

GEO GROUP INC  
Form 8-K  
February 07, 2011

**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): **February 1, 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))
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**Section 8 Other Events**

**Item 8.01 Other Events.**

On February 1, 2011, as previously disclosed, The GEO Group, Inc. ( GEO ) issued a press release announcing its intention to offer \$250 million aggregate principal amount of senior unsecured notes due 2021 (the Notes ) in a private offering. On February 2, 2011, GEO announced the pricing of its offering of Notes and that the size of the offering was increased to \$300,000,000 aggregate principal from the previously announced \$250,000,000 aggregate principal. The Notes will be issued at a coupon rate and yield to maturity of 6.625%. GEO expects to issue the notes on February 10, 2011.

GEO expects to receive net proceeds from this offering of approximately \$291.9 million after deducting the initial purchasers' discount and GEO's estimated expenses. GEO intends to use the net proceeds of the offering, together with \$150.0 million of borrowings under GEO's senior credit facility to finance GEO's previously announced acquisition of BII Holding Corporation (the BI Acquisition ) and to pay related fees, costs and expenses of the BI Acquisition and the offering of the Notes. Any remaining net proceeds are expected to be used to repay amounts outstanding under GEO's revolving credit facility.

A copy of the press release announcing the pricing of the offering is attached as Exhibit 99.1 hereto.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press release, dated February 2, 2011. |

**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.**

February 7, 2011

Date

/s/ Brian R. Evans  
Brian R. Evans  
Senior Vice President and Chief Financial  
Officer  
(Principal Financial Officer)

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**EXHIBIT INDEX**

| Exhibit No. | Description                            |
|-------------|--|
| 99.1        | Press release, dated February 2, 2011. |