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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 12, 2013**

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**THE GEO GROUP, INC.**

(Exact name of registrant as specified in its charter)

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

**1-14260**  
(Commission  
File Number)

**65-0043078**  
(IRS Employer  
Identification No.)

**621 NW 53<sup>rd</sup> Street, Suite 700, Boca Raton, Florida**  
(Address of principal executive offices)

**33487**  
(Zip Code)

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

**N/A**  
(Former name or former address, if changed since last report)

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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 March 12, 2013, The GEO Group, Inc. (“GEO”) disclosed that it intends to offer \$300,000,000 aggregate principal amount of senior notes due 2023 (the “Notes”) in a private offering, subject to market and other customary conditions. On March 13, 2013, GEO announced the pricing of its offering of Notes. The Notes will be issued at a coupon rate and yield to maturity of 5.125%. GEO expects to issue the Notes on March 19, 2013.

GEO expects to receive net proceeds from this offering of approximately \$293.0 million after deducting the initial purchasers’ discount and GEO’s estimated expenses. GEO intends to use the net proceeds from the offering, together with anticipated borrowings under an amended and restated senior credit facility GEO is in the process of negotiating, to refinance GEO’s existing senior credit facility and to pay related fees, costs and expenses.

A copy of the press release announcing GEO’s intention to offer the Notes is attached as Exhibit 99.1 hereto. A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.2 hereto.

**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 March 12, 2013.
99.2	Press Release, dated March 13, 2013.

**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.**

March 18, 2013

Date

By: /s/ Brian R. Evans

Brian R. Evans

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated March 12, 2013.
99.2	Press Release, dated March 13, 2013.



NEWS RELEASE

One Park Place, Suite 700 n 621 Northwest 53<sup>rd</sup> Street n Boca Raton, Florida 33487 n [www.geogroup.com](http://www.geogroup.com)

**THE GEO GROUP, INC. ANNOUNCES OFFERING  
OF SENIOR UNSECURED NOTES DUE 2023**

**Boca Raton, Fla. – March 12, 2013** — **The GEO Group (NYSE: GEO)** (“GEO”) announced today that it intends to offer \$300,000,000 aggregate principal amount of senior unsecured notes due 2023 (the “notes”) in a private offering, subject to market and other customary conditions. GEO intends to use the net proceeds along with anticipated borrowings under an amended and restated senior credit facility GEO is in the process of restructuring to refinance GEO’s existing Senior Credit Facility and pay related fees, costs, and expenses.

The notes will be offered in the United States only to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The notes will be offered outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act and will not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the notes in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction.

*This press release includes forward-looking statements regarding GEO’s intention to issue the notes and its intended use of the net proceeds. These forward-looking statements may be affected by risks and uncertainties in GEO’s business and market conditions. This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in GEO’s Securities and Exchange Commission filings, including GEO’s reports on Form 10-K and Form 10-Q filed with the Commission. GEO wishes to caution readers that certain important factors may have affected and could in the future affect GEO’s actual results and could cause GEO’s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of GEO, including the risks that the offering of the notes cannot be successfully completed or that our existing senior credit facility cannot be successfully amended and restated. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.*

**-End-**

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

(866) 301 4436



NEWS RELEASE

One Park Place, Suite 700 n 621 Northwest 53<sup>rd</sup> Street n Boca Raton, Florida 33487 n [www.geogroup.com](http://www.geogroup.com)

**THE GEO GROUP, INC. PRICES \$300 MILLION OFFERING  
OF SENIOR UNSECURED NOTES DUE 2023 AT 5.125%**

**Boca Raton, Fla. – March 13, 2013** — **The GEO Group (NYSE: GEO)** (“GEO”) announced today the pricing of its offering of \$300,000,000 aggregate principal amount of senior unsecured notes due 2023 (the “Notes”). The Notes will be issued with a coupon and yield to maturity of 5.125%. The sale of the Notes, which is subject to customary closing conditions, is expected to be completed on March 19, 2013.

GEO intends to use the net proceeds along with anticipated borrowings under an amended and restated senior credit facility GEO is in the process of negotiating to refinance GEO’s existing senior credit facility and pay related fees, costs, and expenses.

The notes are being offered in the United States only to “qualified institutional buyers” pursuant to Rule 144A under the Securities Act of 1933, as amended (the “Securities Act”). The notes are being offered outside the United States to non-U.S. persons pursuant to Regulation S under the Securities Act. The notes have not been registered under the Securities Act and will not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements of the Securities Act.

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*This press release includes forward-looking statements regarding GEO’s intention to issue the notes and its intended use of the net proceeds. These forward-looking statements may be affected by risks and uncertainties in GEO’s business and market conditions. This information is qualified in its entirety by cautionary statements and risk factor disclosure contained in GEO’s Securities and Exchange Commission filings, including GEO’s reports on Form 10-K and Form 10-Q filed with the Commission. GEO wishes to caution readers that certain important factors may have affected and could in the future affect GEO’s actual results and could cause GEO’s actual results for subsequent periods to differ materially from those expressed in any forward-looking statement made by or on behalf of GEO, including the risks that the offering of the notes cannot be successfully completed or that our existing senior credit facility cannot be successfully refinanced. GEO undertakes no obligation to update forward-looking statements to reflect events or circumstances after the date hereof.*

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