

CORRECTIONS CORP OF AMERICA
Form S-8
August 08, 2011

Registration No. 333-_____

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

CORRECTIONS CORPORATION OF AMERICA

(Exact name of registrant as specified in its charter)

Maryland

62-1763875

(State or other jurisdiction of
incorporation or organization)

(I.R.S. Employer Identification No.)

**10 Burton Hills Blvd.
Nashville, Tennessee 37215**

(Address of Principal Executive Offices)

**CORRECTIONS CORPORATION OF AMERICA
AMENDED AND RESTATED 2008 STOCK INCENTIVE
PLAN**

(Full title of the plan)

**Damon T. Hininger
President and Chief Executive Officer
Corrections Corporation of America
10 Burton Hills Boulevard
Nashville, Tennessee 37215
(615) 263-3000**

(Name, Address, and Telephone Number of Registrant's agent
for service)

Copy to:

**F. Mitchell Walker, Jr., Esq.
Bass, Berry & Sims PLC
150 Third Avenue South, Suite 2800
Nashville, Tennessee 37201**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company)

Accelerated filer
 Smaller reporting company

CALCULATION OF REGISTRATION FEE

| Title of securities to be registered | Amount to be registered(1) | Proposed maximum offering price per share(2) | Proposed maximum aggregate offering price | Amount of registration fee |
|---|---------------------------------------|---|--|---------------------------------------|
| Common Stock, \$0.01 par value | 12,000,000 | \$ 20.49 | \$ 245,880,000 | \$ 28,546.67 |

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act), this registration statement includes an indeterminate number of additional shares which may be offered and issued to prevent dilution resulting from stock splits, stock dividends or similar transactions. In addition, pursuant to Rule 416(c) under the Securities Act of 1933, this registration statement also covers an indeterminate amount of interests pursuant to the employee benefit plan described herein.
- (2) Pursuant to Rule 457(h)(1) and (c) under the Securities Act, the offering price is estimated solely for the purpose of calculating the registration fee on the basis of the average of the high and low prices of the Registrant's Common Stock on the New York Stock Exchange on August 4, 2011.

EXPLANATORY NOTE

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of common stock, par value \$0.01 per share (the Common Stock), of Corrections Corporation of America, a Maryland corporation (the Registrant or the Company), issuable pursuant to the Company s Amended and Restated 2008 Stock Incentive Plan (the Plan). The Registrant s previously filed Registration Statement on Form S-8 (File No. 333-143046), as filed with the Securities and Exchange Commission (the SEC or the Commission) on May 17, 2007, is hereby incorporated herein by reference.

Item 8. Exhibits.

- 5.1 Opinion of Bass, Berry & Sims PLC.
- 10.1 Corrections Corporation of America Amended and Restated 2008 Stock Incentive Plan (previously filed as Exhibit 10.1 to the Company s Current Report on Form 8-K (Commission File no. 001-16109), filed with the Commission on May 17, 2011 and incorporated herein by this reference).
- 23.1 Consent of Independent Registered Public Accounting Firm.
- 23.2 Consent of Bass, Berry & Sims PLC (included in Exhibit 5.1).
- 24.1 Powers of Attorney (contained on signature pages of this Registration Statement).

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8, and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Nashville, State of Tennessee, on this 8th day of August, 2011.

CORRECTIONS CORPORATION OF AMERICA

By: /s/ Damon T. Hininger
 Damon T. Hininger
 President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints Todd J Mullenger as his or her true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming said attorney-in-fact and agent, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated below.

| Signature | Title | Date |
|--|---|----------------|
| /s/ Damon T. Hininger Damon T. Hininger | President and Chief Executive Officer and Director (Principal Executive Officer) | August 8, 2011 |
| /s/ Todd J Mullenger Todd J Mullenger | Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer) | August 8, 2011 |
| /s/ John D. Ferguson John D. Ferguson | Chairman of the Board and Director | August 8, 2011 |
| /s/ William F. Andrews William F. Andrews | Director | August 8, 2011 |
| /s/ Donna M. Alvarado Donna M. Alvarado | Director | August 8, 2011 |

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/s/ Dennis DeConcini Director August 8, 2011

Dennis DeConcini

/s/ John D. Correnti Director August 8, 2011

John D. Correnti

/s/ John R. Horne Director August 8, 2011

John R. Horne

| Signature | Title | Date |
|--|--------------|----------------|
| /s/ C. Michael Jacobi C. Michael Jacobi | Director | August 8, 2011 |
| /s/ Thurgood Marshall, Jr. Thurgood Marshall, Jr. | Director | August 8, 2011 |
| /s/ Charles L. Overby Charles L. Overby | Director | August 8, 2011 |
| /s/ John R. Prann, Jr. John R. Prann, Jr. | Director | August 8, 2011 |
| /s/ Joseph V. Russell Joseph V. Russell | Director | August 8, 2011 |
| /s/ Henri L. Wedell Henri L. Wedell | Director | August 8, 2011 |

EXHIBIT INDEX

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