

CORRECTIONS CORP OF AMERICA

Form S-8

May 14, 2004

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As Filed With the Securities and Exchange Commission  
on May 14, 2004

Registration No. 333-\_\_\_\_\_

**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**  
(State or other jurisdiction of  
incorporation or organization)

**62-1763875**  
(I.R.S. Employer  
Identification No.)

**10 Burton Hills Boulevard**  
**Nashville, Tennessee**  
(Address of Principal Executive  
Offices)

**37215**  
(Zip Code)

**Corrections Corporation of America**  
**Amended and Restated 2000 Stock Incentive Plan**  
(Full title of the plan)

**John D. Ferguson**  
**President and Chief Executive Officer**  
**Corrections Corporation of America**  
**10 Burton Hills Boulevard**  
**Nashville, Tennessee 37215**  
(Name and address of agent for service)

**(615) 263-3000**  
(Telephone number, including area code, of agent for service)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered</b>	<b>Proposed maximum offering price per share (1)</b>	<b>Proposed maximum aggregate offering price (1)</b>	<b>Amount of registration fee</b>
Common Stock	1,500,000 shares	\$ 33.935	\$ 50,902,500	\$ 6,450

(1) Estimated pursuant to Rule 457(h) under the Securities Act of 1933, as amended, solely for the purpose of calculating the registration fee, based upon the average of the high and low prices of the Registrant's common

stock as reported on the New York Stock Exchange on May 10, 2004.

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EX-5.1 OPINION OF BASS.BERRY & SIMS PLC

EX-23.1 CONSENT OF ERNST & YOUNG LLP

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**Registration of Additional Securities**

This Registration Statement is filed pursuant to General Instruction E of Form S-8 for the purpose of registering additional shares of common stock, \$.01 par value, of Corrections Corporation of America, a Maryland corporation (the Registrant), for the Registrant's Amended and Restated 2000 Stock Incentive Plan.

**Incorporation by Reference of Earlier Registration Statements**

The Registration Statement on Form S-8 (Registration No. 333-69352) previously filed by the Registrant with the Securities and Exchange Commission on September 13, 2001 is hereby incorporated by reference.

Item 8. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	Amended and Restated Charter of the Company (previously filed as Exhibit 3.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2000 (Commission File no. 001-16109), filed with the Commission on April 17, 2001 and incorporated herein by this reference).
3.2	Amendment to the Amended and Restated Charter of the Company effecting the reverse stock split of the Company's Common Stock and a related reduction in the stated capital stock of the Company (previously filed as Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q (Commission File no. 001-16109), filed with the Commission on August 13, 2001 and incorporated herein by this reference).
3.3	Third Amended and Restated Bylaws of the Company (previously filed as Exhibit 3.3 to Amendment No. 3 to the Company's Registration Statement on Form S-4 (Reg. No. 333-96721), filed with the Commission on December 30, 2002 and incorporated herein by this reference).
4.1	Provisions defining the rights of stockholders of the Company are found in Article V of the Amended and Restated Charter of the Company, as amended (included as Exhibits 3.1 and 3.2 hereto), and Article II of the Third Amended and Restated Bylaws of the Company (included as Exhibit 3.3 hereto).
4.2	Specimen of certificate representing the Company's Common Stock (previously filed as Exhibit 4.2 to the Company's Annual Report on Form 10-K for the year ended December 31, 2001 (Commission File no. 001-16109), filed with the Commission on March 22, 2002 and incorporated herein by this reference).
5.1*	Opinion of Bass, Berry & Sims PLC regarding the validity of the additional shares of Common Stock being registered.
10.1	Corrections Corporation of America's Amended and Restated 2000 Stock Incentive Plan (previously filed as Exhibit 10.20 to the Company's Annual Report on Form 10-K for the year ended December 31, 2003 (Commission File No. 001-16109), filed with the Commission on March 12, 2004 and incorporated herein by this reference).



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<b><u>Exhibit Number</u></b>	<b><u>Description</u></b>
23.1*	Consent of Ernst & Young LLP.
23.2	Consent of Bass, Berry & Sims PLC (included as part of Exhibit 5.1).
24	Power of Attorney (included on signature page).
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* Filed herewith	
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Pursuant to the requirements of the Securities Act of 1933, as amended, 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 13th day of May, 2004.

**CORRECTIONS CORPORATION OF AMERICA**

By:           /s/ John D. Ferguson

John D. Ferguson  
President and Chief Executive Officer

KNOW ALL MEN BY THESE PRESENTS, each person whose signature appears below hereby constitutes and appoints John D. Ferguson and Irving E. Lingo, Jr., and each of them, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place, and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, and to file the same, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>          /s/ John D. Ferguson</u> John D. Ferguson	President and Chief Executive Officer (Principal Executive Officer) and Director	May 13, 2004
<u>          /s/ Irving E. Lingo, Jr.</u> Irving E. Lingo, Jr.	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	May 13, 2004
<u>          /s/ William F. Andrews</u> William F. Andrews	Chairman of the Board and Director	May 13, 2004
<u>          /s/ Donna M. Alvarado</u> Donna M. Alvarado	Director	May 13, 2004
<u>          /s/ Lucius E. Burch, III</u>	Director	May 13, 2004



Lucius E. Burch, III

/s/ John D. Correnti

Director

May 13,  
2004

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John D. Correnti

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<b>Signature</b>	<b>Title</b>	<b>Date</b>
<u>/s/ John R. Horne</u> John R. Horne	Director	May 13, 2004
<u>/s/ C. Michael Jacobi</u> C. Michael Jacobi	Director	May 13, 2004
<u>/s/ Thurgood Marshall, Jr.</u> Thurgood Marshall, Jr.	Director	May 13, 2004
<u>/s/ Charles L. Overby</u> Charles L. Overby	Director	May 13, 2004
<u>/s/ John R. Prann, Jr.</u> John R. Prann, Jr.	Director	May 13, 2004
<u>/s/ Joseph V. Russell</u> Joseph V. Russell	Director	May 13, 2004
<u>/s/ Henri L. Wedellm</u> Henri L. Wedell	Director	May 13, 2004

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