

GEO GROUP INC
Form DEFA14A
April 30, 2013

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934

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 Pursuant to §240.14a-12

The GEO Group, Inc.

(Name of Registrant as Specified In Its Charter)

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Not Applicable

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- x 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:

 - (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.
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 - (1) Amount Previously Paid:

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

 - (3) Filing Party:

(4) Date Filed:

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Boca Raton, Florida 33487

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Dear Shareholders:

As you consider your votes in connection with our 2013 Annual Meeting of Shareholders, we would like to bring several items to your attention that we believe merit special consideration. On April 29, 2013, I entered into the First Amendment to Third Amended and Restated Executive Employment Agreement with The GEO Group, Inc. (the Amendment). The Amendment modifies my employment agreement by eliminating the automatic 3% cost of living increase applicable to my annual base salary and instead provides that my annual base salary may be increased in the sole discretion of the Board for cost of living increases to be determined by the Board. Additionally, the Amendment modifies the termination payment I would receive in the event of a termination of employment other than a termination by the company for cause (as defined in the Third Amended and Restated Executive Employment Agreement) or a termination by me without good reason (as defined in the Third Amended and Restated Executive Employment Agreement) from 3x (three times) the amount of my base salary plus annual bonus to 2x (two times) the amount of my base salary plus annual bonus. Additionally, the Compensation Committee of the Board of Directors has unanimously approved on April 29, 2013, that future performance-based equity awards to be granted to our senior management will consist of multi-year performance metrics as opposed to annual metrics. Notwithstanding the foregoing, the Compensation Committee may take actions contrary to the actions set forth above relating to future performance-based equity awards (1) upon the unanimous agreement of the members of the Compensation Committee; and/or (2) in connection with arrangements that may be assumed by the company in connection with the acquisition of an entity or assets.

We urge our shareholders to cast an advisory vote **FOR** Proposal 3, the advisory vote on the compensation of our named executive officers.

Sincerely,
George C. Zoley
Chairman of the Board,
Chief Executive Officer and Founder