



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

**Amendment No. 1**  
**to**  
**FORM S-3**  
**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**THE GEO GROUP, INC.**

*(Exact name of Registrant as specified in its charter)*

**Florida**  
*(State or other jurisdiction of  
incorporation or organization)*

**One Park Place, Suite 700**  
**621 Northwest 53rd Street**  
**Boca Raton, Florida 33487-8242**  
**(561) 893-0101**

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

**65-0043078**  
*(I.R.S. Employer  
Identification Number)*

**John J. Bulfin, Esq.**  
**The Geo Group, Inc.**  
**One Park Place, Suite 700**  
**621 Northwest 53rd Street**  
**Boca Raton, Florida 33487-8242**  
**(561) 893-0101**

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

**With a copy to:**

**Jose Gordo, Esq.**  
**Akerman Senterfitt**  
**One Southeast Third Avenue**  
**Miami, Florida 33131**  
**(305) 374-5600**

**Approximate date of commencement of proposed sale to the public:** From time to time after the effective date of this registration statement as determined by market conditions.

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, please 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 this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

**CALCULATION OF REGISTRATION FEE**

Title of Each Class of Securities Registered	Amount Registered(1)	Offering Price per Security(1)	Aggregate Offering Price(1)	Amount of Registration Fee(1)(2)
Common Stock	5,462,500	\$43.99	\$240,295,375	\$7,377.07

- (1) On March 13, 2007, we filed a universal shelf registration statement with the Securities and Exchange Commission on Form S-ASR (Registration Statement No. 333-141244), referred to as the Registration Statement. The Registration Statement relates to the offer and sale by us from time to time of various classes of our securities in an indeterminate number, at indeterminate prices, and in indeterminate aggregate amounts. On March 23, 2007, we completed the offer and sale in an underwritten public offering of 5,462,500 shares of our common stock at a price of \$43.99 per share, for aggregate gross proceeds of \$240,295,375, referred to as the Offering. We are filing this Amendment No. 1 to the Registration Statement in order to reflect the calculation by us of the registration fee payable with respect to the securities sold in the Offering.
- (2) We previously paid \$7,574 in fees relating to the registration of unsold securities under our Registration Statement No. 333-111003 on Form S-3, which we filed with the Securities and Exchange Commission on December 8, 2003. Pursuant to Rule 457(p), we are using such previously paid fees to offset our fees payable with respect to the Offering.

