



**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Amendment No. 2**

**to**

**FORM S-3**

**REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

**THE GEO GROUP, INC.**

(formerly known as Wackenhut Corrections Corporation)  
(Exact name of registrant as specified in its charter)

**Florida**

(State or other jurisdiction of incorporation or organization)

**65-0043078**

(I.R.S. Employer Identification Number)

**621 NW 53rd Street, Suite 700**

**Boca Raton, Florida 33487  
(561) 893-0101**

(Address, including zip code, and telephone number, including area code, of each registrant's principal executive offices)

**John J. Bulfin, Esq.**

**Senior Vice President, General Counsel and Secretary**

**621 NW 53rd Street, Suite 700  
Boca Raton, Florida 33487  
(561) 893-0101**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

*Copies to:*

**Stephen K. Roddenberry, Esq.  
Akerman Senterfitt  
One Southeast Third Avenue  
Miami, Florida 33131  
(305) 374-5600 (phone)  
(305) 374-5095 (fax)**

**APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC:** From time to time after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

**The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until this registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.**

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Boca Raton, State of Florida, on the 26th day of January, 2004.

THE GEO GROUP, INC.

By: /s/ JOHN G. O'ROURKE

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*John G. O'Rourke*  
 Senior Vice President — Finance  
 and Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated:

Signature	Title	Date
* _____ George C. Zoley	Chairman of the Board and Chief Executive Officer (principal executive officer)	January 26, 2004
/s/ JOHN G. O'ROURKE _____ John G. O'Rourke	Senior Vice President — Finance and Chief Financial Officer (principal financial officer)	January 26, 2004
* _____ Brian R. Evans	Vice President — Accounting and Chief Accounting Officer (principal accounting officer)	January 26, 2004
* _____ Wayne H. Calabrese	Vice Chairman of the Board, President and Director	January 26, 2004
* _____ Norman A. Carlson	Director	January 26, 2004
* _____ Benjamin R. Civiletti	Director	January 26, 2004
* _____ Anne N. Foreman	Director	January 26, 2004
* _____ G. Fred DiBona, Jr.	Director	January 26, 2004
* _____ Richard H. Glanton	Director	January 26, 2004
* By: /s/ JOHN G. O'ROURKE _____ John G. O'Rourke Attorney-in-fact		

## EXHIBIT INDEX

Exhibit Number	—	Description
1.1	—	Underwriting Agreement.(1)
4.1	—	Indenture, dated July 9, 2003, by and between Wackenhut Corrections Corporation and The Bank of New York, as Trustee, relating to 8 1/4% Senior Notes due 2013.(2)
4.2	—	Registration Rights Agreement, dated July 9, 2003, by and among Wackenhut Corrections Corporation and BNP Paribas Securities Corp., Lehman Brothers Inc., First Analysis Securities Corporation, SouthTrust Securities, Inc. and Comerica Securities, Inc.(2)
4.3	—	Rights Agreement, dated as of October 9, 2003, between Wackenhut Corrections Corporation and EquiServe Trust Company, N.A., as the Rights Agent.(3)
4.4	—	Specimen Common Stock Certificate.(1)
4.5	—	Specimen Preferred Stock Certificate and Form of Designations of Preferred Stock.(1)
4.6	—	Form of Indenture.(4)
4.7	—	Form of Note.(1)
4.8	—	Form of Common Stock Warrant Agreement and Warrant Certificate.(1)
4.9	—	Form of Preferred Stock Warrant Agreement and Warrant Certificate.(1)
4.10	—	Form of Debt Securities Warrant Agreement and Warrant Certificate.(1)
4.11	—	Form of Depositary Share Warrant Agreement and Warrant Certificate.(1)
4.12	—	Form of Deposit Agreement and Depositary Receipt.(1)
5.1	—	Opinion of Akerman Senterfitt.*
12.1	—	Statement of Computation of Ratio of Earnings to Fixed Charges. (4)
23.1	—	Consent of Ernst & Young LLP, independent certified public accountants.(4)
23.2	—	Consent of Ernst & Young LLP, independent auditors.(4)
23.3	—	Consent of Akerman Senterfitt (included in Exhibit 5.1).*
24.1	—	Power of Attorney. Reference is made to the signature page.
25.1	—	Statement of Eligibility of Trustee.(1)

\* Filed herewith.

(1) To be filed by amendment or as an exhibit to a report filed under the Securities Exchange Act of 1934, as amended, and incorporated herein by reference.

(2) Incorporated herein by reference to exhibit of the same number filed with the Registrant's report on Form 8-K, dated July 29, 2003.

(3) Incorporated herein by reference to exhibit of the same number filed with the Registrant's report on Form 8-K, dated October 30, 2003.

(4) Incorporated herein by reference to exhibit of the same number filed with the Registrant's Registration Statement on Form S-3, dated January 20, 2004.

[Letterhead of Akerman Senterfitt]

January 26, 2004

The Geo Group, Inc.  
621 NW 53rd Street, Suite 700  
Boca Raton, Florida 33487

Re: The Geo Group, Inc.  
Form S-3 Shelf Registration Statement

Ladies and Gentlemen:

We have acted as counsel to The Geo Group, Inc., a Florida corporation (the "Company"), in connection with the proposed issuance and sale from time to time by the Company, of (i) shares of its common stock, \$0.01 par value per share (the "Common Stock") (ii) the preferred share purchase rights that automatically attach to the Common Stock pursuant to the Rights Agreement, dated October 9, 2003, by and between the Company and EquiServe Trust Company, N.A., as Rights Agent (the "Preferred Share Purchase Rights"), (iii) shares of its preferred stock, \$0.01 par value per share (the "Preferred Stock" and together with the Common Stock, the "Equity Securities"), (iv) debt securities of the Company (the "Debt Securities"), (v) warrants to purchase shares of Equity Securities (the "Equity Warrants"), (vi) warrants to purchase Debt Securities (the "Debt Warrants"), and (vii) depositary shares of the Company (the "Depositary Shares"), with an aggregate offering price of up to \$200,000,000 (the Common Stock, the Preferred Share Purchase Rights, the Preferred Stock, the Debt Securities, the Equity Warrants, the Debt Warrants and the Depositary Shares are each referred to herein as a "Security," and are collectively referred to as the "Securities"). The Securities may be issued and sold by the Company pursuant to a registration statement on Form S-3 ("Registration Statement") filed by the Company with the Securities Exchange Commission (the "Commission") on January 20, 2004.

As your counsel in connection with this opinion, we have examined such corporate records, documents, and instruments of the Company and reviewed such questions of law as we have deemed necessary for the purpose of rendering the opinions set forth herein and we have examined the proceedings proposed to be taken by the Company relating to the issuance and sale by the Company of the Securities. We have also examined the Registration Statement as filed with the Commission in accordance with the provisions of the Securities Act of 1933, as amended (the "Act"), and the rules and regulations of the Commission thereunder.

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We are of the opinion that upon completion of the procedures set forth in the Registration Statement proposed to be taken by the Company, the Securities with an aggregate offering price of \$200,000,000 that may be issued and sold by the Company, in the case of the Common Stock, the Preferred Share Purchase Rights and the Preferred Stock, will be legally issued, fully paid and nonassessable when issued and sold and, in the case of the Preferred Share Purchase Rights, the Debt Securities, the Equity Warrants, the Debt Warrants and the Depositary Shares, will be binding obligations of the Company when issued and sold.

We hereby consent to the filing of this opinion with the Commission in connection with the filing of the Registration Statement referred to above. We also consent to the use of our name in the related prospectus and prospectus supplement under the heading "Legal Matters."

Very truly yours,

/s/ Akerman Senterfitt