

CORRECTIONS CORP OF AMERICA
Form 8-K
May 12, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 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): May 12, 2016

Corrections Corporation of America

(Exact name of registrant as specified in its charter)

Maryland
(State or Other Jurisdiction

of Incorporation)

001-16109
(Commission

File Number)

62-1763875
(I.R.S. Employer

Identification No.)

10 Burton Hills Boulevard,

Nashville, Tennessee
(Address of principal executive offices)

(615) 263-3000

37215
(Zip Code)

(Registrant's telephone number, including area code)

Not Applicable

(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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

Corrections Corporation of America (the Company) held its Annual Meeting of Stockholders (the Annual Meeting) on May 12, 2016 and there were present in person or represented by proxy 112,672,830 shares of the Company's common stock representing 95.9% of the 117,460,831 shares of the Company's common stock outstanding and entitled to vote at the Annual Meeting.

At the Annual Meeting, the Company's stockholders (i) elected nine directors to the Company's Board of Directors (ii) ratified the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016 and (iii) approved the compensation of the Company's named executive officers. The number of votes For, Against and Abstain as well as the number of broker non-votes for each proposal were as follows:

Proposal 1: The election of Damon T. Hininger, Donna M. Alvarado, Robert J. Dennis, C. Michael Jacobi, Anne L. Mariucci, Mark A. Emkes, Thurgood Marshall, Jr., Charles L. Overby and John R. Prann, Jr. to serve as members of the Company's Board of Directors until the next annual meeting of stockholders and until their successors are duly elected and qualified:

| Nominee | For | Against | Abstain | Broker Non-Votes |
|------------------------|-------------|------------|---------|------------------|
| Damon T. Hininger | 103,275,712 | 716,232 | 57,671 | 8,623,215 |
| Donna M. Alvarado | 103,747,445 | 245,526 | 56,644 | 8,623,215 |
| Robert J. Dennis | 100,538,106 | 3,454,218 | 57,291 | 8,623,215 |
| C. Michael Jacobi | 93,277,914 | 10,737,838 | 33,863 | 8,623,215 |
| Anne L. Mariucci | 103,898,084 | 94,571 | 56,960 | 8,623,215 |
| Mark A. Emkes | 103,349,769 | 642,211 | 57,635 | 8,623,215 |
| Thurgood Marshall, Jr. | 103,244,345 | 771,675 | 33,595 | 8,623,215 |
| Charles L. Overby | 103,279,831 | 712,719 | 57,065 | 8,623,215 |
| John R. Prann, Jr. | 103,130,436 | 862,896 | 56,283 | 8,623,215 |

Proposal 2: Ratification of the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2016:

| For | Against | Abstain | Broker Non-Votes |
|-------------|---------|---------|------------------|
| 111,760,651 | 868,744 | 43,435 | |

Proposal 3: An advisory vote to approve the compensation paid to the Company's named executive officers:

| For | Against | Abstain | Broker Non-Votes |
|-------------|-----------|---------|------------------|
| 102,406,128 | 1,560,843 | 82,644 | 8,623,215 |

SIGNATURE

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.

Date: May 12, 2016

CORRECTIONS CORPORATION OF
AMERICA

By: /s/ David M. Garfinkle
David M. Garfinkle
Executive Vice President and Chief
Financial Officer