



DIVISION OF
CORPORATION FINANCE

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

January 2, 2018

Eric J. Knox
Bass, Berry & Sims PLC
eknox@bassberry.com

Re: CoreCivic, Inc.
Incoming letter dated December 12, 2017

Dear Mr. Knox:

This letter is in response to your correspondence dated December 12, 2017 concerning the shareholder proposal (the "Proposal") submitted to CoreCivic, Inc. (the "Company") by Alex Friedmann for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Jeffrey S. Lowenthal
Stroock & Stroock & Lavan LLP
jlowenthal@stroock.com

January 2, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: CoreCivic, Inc.
Incoming letter dated December 12, 2017

The Proposal relates to the Company's policies.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(e)(2) because the Company received it after the deadline for submitting proposals. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(e)(2).

Sincerely,

Evan S. Jacobson
Special Counsel

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

150 Third Avenue South, Suite 2800
Nashville, TN 37201
(615) 742-6200

December 12, 2017

Via E-Mail

Office of Chief Counsel
Securities and Exchange Commission
Division of Corporation Finance
Office of Chief Counsel
100 F Street, N.E.
Washington, DC 20549

Email Address: shareholderproposals@sec.gov

Re: **CoreCivic, Inc. – Omission of Shareholder Proposal Pursuant to Rule 14a-8**

Ladies and Gentlemen:

We are writing on behalf of our client, CoreCivic, Inc. (the “Company”), with regard to a shareholder proposal submitted by Alex Friedmann (the “Shareholder”) in connection with the 2018 annual meeting of the Company’s shareholders (the “Proposal”). A copy of the letter the Company received from the Shareholder describing the Proposal is attached as Attachment 1 (the “Proposal Letter”).

Pursuant to Rule 14a-8(j), the Company has submitted this letter, including the Proposal Letter, to the Division of Corporation Finance (the “Staff”) of the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive proxy statement and other proxy materials for its 2018 annual meeting of shareholders (the “2018 Proxy Materials”) via e-mail at shareholderproposals@sec.gov (in lieu of mailing six paper copies). Additionally, as required by Rule 14a-8(j), we are simultaneously sending a copy of this letter to the Shareholder with the notice attached hereto as Attachment 2, notifying the Shareholder of the Company’s intent to exclude the Proposal from the 2018 Proxy Materials.

I. Basis for Exclusion

On behalf of the Company, we hereby notify the Commission of the Company’s intention to omit the Proposal from the 2018 Proxy Materials because the Proposal Letter was received at the Company’s principal executive office following the deadline set forth in Rule 14a-8(e)(2) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

II. Analysis

Pursuant to Rule 14a-8(e)(2) and as disclosed in the Company's proxy statement for its 2017 annual meeting (the "2017 Proxy Statement"), shareholder proposals were required to be received by the Company no later than November 30, 2017, in order to be considered for inclusion in the 2018 Proxy Materials. Pursuant to Rule 14a-5(e), page 4 of the 2017 Proxy Statement provided the following disclosure regarding shareholder proposals:

Our annual meeting of stockholders generally is held in May of each year. Consistent with applicable SEC rules, we will consider for inclusion in our proxy materials for next year's annual meeting stockholder proposals that are received at our executive offices no later than November 30, 2017 and that comply with other SEC rules regarding form and content. Proposals must be sent to the following address: CoreCivic, Inc. Attention: Secretary, 10 Burton Hills Boulevard, Nashville, Tennessee 37215.

Rule 14a-8(e)(2) provides that the 120 calendar day advance receipt requirement does not apply if the current year's annual meeting has been changed by more than 30 days from the date of the prior year's meeting. The Company's 2017 annual meeting of shareholders was held on May 11, 2017. Although the Company's board of directors has yet to resolve upon the actual date of the 2018 annual meeting, it will be held no earlier than May 3, 2018 and no later than May 31, 2018. Accordingly, the date of the 2018 annual meeting of shareholders has not been changed by more than 30 days, and thus, the deadline for shareholder proposals for the Company's 2018 annual meeting was November 30, 2017, the date that is 120 calendar days prior to March 30, 2017, the anniversary date of the date that the Company's proxy statement was released to the Company's shareholders in connection with the Company's 2017 annual meeting.

The Company did not receive a copy of the Proposal Letter (which was dated November 29, 2017) until December 1, 2017 at its executive offices. Because the Proposal Letter was received by the Company following the November 30, 2017 submission deadline under Rule 14a-8(e)(2), the Company does not intend to include the Proposal set forth in the Proposal Letter in the 2018 Proxy Materials. The Commission has concurred in the omission of proposals received following the submission deadline under Rule 14a-8(e)(2). *See, e.g., Wal-Mart Stores, Inc.* (February 13, 2017), *Chevron Corporation* (March 4, 2015), and *Johnson & Johnson* (January 13, 2010).

The Company did not provide the Shareholder with the 14-day notice described in Rule 14a-8(f)(1) because such a notice is not required if a proposal's defect cannot be cured. As stated by the Staff in Staff Legal Bulletin No. 14F (October 18, 2011): "The company does not need to provide the shareholder with a notice of defect(s) if the defect(s) cannot be remedied...for example, if the shareholder failed to submit a proposal by the company's properly determined deadline." Accordingly, the Company is not required to send such 14-day notice to cure the deficiency in order for the Proposal to be excluded under Rule 14a-8(e)(2).

III. Conclusion

In light of the foregoing, we hereby respectfully request that the Staff concur in our view that the Proposal may be excluded from the 2018 Proxy Materials pursuant to Rule 14a-8(f)(1) due to the Shareholder's failure to comply with Rule 14a-8(e)(2) as the Proposal Letter was received at the Company's principal executive offices after the deadline for submission as set forth thereunder.

If you have any questions or need any additional information with regard to the enclosed or the foregoing, please contact F. Mitchell Walker, Jr. at (615) 742-6275 or Eric J. Knox at (615) 742-7807.

Very truly yours,

A handwritten signature in blue ink, appearing to be "F. Mitchell Walker, Jr.", written over a circular stamp or logo.

Bass, Berry & Sims PLC

cc: Scott Irwin, Esq.
scott.irwin@corecivic.com

Attachment 1

Proposal Letter

[see attached]

PRISON LEGAL NEWS

Dedicated to Protecting Human Rights

www.prisonlegalnews.org

Please Reply To:

afriedmann@prisonlegalnews.org

Direct Dial: 615-495-6568

5331 Mt. View Rd. #130

Antioch, TN 37013

November 29, 2017



SENT VIA EMAIL AND
U.S. POSTAL MAIL

CoreCivic, Inc.
Attn: Secretary
10 Burton Hills Blvd.
Nashville, TN 37215

Re: Shareholder Proposal for 2018 Proxy Statement

Dear Secretary:

As a beneficial owner of common stock of CoreCivic, Inc. ("CXW"), I am submitting the enclosed shareholder resolution for inclusion in the proxy statement for CXW's 2018 annual meeting of shareholders, in accordance with Rule 14a-8 of the General Rules and Regulations under the Securities Exchange Act of 1934 (the "Act").

I am the beneficial owner of at least \$2,000 in market value of CXW common stock. I have held these securities for more than one year as of the date hereof and will continue to hold at least the requisite number of shares for a resolution through the date of the annual meeting of shareholders. I have enclosed a copy of a Proof of Ownership letter from Scottrade.

I or a representative will attend the annual meeting to move the resolution as required.

Please communicate with my counsel, Jeffrey Lowenthal, Esq. of Stroock & Stroock & Lavan LLP, should you need any further information. If CXW will attempt to exclude any portion of my proposal under Rule 14a-8, please advise my counsel of this intention within 14 days of your receipt of this proposal. Mr. Lowenthal may be reached at Stroock & Stroock & Lavan LLP, by telephone at 212-806-5509 or by e-mail at jlowenthal@stroock.com.

Sincerely,

Alex Friedmann

Enclosures

RESOLUTION

RESOLVED: That the stockholders of the Company request that the Board of Directors adopt the following policy to be implemented beginning in 2018, for the purpose of reducing recidivism for offenders released from the Company's facilities:

1. Each year the Company shall calculate the total amount of funds it spent on political campaign contributions and lobbying on the local, state and federal levels during the previous year.
2. Each year the Company shall spend at least an equal amount of money as the total amount calculated in section 1 on rehabilitative and reentry programs or services at its facilities.
3. The expenditure of the funds specified in section 2 shall be *in addition to* any funds the Company already spends or is required to spend on rehabilitative and reentry programs or services pursuant to the Company's contracts with government agencies.
4. The expenditure of the funds specified in section 2 may be used to expand rehabilitative and reentry programs or services already provided in the Company's facilities; to establish new rehabilitative and reentry programs or services; or to fund non-profit organizations that provide rehabilitative and reentry programs or services.
5. The expenditure of the funds specified in section 2 shall be done on an annual basis.

Supporting Statement

On October 31, 2017, CoreCivic ("the Company") announced an initiative to advocate for policies to reduce recidivism. As part of that initiative, the Company stated it would make "support for recidivism-reducing policies one of its criteria for evaluating political contributions."¹

According to CoreCivic CEO Damon Hininger, "Supporting recidivism-reducing policies is one way we can bridge the gap and give the inmates in our care – and even those who are not – a better shot at never coming back to prison."

Recidivism rates for released prisoners are extremely high, with almost 77% of offenders being re-arrested within five years of release.²

¹ <https://globenewswire.com/news-release/2017/10/31/1169393/0/en/CoreCivic-Launches-Initiative-to-Advocate-for-Federal-and-State-Policies-Aimed-at-Reducing-Recidivism.html>

² <http://www.bjs.gov/content/pub/pdf/rprts05p0510.pdf>

The need to reduce recidivism rates for offenders held in the Company's facilities is particularly important, as studies have concluded that prisoners at privately-operated prisons tend to have higher recidivism rates.

A 2013 Minnesota study determined "that offenders who had been incarcerated in a private prison had a greater hazard of recidivism in all 20 models, and the recidivism risk was significantly greater in eight of the models."³

A 2008 study of Oklahoma prisoners in public and private prisons found "a significantly greater hazard of recidivism among private prison inmates in six of the eight models tested.... In every categorical model (including the two that were non-significant), private prison inmate groups had a greater hazard of recidivism than did public inmate groups."⁴

Although the Company provides rehabilitative and reentry programs at its facilities, they are typically required by the terms of the Company's contracts with government agencies. This resolution provides an opportunity for CCA **to do more** to reduce the recidivism rates of offenders released from the Company's facilities, and thus reduce crime and victimization in our communities.

³ https://mn.gov/doc/assets/MN_Private_Prison_Evaluation_Website_Final_tcm1089-272834.pdf

⁴ <https://www.prisonlegalnews.org/news/2009/dec/15/private-prisons-dont-make-better-prisoners>



November 29, 2017

Alex Friedmann
5331 Mount View Rd Apt 130
Antioch, TN 37013-2308

Re: Scottrade Account

To Whom It May Concern:

Scottrade is a brokerage firm registered with FINRA. Through us, Mr. Alex Friedmann, account number ^{***}, has continuously held no less than 191 shares of Corecivic, Inc. common stock (NYSE: CXW), since at least March 25, 2010 to the present date.

If you have any questions, please contact our branch office directly at 615-340-7740 or toll free at 877-349-1980.

Sincerely,



Christopher Stahl
Branch Manager

MEMBER FINRA/SIPC

CERTIFIED MAIL™

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CoreCivic, Inc.
Attn: Secretary
10 Burton Hills Blvd.
Nashville, TN 37215



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 **Delivered**

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DELIVERED
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Tracking History



December 1, 2017, 8:36 am

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November 30, 2017, 9:42 am

In Transit to Destination

On its way to NASHVILLE, TN 37215

November 29, 2017, 10:42 pm

Departed USPS Regional Facility
NASHVILLE TN DISTRIBUTION CENTER ANNEX

November 29, 2017, 6:21 pm

Arrived at USPS Regional Facility
NASHVILLE TN DISTRIBUTION CENTER ANNEX

November 29, 2017, 5:11 pm

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November 29, 2017, 3:26 pm

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Product Information



See Less ^

Can't find what you're looking for?

Go to our **FAQs** (http://faq.usps.com/?articleId=***) section to find answers to your tracking questions.

Attachment 2

Shareholder Notice

[see attached]



Scott Irwin
Executive Vice President, General Counsel & Secretary

December 12, 2017

Via E-Mail and Certified Mail

Alex Friedmann
5331 Mt. View Road, #130
Antioch, Tennessee 37013
Email Address: afriedmann@prisonlegalnews.org

RE: Shareholder Proposal

Dear Mr. Friedmann:

This letter is in response to your letter dated November 29, 2017 concerning a shareholder proposal (the "Proposal Letter") for inclusion in the proxy statement and other proxy materials for the upcoming 2018 annual meeting of shareholders of CoreCivic, Inc. (the "Company"). The Company, through its legal counsel, is submitting the enclosed letter dated December 12, 2017 to the Division of Corporation Finance of the Securities and Exchange Commission.

This letter serves as notice to you that, for the reasons set forth in the enclosed letter, the Company intends to exclude from its proxy statement and other proxy materials for the 2018 annual meeting of shareholders the shareholder proposal submitted by you with the Proposal Letter.

Sincerely,

CoreCivic, Inc.

A handwritten signature in black ink, appearing to be "S. Irwin", written over a faint circular stamp or watermark.

Scott Irwin
Executive Vice President, General Counsel and
Secretary

Enclosure

cc: Strook & Strook & Lavan LLP
jlowenthal@stroock.com

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