each two (2) shares of Common Stock held by such shareholder immediately prior to the Stock Split.

5. The Corporation's Amended and Restated Articles of Incorporation are amended by deleting the first paragraph of Article IV and substituting in lieu thereof the following:

ARTICLE IV

The total authorized capital stock of this Corporation shall be two hundred and seventeen million five hundred thousand (217,500,000) shares consisting of (i) one hundred and eighty seven million five hundred thousand (187,500,000) shares of Common Stock, par value \$0.01 per share (the "Common Stock"), and (ii) thirty million (30,000,000) shares of preferred stock, par value \$0.01 per share (the "Preferred Stock").

All subsequent paragraphs and provisions of Article IV of the Amended and Restated Articles of Incorporation shall remain unchanged and unamended.

6. Except as provided for above, the Amended and Restated Articles of Incorporation of the Corporation, as previously amended to the date of this amendment, shall remain unchanged.

7. The foregoing amendment shall be effective as of April 24, 2017.

IN WITNESS WHEREOF, the undersigned officer of the Corporation has executed these Articles of Amendment on behalf of the Corporation as of this 24th day of April, 2017.

/s/ John J. Bulfin

John J. Bulfin

Senior Vice President, General Counsel and Secretary



NEWS RELEASE

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

CR-17-14

THE GEO GROUP COMPLETES 3-FOR-2 STOCK SPLIT

Boca Raton, Fla. – April 25, 2017 — The GEO Group, Inc. (NYSE: GEO) (“GEO”) announced today that its previously declared 3-for-2 stock split was paid on April 24, 2017 to shareholders of record as of the close of business on April 10, 2017 and that GEO’s common stock will begin trading at the split-adjusted price at the market open on April 25, 2017. As a result of the split, GEO’s shares of common stock outstanding have increased from approximately 82.4 million to approximately 123.6 million.

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, community reentry, and electronic monitoring 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 143 facilities totaling approximately 100,000 beds, including projects under development, with a growing workforce of approximately 23,500 professionals.

This press release contains forward-looking statements regarding future events and the future performance of GEO that involve risks and uncertainties that could materially affect actual results, including statements regarding the stock split. 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. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.

-End-

Contact: Pablo E. Paez
Vice President, Corporate Relations

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