
Section 1: 8-K (8-K)

**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 7, 2019

THE GEO GROUP, INC.
(Exact Name of Registrant as Specified in Charter)

Florida
(State or Other Jurisdiction
of Incorporation)

1-14260
(Commission File Number)

65-0043078
(IRS Employer
Identification No.)

4955 Technology Way, Boca Raton, Florida
(Address of Principal Executive Offices)

33431
(Zip Code)

Registrant's telephone number, including area code (561) 893-0101

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)
- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol

Name of each exchange on
which registered

Common Stock, \$0.01 Par Value

GEO

New York Stock Exchange

Section 5 Corporate Governance and Management

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

The GEO Group, Inc. (“GEO” or the “Company”) 2019 Annual Meeting of Shareholders was held on May 7, 2019. The following matters were voted on at the meeting: (1) the election of seven directors for a term of one year and until their successors are duly elected and qualified, (2) the ratification of the appointment of Grant Thornton LLP to serve as GEO’s independent registered public accountants for the 2019 fiscal year, (3) the approval, on a non-binding advisory vote, of the compensation paid to GEO’s named executive officers, as disclosed in GEO’s Proxy Statement for the 2019 Annual Meeting of Shareholders, pursuant to Item 402 of Regulation S-K, including the Compensation Discussion and Analysis, compensation tables and narrative discussion, and (4) a shareholder proposal regarding the publication of an annual Human Rights Report beginning in September 2019. The final voting results for each matter submitted to a vote of shareholders at the meeting are set forth below.

1. All of the Board’s director nominees were elected for a term of one year and until their successors are duly elected and qualified, by the votes set forth in the table below:

	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
Anne N. Foreman	100,866,680	2,588,868	8,631,698
Richard H. Glanton	98,114,800	5,340,748	8,631,698
Scott M. Kernan	97,950,109	5,505,439	8,631,698
Guido Van Hauwermeiren	102,888,703	566,845	8,631,698
Christopher C. Wheeler	89,993,278	13,462,270	8,631,698
Julie Myers Wood	90,094,615	13,360,902	8,631,698
George C. Zoley	98,122,738	5,332,810	8,631,698

2. The appointment of Grant Thornton LLP as GEO’s independent registered public accountants for the 2019 fiscal year was ratified by the shareholders, by the votes set forth in the table below:

For:	110,796,495
Against:	865,309
Abstain:	425,442
Broker Non-Votes:	0

3. The shareholders approved, in a non-binding advisory vote, the compensation of GEO’s named executive officers, by the votes set forth in the table below:

For:	101,272,340
Against:	1,537,210
Abstain:	645,998
Broker Non-Votes:	8,631,698

4. The shareholders approved a shareholder proposal regarding the publication of an annual Human Rights Report beginning in September 2019, by the votes set forth in the table below:

For:	89,129,403
Against:	12,271,605
Abstain:	2,054,540
Broker Non-Votes:	8,631,698

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.

May 10, 2019

Date

THE GEO GROUP, INC.

By: /s/ Brian R. Evans

Brian R. Evans

Senior Vice President and Chief Financial Officer

(Principal Financial Officer)

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