

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

SCHEDULE 14A INFORMATION

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

THE GEO GROUP, INC.

(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:



The GEO Group, Inc.®

4955 Technology Way
Boca Raton, Florida 33431
Telephone: (561) 893-0101

**SUPPLEMENT TO DEFINITIVE PROXY STATEMENT DATED MARCH 19, 2021
FOR THE 2021 ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON WEDNESDAY, APRIL 28, 2021**

This supplement (the “Supplement”) amends and supplements the definitive proxy statement (the “Proxy Statement”) filed by The GEO Group, Inc. (“GEO” or the “Company”) for its 2021 Annual Meeting of Shareholders which was filed with the Securities and Exchange Commission (the “SEC”) on March 19, 2021. This Supplement is being filed with the SEC and is being made available to shareholders on or about March 26, 2021.

This supplement updates the disclosure in the Proxy Statement relating to the effect of abstentions on “Proposal 4 — Approval of the Adoption of The GEO Group, Inc. Amended and Restated 2018 Stock Incentive Plan” (“Proposal 4”) and on “Proposal 5 — Approval of the Adoption of The GEO Group, Inc. Amended and Restated Employee Stock Purchase Plan” (“Proposal 5”). Under the Company’s Second Amended and Restated Bylaws, as amended, the approval of each of Proposal 4 and Proposal 5 requires that the number of votes cast in favor of approval exceed the number of votes cast against approval. Shareholder approval is required for Proposal 4 and Proposal 5 under the listing rules of the New York Stock Exchange (“NYSE”) and NYSE guidance provides that the minimum vote that constitutes approval for such purposes is the number of votes cast in favor of the proposal exceeding the aggregate of votes cast against the proposal plus abstentions. Therefore, pursuant to such NYSE guidance, an abstention will have the same effect as a vote “AGAINST” Proposal 4 and Proposal 5.

Except as specifically supplemented by the information contained herein, all information set forth in the Proxy Statement remains unchanged. From and after the date of this Supplement, all references to “Proxy Statement” are to the Proxy Statement as supplemented hereby. The Proxy Statement contains important information and this Supplement should be read in conjunction with the Proxy Statement. You can view our Proxy Statement dated March 19, 2021 and our Annual Report for the year ended December 31, 2020 (collectively, the “Proxy Materials”) at www.proxyvote.com.