

GEO GROUP INC  
Form 8-K  
May 20, 2015

**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 14, 2015

**THE GEO GROUP, INC.**

(Exact Name of Registrant as Specified in its Charter)

**Florida**  
(State or Other Jurisdiction  
of Incorporation)

**1-14260**  
(Commission File Number)

**65-0043078**  
(IRS Employer  
Identification No.)

**621 NW 53<sup>rd</sup> Street, Suite 700, Boca Raton, Florida**  
(Address of Principal Executive Offices)  
Registrant's telephone number, including area code **(561) 893-0101**

**33487**  
(Zip 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 Instructions A.2. below):

.. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

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- .. 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 5 Corporate Governance and Management**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On May 14, 2015, the Compensation Committee of the Board of Directors of The GEO Group, Inc. ( GEO ) approved the Third Amendment to the Third Amended and Restated Executive Employment Agreement between GEO and Mr. George C. Zoley, GEO's Chief Executive Officer and Chairman, to be entered into and effective as of June 1, 2015 (the Amendment ). The Amendment modifies Mr. Zoley's employment agreement by decreasing his annual base salary from \$1.215 million to \$1.0 million and increasing the maximum target annual performance award he may receive from 100% of his annual base salary to 150% of his annual base salary. Additionally, the Compensation Committee approved on May 14, 2015 a grant of 25,000 shares of performance-based restricted stock with the same performance metrics and vesting schedule as the shares of performance-based restricted stock granted to him on February 5, 2015.

**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.**

May 20, 2015  
Date

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