

**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 4, 2024

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.)

4955 Technology Way, Boca Raton, Florida
(Address of Principal Executive Offices)

33431
(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol | Name of each exchange on which registered |
|--------------------------------|-------------------|--|
| Common Stock, \$0.01 Par Value | GEO | New York Stock Exchange |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On April 4, 2024, The GEO Group, Inc. (“GEO” or the “Company”) announced the pricing of its previously announced private offering of \$1.275 billion aggregate principal amount of senior notes, comprised of \$650.0 million aggregate principal amount of 8.625% senior secured notes due 2029 (the “Secured Notes”) and \$625.0 million aggregate principal amount of 10.25% senior notes due 2031 (the “Unsecured Notes” and, together with the Secured Notes, the “Notes”) (the “Senior Notes Offering”). The Notes will be guaranteed by GEO’s domestic subsidiaries that are guarantors under a new senior secured credit facility and outstanding senior notes.

The Senior Notes Offering is expected to close on April 18, 2024, subject to customary closing conditions. GEO also announced today that it has priced a new \$450.0 million Term Loan B (the “Term Loan”), bearing interest at SOFR plus 5.25%, under a new senior secured credit facility, which is expected to close on April 18, 2024. The offering of the Notes and the new Term Loan are expected to result in net proceeds of approximately \$1.67 billion, after deducting the initial purchasers’ discount and estimated offering expenses payable by GEO.

The net proceeds of the Senior Notes Offering, borrowings under the new Term Loan, and cash on hand will be used to refinance approximately \$1.5 billion of existing indebtedness, including to fund the refinance, repurchase, redemption or other discharge of the Company’s existing Tranche 1 Term Loan and Tranche 2 Term Loan under its existing senior credit facility, the 9.50% senior second lien secured notes, the 10.50% senior second lien secured notes, and the 6.00% senior notes due 2026, to pay premiums, related transaction fees and expenses. GEO also intends to retire or settle a portion of the 6.50% exchangeable senior notes due 2026 issued by GEO Corrections Holdings, Inc., using shares of GEO common stock and cash. GEO expects to fund the cash portion for the retirement or settlement, which is expected to total up to \$180.0 million, with a portion of the net proceeds from the offering of the Notes or, if necessary, cash on hand.

The Notes have been offered and will be sold only to persons reasonably believed to be qualified institutional buyers in the United States in reliance on Rule 144A of the Securities Act of 1933, as amended (the “Securities Act”), and to non-U.S. persons outside the United States in reliance on Regulation S of the Securities Act. The Notes have not been registered under the Securities Act or any state securities laws 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 and applicable state laws.

A copy of the press release announcing the pricing of the Senior Notes Offering is attached as Exhibit 99.1 hereto.

Forward-Looking Statements

This Current Report on Form 8-K includes forward-looking statements regarding GEO’s intention to issue the Notes, borrow the Term Loan 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 filings with the Securities and Exchange Commission (the “Commission”), including GEO’s report on Form 10-K for the year ended December 31, 2023, and GEO’s reports on Form 10-Q and Form 8-K 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 Senior Notes Offering and/or the closing of the new Term Loan cannot be successfully completed, that the refinance, repurchase, redemption or other discharge of its Tranche 1 Term Loan and Tranche 2 Term Loan under its existing senior credit facility, the 9.50% senior second lien secured notes, the 10.50% senior second lien secured notes, and the 6.00% senior notes due 2026 cannot be successfully completed, and that the retirement or settlement of a portion of the 6.50% exchangeable senior notes due 2026 issued by GEO Corrections Holdings, Inc. cannot be successfully completed. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof, except as required by law.

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, dated April 4, 2024, Announcing Pricing of Senior Notes Offering and Term Loan. |
| 104 | Cover Page Interactive Data File (embedded within the Inline XBRL document). |

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.

April 5, 2024

Date

By: /s/ Shayn P. March

Shayn P. March

Acting Chief Financial Officer, Executive Vice President, Finance
and Treasurer

(Principal Financial Officer)



NEWS RELEASE

4955 Technology Way ■ Boca Raton, Florida 33431 ■ www.geogroup.com

CR-24-07

THE GEO GROUP PRICES SENIOR NOTES OFFERING AND NEW TERM LOAN

Boca Raton, Fla. – April 4, 2024 –The GEO Group (NYSE: GEO) (“GEO” or the “Company”) announced today that it has priced a private offering of \$1.275 billion aggregate principal amount of senior notes, comprised of \$650.0 million aggregate principal amount of 8.625% senior secured notes due 2029 (the “Secured Notes”) and \$625.0 million aggregate principal amount of 10.25% senior unsecured notes due 2031 (the “Unsecured Notes” and together with the Secured Notes, the “Notes”), exempt from registration requirements of the Securities Act of 1933, as amended (the “Securities Act”). The Notes will be guaranteed by GEO’s domestic subsidiaries that are guarantors under a new senior secured credit facility and outstanding senior notes. The offering of the Notes is expected to close on April 18, 2024, subject to customary closing conditions. GEO also announced today that it has priced a new \$450.0 million Term Loan B (the “Term Loan”), bearing interest at SOFR plus 5.25%, under a new senior secured credit facility, which is expected to close on April 18, 2024. The offering of the Notes and the new Term Loan are expected to result in net proceeds of approximately \$1.67 billion, after deducting the initial purchasers’ discount and estimated expenses payable by GEO.

The net proceeds of the offering of the Notes, borrowings under the new Term Loan, and cash on hand will be used to refinance approximately \$1.5 billion of existing indebtedness, including to fund the refinance, repurchase, redemption or other discharge of the Company’s existing Tranche 1 Term Loan and Tranche 2 Term Loan under its existing senior credit facility, the 9.50% senior second lien secured notes, the 10.50% senior second lien secured notes, and the 6.00% senior notes due 2026, to pay related premiums, transaction fees and expenses. GEO also intends to retire or settle a portion of the 6.50% exchangeable senior notes due 2026 issued by GEO Corrections Holdings, Inc., using shares of GEO common stock and cash. GEO expects to fund the cash portion for the retirement or settlement, which is expected to total up to \$180.0 million, with a portion of the net proceeds from the offering of the Notes or, if necessary, cash on hand. Nothing in this press release should be construed as an offer to purchase, notice of redemption or a solicitation of an offer to purchase any of the existing term loans or notes, and the closing of the offering of the Notes is not conditioned on the consummation of such repurchase, redemption or other discharge; however, the repurchase, redemption or other discharge of the existing term loans and notes are conditioned on the consummation of the offering of Notes and the closing of the new Term Loan and certain other financing transactions.

– More –

Contact: Pablo E. Paez
Executive Vice President, Corporate Relations

(866) 301 4436

The Notes were offered and will be sold in the United States only to persons reasonably believed to be “qualified institutional buyers” pursuant to Rule 144A under the Securities Act, and outside the United States only to non-U.S. persons pursuant to Regulation S under the Securities Act. The Notes have not been, and will not be, registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements under the Securities Act and applicable state laws. This news release does 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.

About The GEO Group

The GEO Group, Inc. (NYSE: GEO) is a leading diversified government service provider, specializing in design, financing, development, and support services for secure facilities, processing centers, and community reentry centers in the United States, Australia, South Africa, and the United Kingdom. GEO’s diversified services include enhanced in-custody rehabilitation and post-release support through the award-winning GEO Continuum of Care®, secure transportation, electronic monitoring, community-based programs, and correctional health and mental health care. GEO’s worldwide operations include the ownership and/or delivery of support services for 100 facilities totaling approximately 81,000 beds, including idle facilities and projects under development, with a workforce of up to approximately 18,000 employees.

Use of forward-looking statements

This press release includes forward-looking statements regarding GEO’s intention to issue the Notes, borrow the term loan 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 report on Form 10-K for the year ended December 31, 2023, and GEO’s reports on Form 10-Q and Form 8-K 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 and/or the closing of the new Term Loan cannot be successfully completed, that the refinance, repurchase, redemption or other discharge of its Tranche 1 Term Loan and Tranche 2 Term Loan under its existing senior credit facility, the 9.50% senior second lien secured notes, the 10.50% senior second lien secured notes, and the 6.00% senior notes due 2026 cannot be successfully completed, and that the retirement or settlement of a portion of the 6.50% exchangeable senior notes due 2026 issued by GEO Corrections Holdings, Inc. cannot be successfully completed. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof, except as required by law.

– End –

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