
**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): May 14, 2012

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 May 14, 2012, The GEO Group, Inc. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement dated May 14, 2012 (the “Prospectus Supplement”) to its prospectus dated September 13, 2011, which was included in its automatic shelf registration statement on Form S-3 (No. 333-176819) (the “Registration Statement”). The Prospectus Supplement relates to the offer and sale of 154,722 shares of the Company’s common stock, par value \$0.01 per share, held by Cornell Companies, Inc., the Company’s wholly-owned subsidiary. The shares are being sold through Wells Fargo Advisors, LLC, acting in its capacity as a broker-dealer, pursuant to ordinary brokerage transactions at prevailing market prices.

The Company is filing the opinion of its counsel, Akerman Senterfitt, as Exhibit 5.1 hereto, regarding the legality of the shares of common stock covered by the Prospectus Supplement. Exhibit 5.1 is incorporated herein by reference and into the Registration Statement and the Prospectus Supplement.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

- 5.1 Opinion of Akerman Senterfitt regarding the legality of the shares offered.
- 23.2 Consent of Akerman Senterfitt (included in Exhibit 5.1).

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.

May 15, 2012

Date

By: /s/ Brian R. Evans

Brian R. Evans

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)



Akerman Senterfitt
One Southeast Third Avenue
25th Floor
Miami, Florida 33131
Tel: 305.374.5600
Fax: 305.374.5095

May 15, 2012

The GEO Group, Inc.
One Park Place, Suite 700
621 Northwest 53rd Street
Boca Raton, Florida 33487-8242

Re: The GEO Group, Inc. – Prospectus Supplement dated May 14, 2012

Ladies and Gentlemen:

Reference is made to our opinion dated September 13, 2011 and included as Exhibit 5.1 to the automatic shelf registration statement on Form S-3 (Registration No. 333-176819) filed with the Securities and Exchange Commission (the “Commission”) on September 13, 2011 (the “Registration Statement”) by The GEO Group, Inc. (the “Company”) pursuant to the requirements of the Securities Act of 1933, as amended (the “Act”). We are rendering this supplemental opinion in connection with the prospectus supplement dated May 14, 2012 (the “Prospectus Supplement”). The Prospectus Supplement relates to the offering of 154,722 shares of the Company’s common stock, par value \$0.01 per share (the “Shares”) held by Cornell Companies, Inc., a wholly-owned subsidiary of the Company, which Shares are covered by the Registration Statement, together with the associated preferred share purchase rights for the Company’s Series A Junior Participating Preferred Stock, par value \$0.01 per share (the “Rights”) issuable pursuant to the Rights Agreement, dated as of October 9, 2003, between the Company and EquiServe Trust Company, N.A., as rights agent. Prior to the occurrence of certain events, none of which has occurred as of the date of the Prospectus Supplement, the Rights will not be exercisable or separable from the common stock. We understand that the Shares are to be offered and sold in the manner set forth in the Registration Statement and the Prospectus Supplement.

This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinion expressly so stated.

We have acted as the Company’s counsel in connection with the preparation of the Registration Statement and the Prospectus Supplement. We are familiar with the proceedings

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NAPLES NEW YORK ORLANDO PALM BEACH SALT LAKE CITY TALLAHASSEE TAMPA TYSONS CORNER WASHINGTON,
D.C. WEST PALM BEACH

taken by the Board of Directors of the Company in connection with the authorization, issuance and sale of the Shares. We have examined all such documents as we have considered necessary in order to enable us to render this opinion, including, but not limited to, (i) the Registration Statement, (ii) the Prospectus dated September 13, 2011 included with the Registration Statement (the "Prospectus"), (iii) the Prospectus Supplement, (iv) the Company's Amended and Restated Articles of Incorporation, as amended, (v) the Company's Bylaws, (vi) certain resolutions of the Board of Directors of the Company, (vii) corporate records and instruments, and (viii) such laws and regulations as we have deemed necessary for the purposes of rendering the opinions set forth herein. In our examination, we have assumed the genuineness of all signatures, the legal capacity of all natural persons and the authenticity of originals of such documents that have been presented to us as photostatic copies. As to any facts material to the opinions expressed herein, which were not independently established or verified, we have relied upon statements and representations of officers of the Company.

Based upon the foregoing, we are of the opinion that the Shares are duly authorized, validly issued, fully paid and non-assessable and the related Rights when issued in accordance with the Rights Agreement will be validly issued preferred stock purchase rights for Series A Junior Participating Preferred Stock.

We express no opinion as to matters governed by laws of any jurisdiction other than the federal laws of the United States and the laws of the State of Florida. We neither express nor imply any obligation with respect to any other laws or the laws of any other jurisdiction or of the United States.

This opinion does not address the determination a court of competent jurisdiction may make regarding whether the Board of Directors would be required to redeem or terminate, or take other action with respect to, the Rights at some future time based on the facts and circumstances existing at that time. This opinion assumes the members of the Board of Directors of the Company have acted in a manner consistent with their fiduciary duties as required under applicable law in adopting the Rights Agreement. This opinion addresses the Rights and the Rights Agreement in their entirety, and it is not settled whether the invalidity of any particular provision of a Rights Agreement or of Rights issued thereunder would result in invalidating such Rights in their entirety.

We assume no obligation to update or supplement this opinion letter if any applicable laws change after the date of this opinion letter or if we become aware after the date of this opinion letter of any facts, whether existing before or arising after the date hereof, that might change the opinions expressed above. This opinion letter is limited to the matters expressly stated herein and no opinions are to be inferred or may be implied beyond the opinions expressly so stated. Without limiting the generality of the foregoing, we neither express nor imply any opinion regarding the contents of the Prospectus Supplement or the Registration Statement, other than as expressly stated herein with respect to the Shares and the Rights.

This opinion letter is furnished to you in connection with the filing of the Prospectus Supplement and may not be relied upon for any other purpose without our prior written consent in each instance. Further, no portion of this letter may be quoted, circulated or referred to in any other document for any other purpose without our prior written consent.

We hereby consent to the filing of this opinion letter with the Securities and Exchange Commission in connection with the filing of the Prospectus Supplement referred to above. In giving this consent, we do not admit that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission issued thereunder.

Very truly yours,

AKERMAN SENTERFITT

/s/ AKERMAN SENTERFITT