

GEO GROUP INC  
Form 8-K  
December 10, 2009

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 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): December 4, 2009  
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 53rd Street, Suite 700, Boca Raton, Florida**

**33487**

(Address of Principal Executive Offices)

(Zip Code)

(561) 893-0101

(Registrant's Telephone Number, Including Area 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 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))
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**Section 1 Registrant's Business and Operations**

**Item 1.01 Entry into a Material Definitive Agreement.**

On December 4, 2009, The GEO Group, Inc. ( "GEO" ) completed a seventh amendment to its senior secured credit facility through the execution of Amendment No. 7 ( "Amendment No. 7" ) to the Third Amended and Restated Credit Agreement, dated as of January 24, 2007 (the "Credit Agreement" ), between GEO, as Borrower, certain of GEO's subsidiaries, as Grantors, and BNP Paribas, as Lender and as Administrative Agent. Amendment No. 7 makes certain revisions to the definitions of the terms "Adjusted EBITDA" and "Non-Recourse Debt Service" in the Credit Agreement.

Amendment No. 7 is filed with this report as Exhibit 10.1 and is incorporated herein by reference.

**Section 2 Financial Information**

**Item 2.03 Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The information contained in Item 1.01 above is incorporated herein by reference.

**Section 9 Financial Statements and Exhibits**

**Item 9.01 Financial Statements and Exhibits.**

c) Exhibits

- 10.1 Amendment No. 7 to the Third Amended and Restated Credit Agreement, dated effective as of December 4, 2009, between The GEO Group, Inc., as Borrower, certain of GEO's subsidiaries, as Grantors, and BNP Paribas, as Lender and as Administrative Agent

**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.

December 10, 2009

By: /s/ Brian R. Evans

Date

Brian R. Evans  
Senior Vice President and Chief  
Financial Officer  
(Principal Financial Officer and duly  
authorized signatory)

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