
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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): **February 1, 2011**

THE GEO GROUP, INC.

(Exact Name of Registrant as Specified in 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)

(561) 893-0101

(Registrant's Telephone Number, Including Area Code)

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 8 — Other Events

Item 8.01 — Other Events.

On February 1, 2011, as previously disclosed, The GEO Group, Inc. (“GEO”) issued a press release announcing its intention to offer \$250 million aggregate principal amount of senior unsecured notes due 2021 (the “Notes”) in a private offering. On February 2, 2011, GEO announced the pricing of its offering of Notes and that the size of the offering was increased to \$300,000,000 aggregate principal from the previously announced \$250,000,000 aggregate principal. The Notes will be issued at a coupon rate and yield to maturity of 6.625%. GEO expects to issue the notes on February 10, 2011.

GEO expects to receive net proceeds from this offering of approximately \$291.9 million after deducting the initial purchasers’ discount and GEO’s estimated expenses. GEO intends to use the net proceeds of the offering, together with \$150.0 million of borrowings under GEO’s senior credit facility to finance GEO’s previously announced acquisition of BII Holding Corporation (the “BI Acquisition”) and to pay related fees, costs and expenses of the BI Acquisition and the offering of the Notes. Any remaining net proceeds are expected to be used to repay amounts outstanding under GEO’s revolving credit facility.

A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.1 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, dated February 2, 2011.

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.

February 7, 2011

Date

/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, dated February 2, 2011.



NEWS RELEASE

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

CR-11-02

**THE GEO GROUP, INC. PRICES SENIOR UNSECURED NOTES DUE 2021 AT 6.625%
AND INCREASES SIZE OF OFFERING TO \$300 MILLION**

Boca Raton, Fla. — February 2, 2011— The GEO Group (NYSE: GEO) (“GEO”) announced the pricing of its offering of senior unsecured notes due 2021 (the “Notes”). The Notes will be issued at a coupon rate and yield to maturity of 6.625%. The size of the offering was increased to \$300,000,000 aggregate principal from the previously announced \$250,000,000 aggregate principal. The sale of the Notes, which is subject to customary closing conditions, is expected to be completed on February 10, 2011.

GEO intends to use the net proceeds from this offering along with \$150.0 million of borrowings under its Senior Credit Facility to finance GEO’s previously announced acquisition of B.I. Incorporated (“BI”), which is expected to close on February 10, 2011, and to pay related fees, costs, and expenses. Any remaining net proceeds are expected to be used to repay amounts outstanding under GEO’s Revolving Credit Facility (the “Revolver”). GEO expects to increase the borrowing capacity under its Senior Credit Facility by \$250.0 million, comprised of a new \$150.0 million Term Loan A-2 and \$100 million in increased borrowing capacity under GEO’s Revolver, through an amendment that is expected to be completed on or before February 10, 2011.

The Notes are being 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”). The Notes are being offered 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 will 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 risk that the offering of the Notes 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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