

GEO GROUP INC
Form DEFA14A
April 26, 2016

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ **Confidential, for Use of the Commission Only** (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☒ Definitive Additional Materials
- ☐ Soliciting Material under §240.14a-12

THE GEO GROUP, INC.
(Name of registrant as specified in its charter)

(Name of person(s) filing proxy statement, if other than the registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

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(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

.. Fee paid previously with preliminary materials.

.. Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

One Park Place, Suite 700

621 Northwest 53rd Street

Boca Raton, Florida 33487

Dear Shareholders:

In advance of the 2016 Annual Meeting of Shareholders of The GEO Group, Inc. (GEO or the Company) and in connection with a series of discussions we have had with some of our shareholders regarding proxy access, our Board of Directors (the Board) and GEO senior management have agreed to undergo a consultation process with shareholders to amend the Company s Bylaws before the next annual meeting of shareholders in 2017 or sooner in order to adopt proxy access provisions that are generally in-line with the following guidelines:

A shareholder, or a to be determined number of shareholders forming a group, who has/have owned three percent or more of the Company s outstanding common stock continuously for a consecutive period of three years or longer may nominate directors to be included in the Company s proxy materials not to exceed 20 percent of the seats on the Company s Board.

The Board and GEO s senior management intends to begin its internal process on this issue by submitting proxy access in-line with the guidelines discussed above to the Company s Nominating & Corporate Governance Committee for their consideration at their upcoming Nominating & Corporate Governance Committee meeting in July 2016.

We value our conversations and engagement efforts with our shareholders and we look forward to consulting with you and other shareholders in order to implement proxy access provisions in the Company s Bylaws before the next annual meeting of GEO shareholders.

We appreciate your investment and support. We urge our shareholders to cast a vote AGAINST Proposal 5, the shareholder proposal regarding proxy access.

Sincerely,

John J. Bulfin

Senior Vice President, General Counsel

and Corporate Secretary