

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): July 17, 2024

THE GEO GROUP, INC.

(Exact Name of Registrant as Specified in its Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

1-14260
(Commission
File Number)

65-0043078
(IRS Employer
Identification No.)

4955 Technology Way, Boca Raton, Florida
(Address of Principal Executive Offices)

33431
(Zip Code)

Registrant's telephone number, including area code (561) 893-0101

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 Instructions 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, \$0.01 Par Value	GEO	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Section 8 Other Events

Item 8.01. Other Events.

On July 17, 2024, The GEO Group, Inc. (“GEO” or the “Company”) announced that it had extended its offers to exchange (the “Exchange Offer”) (i) up to \$650.0 million aggregate principal amount of registered 8.625% Senior Secured Notes due 2029 (the “Secured Exchange Notes”) for any and all of its \$650.0 million aggregate principal amount of unregistered 8.625% Senior Secured Notes due 2029 that were issued in a private placement on April 18, 2024 (the “Secured Original Notes”), and (ii) up to \$625.0 million aggregate principal amount of registered 10.250% Senior Notes due 2031 (the “Unsecured Exchange Notes” and, together with the Secured Exchange Notes, the “Exchange Notes”) for any and all of its \$625.0 million aggregate principal amount of unregistered 10.250% Senior Notes due 2031 that were issued in a private placement on April 18, 2024 (the “Unsecured Original Notes” and, together with the Secured Original Notes, the “Original Notes”).

The Exchange Offer, which was previously scheduled to expire at 5:00 p.m., New York City time, on July 16, 2024, will now expire at 5:00 p.m., New York City time, on July 23, 2024, unless earlier terminated or extended by the Company (such date and time, including any extension, the “Expiration Date”). Any Original Notes tendered may be withdrawn at any time prior to the Expiration Date, but not thereafter (the “Withdrawal Deadline”). Except for the extension of the Expiration Date and Withdrawal Deadline, all other terms of the Exchange Offer remain in full force and effect.

A copy of the press release announcing the extension of the Exchange Offer is attached hereto as Exhibit 99.1 and incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to exchange or a solicitation of an offer to exchange the Original Notes for the Exchange Notes. The Exchange Offer is being made only pursuant to the Company’s prospectus, dated June 14, 2024, and the Prospectus Supplement, dated June 27, 2024 (as amended or supplemented from time to time), which forms a part of the Registration Statement on Form S-4 filed with the Securities and Exchange Commission on May 31, 2024 and declared effective on June 13, 2024, and only to such persons and in such jurisdictions as is permitted under applicable law.

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 July 17, 2024.
104	Cover Page Interactive Data File (embedded within the Inline XBRL document).

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.

July 17, 2024
Date

By: /s/ Mark J. Suchinski
Mark J. Suchinski
Senior Vice President and Chief Financial Officer
(Principal Financial Officer)



4955 Technology Way ■ Boca Raton, Florida 33431 ■ www.geogroup.com

CR-24-16

THE GEO GROUP ANNOUNCES EXTENSION OF EXCHANGE OFFER

Boca Raton, Fla. – July 17, 2024 – The GEO Group (NYSE: GEO) (“GEO” or the “Company”) announced today that it has extended its offers to exchange (the “Exchange Offer”) (i) up to \$650.0 million aggregate principal amount of registered 8.625% Senior Secured Notes due 2029 (the “Secured Exchange Notes”) for any and all of its \$650.0 million aggregate principal amount of unregistered 8.625% Senior Secured Notes due 2029 that were issued in a private placement on April 18, 2024 (the “Secured Original Notes”), and (ii) up to \$625.0 million aggregate principal amount of registered 10.250% Senior Notes due 2031 (the “Unsecured Exchange Notes” and, together with the Secured Exchange Notes, the “Exchange Notes”) for any and all of its \$625.0 million aggregate principal amount of unregistered 10.250% Senior Notes due 2031 that were issued in a private placement on April 18, 2024 (the “Unsecured Original Notes” and, together with the Secured Original Notes, the “Original Notes”).

The Exchange Offer, which was previously scheduled to expire at 5:00 p.m., New York City time, on July 16, 2024, will now expire at 5:00 p.m., New York City time, on July 23, 2024, unless earlier terminated or extended by the Company (such date and time, including any extension, the “Expiration Date”). Any Original Notes tendered may be withdrawn at any time prior to the Expiration Date, but not thereafter (the “Withdrawal Deadline”). Except for the extension of the Expiration Date and Withdrawal Deadline, all other terms of the Exchange Offer remain in full force and effect.

As of 5:00 p.m., New York City time, on July 16, 2024, which was the previous expiration date for the Exchange Offer, the aggregate principal amount of the Original Notes validly tendered and not validly withdrawn, as advised by D.F. King & Co., Inc., the Exchange Agent for the Exchange Offer, was as set forth in the table below:

<u>Title of Notes to be Tendered</u>	<u>CUSIP Number</u>	<u>Aggregate Principal Amount Outstanding</u>	<u>Principal Amount Tendered</u>	<u>Approximate Percentage of Notes Tendered</u>
8.625% Senior Secured Notes due 2029	144A: 36162J AE6 Reg S: U32352 AF0	\$650,000,000	\$649,567,000	99.93%
10.250% Senior Notes due 2031	144A: 36162J AF3 Reg S: U32352 AG8	\$625,000,000	\$624,032,000	99.85%

— More —

Contact: Pablo E. Paez
Executive Vice President, Corporate Relations

(866) 301 4436

The terms and conditions of the Exchange Offer are described in the Prospectus, dated June 14, 2024 and the Prospectus Supplement, dated June 27, 2024, which forms a part of the Registration Statement on Form S-4 filed with the Securities and Exchange Commission on May 31, 2024 and declared effective on June 13, 2024 (the “Registration Statement”). The Expiration Date for the Exchange Offer is being extended to provide time for remaining outstanding Original Notes to be tendered for exchange. The Exchange Offer is not conditioned upon any minimum amount of Original Notes being tendered. Subject to applicable law, the Company may waive certain other conditions applicable to the Exchange Offer or extend, terminate or otherwise amend the Exchange Offer in its sole discretion.

This news release is for informational purposes only and does not constitute an offer to sell or a solicitation of an offer to participate in the Exchange Offer, nor shall there be any sale of the Exchange Notes or exchange of the Original Notes in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful. The Exchange Offer is being made solely pursuant to the Registration Statement. Copies of the Registration Statement and related prospectus can be obtained without charge by visiting the SEC website at www.sec.gov; by contacting D.F. King & Co., Inc., 48 Wall Street, 22nd Floor, New York, NY 10005; by calling toll-free at (800) 848-3405; or by e-mail at geo@dfking.com.

About The GEO Group

The GEO Group, Inc. (NYSE: GEO) is a leading diversified government service provider, specializing in design, financing, development, and support services for secure facilities, processing centers, and community reentry centers in the United States, Australia, South Africa, and the United Kingdom. GEO’s diversified services include enhanced in-custody rehabilitation and post-release support through the award-winning GEO Continuum of Care®, secure transportation, electronic monitoring, community-based programs, and correctional health and mental health care. GEO’s worldwide operations include the ownership and/or delivery of support services for 100 facilities totaling approximately 81,000 beds, including idle facilities and projects under development, with a workforce of up to approximately 18,000 employees.

Use of Forward-Looking Statements

This news release may contain “forward-looking statements” within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and the U.S. Private Securities Litigation Reform Act of 1995. Readers are cautioned not to place undue reliance on these forward-looking statements and any such forward-looking statements are qualified in their entirety by reference to the following cautionary statements. All forward-looking statements speak only as of the date of this news release and are based on current expectations and involve a number of assumptions, risks and uncertainties that could cause the actual results to differ materially from such forward-looking statements. Risks and uncertainties that could cause actual results to vary from current expectations and forward-looking statements contained in this press release include, but are not limited to, risk factors contained in GEO’s filings with the U.S. Securities and Exchange Commission, including its Form 10-K, 10-Q, and 8-K reports. GEO disclaims any obligation to update or revise any forward-looking statements, except as required by law.

- End -

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