

GARFINKLE DAVID

Form 4

December 03, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GARFINKLE DAVID

(Last) (First) (Middle)

**C/O CORECIVIC, INC., 10
BURTON HILLS BOULEVARD**

(Street)

NASHVILLE, TN 37215

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
CoreCivic, Inc. [CXW]

3. Date of Earliest Transaction
(Month/Day/Year)
11/29/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)

EVP & Chief Financial Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/29/2018		M	(A) or (D) A	5,010 (1) \$ 9.13 (1)	105,082	D
Common Stock	11/29/2018		S	D	5,010 \$ 21.6968	100,072	D
Common Stock	12/03/2018		M	(A) or (D) A	19,385 (1) \$ 17.57 (1)	119,457	D
Common Stock	12/03/2018		F	(A) or (D) D	17,040 (2) \$ 21.95	102,417	D

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

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(9-02)

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 Underlying Security (Instr. 3 and 4)
Employee Stock Option (Right to Buy)	\$ 9.13 ⁽¹⁾	11/29/2018		M	5,010 ⁽¹⁾	02/18/2013 ⁽³⁾ 02/18/2019	Common Stock 5,010
Employee Stock Option (Right to Buy)	\$ 17.57 ⁽¹⁾	12/03/2018		M	19,385 ⁽¹⁾	02/18/2014 ⁽³⁾ 02/18/2020	Common Stock 19,385

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GARFINKLE DAVID C/O CORECIVIC, INC. 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215	EVP & Chief Financial Officer

Signatures

/s/ Cameron Hopewell,
Attorney-in-Fact

12/03/2018

____Signature of Reporting Person

____Date

Explanation of Responses:

* 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).

(1)

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As adjusted to reflect an increase in the number of shares underlying the option and a decrease in the per share exercise price of such option as a result of the special dividend paid to stockholders of record on April 19, 2013 in connection with the Issuer's REIT conversion.

- (2) Represents shares forfeited to cover both the aggregate exercise price of the options being exercised and taxes arising from that exercise.

Twenty-five (25%) of options granted became exercisable on each of the first, second, third and fourth anniversary of the option grant

- (3) date. Date Exercisable reflects the first date 100% of each option grant was exercisable (i.e., the fourth anniversary of the option grant date).

Remarks:

Exercise of employee stock options and sale of stock acquired upon exercise pursuant to Rule 10b5-1 trading plan.

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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