
**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): September 19, 2011

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))
-
-

Section 8 – Other Events

Item 8.01 Other Events.

On September 19, 2011, The GEO Group, Inc. (the “Company”) filed with the Securities and Exchange Commission a prospectus supplement dated September 19, 2011 (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 45,000 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 under a non-discretionary, existing written trading plan that complies with Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, pursuant to which Cornell has contracted with Wells Fargo to sell outstanding shares of the Company’s common stock at prevailing market prices on a periodic basis pursuant to parameters established at the time of the creation of the plan and without further direction from Cornell.

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.

September 20, 2011
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

September 20, 2011

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 September 19, 2011

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 September 19, 2011 (the "Prospectus Supplement"). The Prospectus Supplement relates to the offering of 45,000 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. 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 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

akerman.com

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.

This opinion letter speaks only as of the date hereof and 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 opinion expressed above.

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

BOCA RATON DALLAS DENVER FORT LAUDERDALE JACKSONVILLE LAS VEGAS LOS ANGELES MADISON MIAMI NAPLES
NEW YORK ORLANDO PALM BEACH SALT LAKE CITY TALLAHASSEE TAMPA TYSONS CORNER WASHINGTON, D.C.
WEST PALM BEACH