

CORRECTIONS CORP OF AMERICA
Form S-4/A
June 10, 2013
Table of Contents

As filed with the Securities and Exchange Commission on June 10, 2013

Registration No. 333-189038

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
Amendment No. 1
to
FORM S-4
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933
CORRECTIONS CORPORATION OF AMERICA

(Exact name of registrant as specified in its charter)

SEE TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Maryland (State or other jurisdiction of incorporation or organization)	8744 (Primary Standard Industrial Classification Code Number) 10 Burton Hills Boulevard Nashville, Tennessee 37215 (615) 263-3000	62-1763875 (I.R.S. Employer Identification Number)
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(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Damon T. Hininger
President and Chief Executive Officer

10 Burton Hills Boulevard
Nashville, Tennessee 37215

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(615) 263-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

With copies to:

F. Mitchell Walker, Jr., Esq.

Bass, Berry & Sims PLC

150 Third Avenue South, Suite 2800

Nashville, Tennessee 37201

(615) 742-6200

Approximate date of commencement of proposed sale of the securities to the public: As soon as practicable after this registration statement is declared effective.

If the securities being registered on this Form are being offered in connection with the formation of a holding company and there is compliance with General Instruction G, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a small reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

(Do not check if a

smaller reporting company)

If applicable, place an X in the box to designate the appropriate rule provision relied upon in conducting this transaction:

Exchange Act Rule 13e-4(i) (Cross-Border Issue Tender Offer)

Exchange Act Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

Title of Each Class of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Note	Proposed Maximum Aggregate Offering Price ⁽¹⁾	Amount of Registration Fee
4.125% Senior Notes due 2020	\$325,000,000	100%	\$325,000,000	\$44,330
Guarantees of 4.125% Senior Notes due 2020(2)	N/A	N/A	N/A	N/A(3)

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- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(f) of the Securities Act of 1933, as amended (the Securities Act).
- (2) See inside facing page for table of additional registrant guarantors.
- (3) Pursuant to Rule 457(n) under the Securities Act, no separate filing fee is required for the registration of the guarantees.

The registrants hereby amend this registration statement on such date or dates as may be necessary to delay its effective date until the registrants shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933, as amended, or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

Table of Contents

TABLE OF ADDITIONAL REGISTRANT GUARANTORS

Exact Name of Registrant	State or Other Jurisdiction of Incorporation	I.R.S. Employer Identification Number
<u>Guarantor as Specified in its Charter(1)</u>	<u>or Organization</u>	<u>Identification Number</u>
CCA Health Services, LLC	Tennessee	90-0432377
CCA International, LLC	Delaware	62-1310460
CCA of Tennessee, LLC	Tennessee	62-1806755
CCA TRS, LLC	Maryland	46-1705695
Prison Realty Management, LLC	Tennessee	62-1696286
Technical and Business Institute of America, LLC	Tennessee	38-2999108
TransCor America, LLC	Tennessee	62-1806099

(1) The address and telephone number of principal executive offices of each additional registrant guarantor is the same as Corrections Corporation of America, except for TransCor America, LLC, which principal executive offices address is 646 Melrose Avenue, Nashville, Tennessee 37211 and telephone number is (615) 251-7008. The name, address and telephone number of the agent for service of each additional registrant guarantor is the same as Corrections Corporation of America.

Table of Contents

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission relating to these securities is effective. This prospectus is not an offer to sell these securities and it is not soliciting an offer to buy these securities in any jurisdiction where such offer or sale is not permitted.

Subject to Completion, dated June 10, 2013

PRELIMINARY PROSPECTUS

CORRECTIONS CORPORATION OF AMERICA

Offer to Exchange

4.125% Senior Notes due 2020

(\$325,000,000 aggregate principal amount)

which have been registered under the Securities Act of 1933

for

any and all outstanding unregistered 4.125% Senior Notes due 2020

(\$325,000,000 aggregate principal amount outstanding)

We are offering, upon the terms and subject to the conditions set forth in this prospectus and the accompanying letter of transmittal, to exchange up to \$325,000,000 aggregate principal amount of registered 4.125% senior notes due 2020 (the "exchange notes") for any and all of our \$325,000,000 aggregate principal amount of unregistered 4.125% senior notes due 2020 that were issued in a private placement on April 4, 2013 (the "initial notes"). The exchange notes are substantially identical to the initial notes, except the exchange notes are registered under the Securities Act of 1933, as amended (the "Securities Act"), and the transfer restrictions and additional interest provisions applicable to the initial notes will not apply to the exchange notes. The exchange notes will represent the same debt as the initial notes and we will issue the exchange notes under the same indenture under which the initial notes were issued. As with the initial notes, the exchange notes will be fully and unconditionally guaranteed on a senior unsecured basis by substantially all of our existing and future 100% owned domestic subsidiaries that guarantee our revolving credit facility or other specified indebtedness.

We refer to the initial notes and the exchange notes collectively in this prospectus as the "notes." We refer to this exchange as the "exchange offer."

The initial notes sold pursuant to Rule 144A under the Securities Act bear the CUSIP number 22025YAL4, and the initial notes sold pursuant to Regulation S under the Securities Act bear the CUSIP number U22008AD5.

Terms of the Exchange Offer

The exchange offer expires at 5:00 p.m., New York City time, on _____, 2013, unless we extend it.

We will exchange all initial notes that are validly tendered and not withdrawn prior to the expiration of the exchange offer for an equal principal amount of exchange notes.

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You may withdraw your tender of initial notes at any time prior to the expiration of the exchange offer.

If you fail to tender your initial notes, your initial notes will continue to be subject to restrictions on transfer.

We believe the exchange of initial notes for exchange notes will not be a taxable transaction for U.S. federal income tax purposes, but you should see the discussion under the caption "Certain United States Federal Income Tax Considerations" for more information.

We will not receive any proceeds from the exchange offer.

Each broker-dealer that receives exchange notes for its own account pursuant to the exchange offer must acknowledge that it will deliver a prospectus in connection with any resale of such exchange notes. The letter of transmittal states that by so acknowledging and by delivering a prospectus, a broker-dealer will not be deemed to admit that it is an "underwriter" within the meaning of the Securities Act. This prospectus, as it may be amended or supplemented from time to time, may be used by a broker-dealer in connection with resales of exchange notes received in exchange for initial notes where such initial notes were acquired by such broker-dealer as a result of market-making activities or other trading activities. We have agreed that, for a period of 90 days from the date on which the exchange offer registration statement is declared effective, we will make this prospectus available to any broker-dealer for use in connection with any such resale. See "Plan of Distribution."

There is no established trading market for the exchange notes or the initial notes.

See **Risk Factors** beginning on page 7 for a discussion of risks that you should consider before participating in the exchange offer.

We are not asking you for a proxy and you are requested not to send us a proxy.

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined if this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is _____, 2013.

Table of Contents

This prospectus is part of a registration statement we filed with the Securities and Exchange Commission. In making your investment decision, you should rely only on the information contained or incorporated by reference in this prospectus and in the accompanying letter of transmittal. We have not authorized anyone to provide you with any other information. We are not making an offer to sell these securities or soliciting an offer to buy these securities in any jurisdiction where an offer or solicitation is not authorized or in which the person making that offer or solicitation is not qualified to do so or to anyone whom it is unlawful to make an offer or solicitation. You should not assume that the information contained in this prospectus, as well as the information we previously filed with the Securities and Exchange Commission that is incorporated by reference herein, is accurate as of any date other than its respective date.

TABLE OF CONTENTS

	Page
<u>WHERE YOU CAN FIND MORE INFORMATION</u>	iii
<u>INCORPORATION OF CERTAIN INFORMATION BY REFERENCE</u>	iii
<u>FORWARD-LOOKING STATEMENTS</u>	iv
<u>PROSPECTUS SUMMARY</u>	1
<u>RISK FACTORS</u>	7
<u>USE OF PROCEEDS</u>	14
<u>SELECTED HISTORICAL FINANCIAL DATA</u>	15
<u>THE EXCHANGE OFFER</u>	17
<u>DESCRIPTION OF OTHER INDEBTEDNESS</u>	27
<u>DESCRIPTION OF THE EXCHANGE NOTES</u>	28
<u>BOOK-ENTRY, DELIVERY AND FORM</u>	45
<u>CERTAIN UNITED STATES FEDERAL INCOME TAX CONSIDERATIONS</u>	49
<u>CERTAIN ERISA CONSIDERATIONS</u>	50
<u>PLAN OF DISTRIBUTION</u>	52
<u>LEGAL MATTERS</u>	53
<u>EXPERTS</u>	53

This prospectus incorporates by reference important business and financial information about us that is not included or delivered with this prospectus. Copies of this information are available without charge to any person to whom this prospectus is delivered, upon written or oral request. Written requests should be directed to:

Corrections Corporation of America

10 Burton Hills Boulevard

Nashville, Tennessee 37215

Attention: Investor Relations

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Oral requests should be made by calling our Investor Relations Department at (615) 263-3000.

In order to ensure timely delivery of the documents, you must make your request to us no later than _____, 2013. In the event that we extend the exchange offer, you must submit your request at least five business days before the expiration date of the exchange offer, as extended.

Table of Contents

WHERE YOU CAN FIND MORE INFORMATION

We are subject to the informational requirements of the Securities Exchange Act of 1934, as amended (the Exchange Act). Accordingly, we file current, quarterly and annual reports, proxy statements and other information with the Securities and Exchange Commission (the SEC). You may read and copy these reports, proxy statements and other information at the SEC s Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Please call 1-800-SEC-0330 for further information on the operation of the SEC s Public Reference Room. Our SEC filings also are available to the public at the Internet website maintained by the SEC at <http://www.sec.gov>, from commercial document retrieval services and on the investor relations page of our website at <http://www.cca.com>.

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This prospectus incorporates by reference information that we have filed with the SEC under the Exchange Act, which means that we are disclosing important information to you by referring you to those documents. Any statement contained in this prospectus or in any document incorporated or deemed to be incorporated by reference into this prospectus will be deemed modified or superseded for the purposes of this prospectus to the extent that a statement contained in this prospectus or any subsequently filed document which also is, or is deemed to be, incorporated by reference into this prospectus modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus. Accordingly, we incorporate by reference the specific documents listed below as well as any additional documents that we file with the SEC under Section 13(a), 13(c), 14, or 15(d) of the Exchange Act after the filing of the registration statement to which this prospectus relates and all such future filings that we make with the SEC prior to the termination of the offering made by this prospectus, which will be deemed to be incorporated by reference into this prospectus and to be part of this prospectus from the date we subsequently file such reports and documents (other than, in each case, any information that we furnish under Items 2.02 and 7.01 of any Current Report on Form 8-K, including the related exhibits under Item 9.01):

Our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, filed with the SEC on February 27, 2013;

Our Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2013, filed with the SEC on May 9, 2013;

The portion of our Definitive Proxy Statement filed with the SEC on April 5, 2013 that is incorporated by reference into Part III of our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, as supplemented by the Definitive Additional Materials on Schedule 14A, filed with the SEC on May 11, 2013; and

Our Current Reports on Form 8-K filed with the SEC on March 21, 2013, March 25, 2013, April 8, 2013, April 9, 2013, April 19, 2013, April 22, 2013 and May 20, 2013.

You can obtain copies of documents incorporated by reference through the SEC s website at <http://www.sec.gov> or from us, excluding all exhibits (unless an exhibit has been specifically incorporated herein by reference), free of charge, by requesting them in writing or by calling us at the following address or telephone number:

Corrections Corporation of America

10 Burton Hills Boulevard

Nashville, Tennessee 37215

Attention: Investor Relations

(615) 263-3000

Our filings with the SEC are also available free of charge on the investor relations page of our website at <http://www.cca.com>. Except for the documents described above, information included or referred to on, or otherwise accessible through, our website is not incorporated by reference

into this prospectus.

Table of Contents

FORWARD-LOOKING STATEMENTS

The information in this prospectus, including information in documents incorporated by reference, includes forward-looking statements that involve risks and uncertainties. These forward-looking statements include statements relating to our anticipated financial performance and business prospects and/or statements preceded by, followed by or that include the words believe, anticipate, intend, estimate, expect, project, could, plans, seeks and similar expressions. These forward-looking statements speak only as of the date stated and we do not undertake any obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by law. Although we believe that the expectations reflected in these forward-looking statements are reasonable, these expectations may not prove to be correct or we may not achieve the financial results, savings or other benefits anticipated in the forward-looking statements. These forward-looking statements are necessarily estimates reflecting the best judgment of our senior management and involve a number of risks and uncertainties, some of which may be beyond our control. These risks and uncertainties, including those disclosed under Risk Factors in this prospectus and in our filings with the SEC, could cause actual results to differ materially from those suggested by the forward-looking statements and include, without limitation:

general economic and market conditions, including the impact governmental budgets can have on our per diem rates and occupancy;

fluctuations in operating results because of, among other things, changes in occupancy levels, competition, increases in cost of operations, fluctuations in interest rates, and risks of operations;

changes in the privatization of the corrections and detention industry and the public acceptance of our services;

our ability to obtain and maintain correctional facility management contracts, including as the result of sufficient governmental appropriations, inmate disturbances, and the timing of the opening of new facilities and the commencement of new management contracts as well as our ability to utilize current available beds and new capacity as development and expansion projects are completed;

increases in costs to develop or expand correctional facilities that exceed original estimates, or the inability to complete such projects on schedule as a result of various factors, many of which are beyond our control, such as weather, labor conditions, and material shortages, resulting in increased construction costs;

changes in government policy and in legislation and regulation of the corrections and detention industry that adversely affect our business, including, but not limited to, the impact of the Budget Control Act of 2011 on federal corrections budgets, California's utilization of out-of-state private correctional capacity, and the impact of any changes to immigration reform laws;

our ability to meet and maintain qualification for taxation as a real estate investment trust (REIT); and

the availability of debt and equity financing on terms that are favorable to us.

We caution you not to place undue reliance on these forward-looking statements. In evaluating these forward-looking statements, you should carefully consider the risks outlined in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, which is incorporated by reference into this prospectus, and the Risk Factors set forth in this prospectus.

Table of Contents

PROSPECTUS SUMMARY

This summary highlights some of the information contained in this prospectus and does not contain all of the information that may be important to you. You should read this entire prospectus and the documents incorporated by reference and to which we refer you before making an investment decision. You should carefully consider the information set forth under Risk Factors beginning on page 7 of this prospectus, the other cautionary statements described in this prospectus, and the risk factors and other cautionary statements, including those outlined in Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2012, which are incorporated by reference in this prospectus, and, to the extent applicable, any subsequently filed reports. In addition, certain statements include forward-looking information that involves risks and uncertainties. See Forward-Looking Statements.

In this prospectus, other than in Description of the Exchange Notes and unless the context requires otherwise, CCA, we, our, us and the Company refer to Corrections Corporation of America, a Maryland corporation, and its consolidated subsidiaries.

Corrections Corporation of America

We are the nation's largest owner of partnership correction and detention facilities and one of the largest prison operators in the United States, behind only the federal government and three states. We specialize in owning, operating and managing prisons and other correctional facilities. As of March 31, 2013, we operated 67 facilities, including 51 facilities that we owned or controlled, with a total design capacity of approximately 92,500 beds in 20 states and the District of Columbia. For additional information about our business, operations and financial results, see the documents listed under Incorporation of Certain Information by Reference.

Our principal executive offices are located at 10 Burton Hills Boulevard, Nashville, Tennessee 37215, and our telephone number at that address is (615) 263-3000.

Summary of the Exchange Offer

Purpose of the Exchange Offer

We and the guarantors entered into a registration rights agreement with the initial purchasers with respect to the initial notes on the original issue date of such notes. In the registration rights agreement, we agreed for the benefit of the holders of the initial notes that we would file with the SEC and use commercially reasonable efforts to cause to become effective a registration statement relating to an offer to exchange the initial notes for the exchange notes having terms substantially identical in all material respects to the initial notes (except for provisions relating to transfer restrictions and payment of additional interest).

The Exchange Offer

We are offering to exchange:

Up to \$325,000,000 aggregate principal amount of our 4.125% senior notes due 2020 registered under the Securities Act, which we refer to as exchange notes,

for

Up to \$325,000,000 aggregate principal amount of our unregistered 4.125% senior notes due 2020 issued on April 4, 2013 in a private offering (CUSIP Numbers 22025YAL4, U22008AD5), which we refer to as initial notes.

Resale

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Based on an interpretation by the SEC set forth in no-action letters issued to third parties, we believe that the exchange notes issued pursuant to the exchange offer in exchange for the initial notes may be offered for resale, resold and otherwise transferred by you (unless you are our affiliate within the meaning of Rule 405 under the Securities Act) without compliance with the registration and prospectus delivery provisions of the Securities Act, provided that:

you are acquiring the exchange notes in the ordinary course of your business; and

you have not engaged in, do not intend to engage in, and have no arrangement or understanding with any person to participate in, a distribution of the exchange notes.

Table of Contents

If you are a broker-dealer and receive exchange notes for your own account in exchange for initial notes that you acquired as a result of market-making activities or other trading activities, you must acknowledge that you will deliver this prospectus in connection with any resale of the exchange notes. See Plan of Distribution.

Any holder of initial notes who:

is our affiliate;

does not acquire exchange notes in the ordinary course of its business; or

tenders its initial notes in the exchange offer with the intention to participate, or for the purpose of participating, in a distribution of exchange notes

cannot rely on the position of the staff of the SEC enunciated in *Morgan Stanley & Co. Incorporated* (available June 5, 1991) and *Exxon Capital Holdings Corporation* (available May 13, 1988), as interpreted in *Shearman & Sterling* (available July 2, 1993), or similar no-action letters and, in the absence of an exemption therefrom, must comply with the registration and prospectus delivery requirements of the Securities Act in connection with any resale of the exchange notes.

Expiration Date

The exchange offer will expire at 5:00 p.m., New York City time, on _____, 2013 (the 21st business day following commencement of the exchange offer), unless extended by us.

Withdrawal

You may withdraw the tender of your initial notes at any time prior to the expiration of the exchange offer. We will return to you any of your initial notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.

Conditions to the Exchange Offer

We are not required to accept the initial notes for exchange if the exchange offer would violate any applicable law or interpretation of the staff of the SEC. The exchange offer is not conditioned upon any minimum aggregate principal amount of initial notes being tendered for exchange. See The Exchange Offer Terms of the Exchange Offer and The Exchange Offer Conditions to the Exchange Offer.

Procedures for Tendering Initial Notes

If you wish to participate in the exchange offer, you must complete, sign and date the accompanying letter of transmittal, or a facsimile of such letter of transmittal, according to the instructions contained in this prospectus and the letter of transmittal. You must then mail or otherwise deliver the letter of transmittal, or a facsimile of such letter of transmittal, together with your initial notes and any other required documents, to the exchange agent at the address set forth on the cover page of the letter of transmittal.

Table of Contents

If you hold outstanding notes through The Depository Trust Company (DTC) and wish to participate in the exchange offer, you must comply with the Automated Tender Offer Program procedures of DTC by which you will agree to be bound by the letter of transmittal. By signing, or agreeing to be bound by, the letter of transmittal, you will represent to us that, among other things:

you are not our affiliate within the meaning of Rule 405 under the Securities Act;

you do not have an arrangement or understanding with any person or entity to participate in the distribution of the exchange notes;

you are acquiring the exchange notes in the ordinary course of your business; and

if you are a broker-dealer that will receive exchange notes for your own account in exchange for outstanding notes that were acquired as a result of market-making activities, you will deliver a prospectus, as required by law, in connection with any resale of such exchange notes.

Special Procedures for Beneficial Owners

If you are a beneficial owner of initial notes that are registered in the name of a broker, dealer, commercial bank, trust company or other nominee, and you wish to tender those initial notes in the exchange offer, you should contact the registered holder promptly and instruct the registered holder to tender those initial notes on your behalf. If you wish to tender on your own behalf, you must, prior to completing and executing the letter of transmittal and delivering your initial notes, either make appropriate arrangements to register ownership of the initial notes in your name or obtain a properly completed bond power from the registered holder. The transfer of registered ownership may take considerable time and may not be able to be completed prior to the expiration date.

Guaranteed Delivery Procedures

If you wish to tender your initial notes and your initial notes are not immediately available, or you cannot deliver your initial notes, the letter of transmittal or any other required documents, or you cannot comply with the procedures under DTC's Automated Tender Offer Program for transfer of book-entry interests prior to the expiration date, you must tender your initial notes according to the guaranteed delivery procedures set forth in this prospectus under The Exchange Offer Guaranteed Delivery Procedures.

Withdrawal Rights

You may withdraw the tender of your initial notes at any time prior to the expiration date, by complying with the procedures for withdrawal described in The Exchange Offer Withdrawal Rights. We will return to you any of your initial notes that are not accepted for any reason for exchange, without expense to you, promptly after the expiration or termination of the exchange offer.

Accounting Treatment

We will not recognize a gain or loss for accounting purposes as a result of the exchange offer.

Table of Contents

Certain Federal Income Tax Consequences	The exchange of initial notes for exchange notes should not be a taxable transaction for United States federal income tax purposes. You should not have to pay federal income tax as a result of your participation in the exchange offer. See Certain United States Federal Income Tax Considerations.
Regulatory Approvals	Other than compliance with the Securities Act and qualification of the indenture governing the notes under the Trust Indenture Act of 1939 (the Trust Indenture Act), there are no federal or state regulatory requirements that must be complied with or approvals that must be obtained in connection with the exchange offer.
Exchange Agent	U.S. Bank National Association is the exchange agent for the exchange offer. The addresses and telephone numbers of the exchange agent are listed under the heading The Exchange Offer Exchange Agent.
Consequences of Failure to Exchange	All untendered initial notes will continue to be subject to the existing restrictions on transfer of the initial notes. In general, the initial notes may not be offered or sold, unless registered under the Securities Act, except pursuant to an exemption from, or in a transaction not subject to, the Securities Act and applicable state securities laws. Other than in connection with the exchange offer, we do not currently anticipate that we will register the initial notes under the Securities Act.

Summary of the Exchange Notes

The summary below describes the principal terms of the exchange notes. Certain of the terms and conditions described below are subject to important limitations and exceptions. The Description of the Exchange Notes section of this prospectus contains a more detailed description of the terms and conditions of the exchange notes.

Issuer	Corrections Corporation of America
Notes Offered	\$325,000,000 aggregate principal amount of 4.125% senior notes due 2020 and registered under the Securities Act.
Maturity Date	April 1, 2020
Interest	Interest on the exchange notes will accrue at a rate of 4.125% per annum from April 4, 2013 and will be payable semi-annually in cash in arrears on April 1 and October 1 of each year, commencing October 1, 2013.
Ranking	The exchange notes will be our general unsecured senior obligations and will: <ul style="list-style-type: none"> rank equally in right of payment to all our existing and future senior indebtedness; rank senior in right of payment to our future indebtedness that is expressly subordinated in right of payment to the notes; be effectively subordinated to our existing and future secured indebtedness, including indebtedness under our revolving credit facility, to the extent of the value of the collateral securing such indebtedness; and be structurally subordinated to all of the existing and future indebtedness and liabilities, including trade payables, of our non-guarantor subsidiaries.

Table of Contents

As of March 31, 2013, after giving effect to the issuance of the initial notes and the 2023 notes and the use of proceeds therefrom, we would have had total consolidated indebtedness of approximately \$1.2 billion, including approximately \$560.0 million of secured indebtedness under our revolving credit facility, and an additional approximately \$25.7 million of outstanding letters of credit. See Description of Other Indebtedness.

Guarantees

The exchange notes initially will be fully and unconditionally guaranteed on a senior unsecured basis by substantially all of our 100% owned subsidiaries. In the future, the guarantees may be released or terminated under certain circumstances. Each subsidiary guarantee will:

rank equally in right of payment to all existing and future senior unsecured indebtedness of such guarantor subsidiary;

rank senior in right of payment to all existing and future indebtedness of such guarantor subsidiary that is expressly subordinated in right of payment to the notes;

be effectively subordinated to all existing and future secured indebtedness of such guarantor subsidiary, including its guarantee of indebtedness under our revolving credit facility, to the extent of the collateral securing such indebtedness; and

be structurally subordinated to all of the existing and future indebtedness and liabilities, including trade payables, of our non-guarantor subsidiaries.

As of March 31, 2013, our guarantor subsidiaries had no indebtedness outstanding that would have been structurally senior to the exchange notes and the related guarantees. Not all of our subsidiaries will guarantee the exchange notes. The non-guarantor subsidiaries generated none of our consolidated revenues for the year ended December 31, 2012 or for the quarter ended March 31, 2013 and owned none of our consolidated assets at all times throughout such periods.

Optional Redemption for the Exchange Notes

At any time prior to January 1, 2020, we may redeem all or part of the exchange notes at a make whole redemption price. At any time thereafter we may redeem all or part of the exchange notes at a redemption price equal to 100% of the principal amount thereof, plus accrued and unpaid interest, if any, to the redemption date. See Description of the Exchange Notes Optional Redemption.

Change of Control

If we experience certain kinds of changes of control, we must offer to purchase the exchange notes at 101% of their principal amount, plus accrued and unpaid interest. For more details, see the section Description of the Exchange Notes Repurchase at the Option of Holders Upon a Change of Control.

Table of Contents

Certain Covenants	<p>The indenture governing the exchange notes contains covenants that limit, among other things, our ability and the ability of some of our subsidiaries to:</p> <p style="padding-left: 40px;">incur liens; and</p> <p style="padding-left: 40px;">consolidate, merge or transfer all or substantially all of our assets.</p> <p>These covenants are subject to a number of important exceptions and qualifications. For more detailed description on covenants contained in the indenture, see Description of the Exchange Notes Certain Covenants.</p>
Absence of an Established Market	<p>The exchange notes will be a new class of securities for which there is currently no market.</p>
Use of Proceeds	<p>We will not receive any proceeds from the issuance of the exchange notes.</p>
Risk Factors	<p>See Risk Factors and other information in this prospectus for a discussion of factors you should carefully consider before deciding to participate in the exchange offer.</p>

Consolidated Ratio of Earnings to Fixed Charges

The following table sets forth our historical consolidated ratios of earnings to fixed charges on a consolidated basis for the periods indicated. You should read these ratios of earnings to fixed charges in connection with our consolidated financial statements, including the notes to those statements, incorporated by reference in this prospectus.

	Years ended December 31,					Three Months Ended	
	2008	2009	2010	2011	2012	March 31,	2013
Consolidated ratio of earnings to fixed charges(1)	3.9x	4.0x	4.2x	4.4x	5.0x	3.8x	4.5x

(1) For the purpose of computing the ratio of earnings to fixed charges, earnings consist of income (loss) from continuing operations before income taxes plus fixed charges, excluding capitalized interest, and fixed charges consist of interest, whether expensed or capitalized, and amortization of loan costs.

Table of Contents

RISK FACTORS

You should carefully consider the risks described below and the risk factors incorporated by reference herein, as well as the other information included or incorporated by reference in this prospectus, including the financial statements and related notes incorporated by reference into this prospectus, before deciding to exchange your initial notes for exchange notes pursuant to this exchange offer. Certain risks related to us and our business are outlined in Item 1A. Risk Factors and elsewhere in our Annual Report on Form 10-K for the fiscal year ended December 31, 2012, which is incorporated by reference in this prospectus (and in any of our Annual or Quarterly Reports for a subsequent year or quarter that we file with the SEC and that are so incorporated). See the sections titled Where You Can Find More Information and Incorporation of Certain Information by Reference for information about how to obtain copies of these documents. If any of these risks actually occur, our business, financial condition, operating results, or cash flow could be materially and adversely affected. Additional risks or uncertainties not presently known to us, or that we currently deem immaterial, also may impair our business operations. We cannot assure you that any of these events will not occur and if such events do occur, the value of the exchange notes could decline substantially.

Risks Related to the Exchange Offer

There may be adverse consequences if you do not exchange your initial notes.

If you do not exchange your initial notes for exchange notes in the exchange offer, you will continue to be subject to restrictions on transfer of your initial notes. In general, the initial notes may not be offered or sold unless they are registered or exempt from registration under the Securities Act and applicable state securities laws. Except as required by the registration rights agreement, we do not intend to register resales of the initial notes under the Securities Act. You should refer to the section titled The Exchange Offer for information about how to tender your initial notes.

The tender of initial notes under the exchange offer will reduce the outstanding amount of the initial notes, which may have an adverse effect upon, and increase the volatility of, the market prices of the initial notes due to a reduction in liquidity.

Certain persons who participate in the exchange offer must deliver a prospectus in connection with resales of the exchange notes.

Based on interpretations of the staff of the SEC contained in *Exxon Capital Holdings Corp.*, SEC no-action letter (April 13, 1988), *Morgan Stanley & Co. Inc.*, SEC no-action letter (June 5, 1991) and *Shearman & Sterling*, SEC no-action letter (July 2, 1983), we believe that you may offer for resale, resell or otherwise transfer the exchange notes without compliance with the registration and prospectus delivery requirements of the Securities Act. However, in some instances described in this prospectus under Plan of Distribution, certain holders of exchange notes will remain obligated to comply with the registration and prospectus delivery requirements of the Securities Act to transfer the exchange notes. If such a holder transfers any exchange notes without delivering a prospectus meeting the requirements of the Securities Act or without an applicable exemption from registration under the Securities Act, such a holder may incur liability under the Securities Act. We do not and will not assume, or indemnify such a holder against, this liability.

If you wish to tender your initial notes for exchange, you must comply with the requirements described in this prospectus.

You will receive exchange notes in exchange for initial notes only after the exchange agent receives such initial notes, a properly completed and duly executed letter of transmittal and all other required documentation within the time limits described in this prospectus. If you wish to tender your initial notes in exchange for exchange notes, you should allow sufficient time for delivery. Neither the exchange agent nor CCA has any duty to give you notice of defects or irregularities with respect to tenders of initial notes for exchange. Initial notes that are not tendered or are tendered but not accepted will, following consummation of the exchange offer, continue to be subject to the existing restrictions upon transfer relating to the initial notes.

Table of Contents

The consummation of the exchange offer may not occur.

We are not obligated to complete the exchange offer under certain circumstances. See *The Exchange Offer Conditions to the Exchange Offer*. Even if the exchange offer is completed, it may not be completed on the schedule described in this prospectus. Accordingly, holders participating in the exchange offer may have to wait longer than expected to receive their exchange notes. You may be required to deliver prospectuses and comply with other requirements in connection with any resale of the exchange notes.

Risks Related to the Exchange Notes

The following risks apply to the initial notes and will apply equally to the exchange notes.

Our indebtedness could adversely affect our financial health and prevent us from fulfilling our obligations under our debt securities.

We have a significant amount of indebtedness. As of March 31, 2013, after giving effect to the issuance of the initial notes and the 2023 notes and the use of proceeds therefrom, we would have had total consolidated indebtedness of approximately \$1.2 billion. See *Description of Other Indebtedness*. Our indebtedness could have important consequences. For example, it could:

make it more difficult for us to satisfy our obligations with respect to our indebtedness, including the notes;

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness, thereby reducing the availability of our cash flow to fund working capital, capital expenditures, and other general corporate purposes;

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate;

place us at a competitive disadvantage compared to our competitors that have less debt; and

limit our ability to borrow additional funds or refinance existing indebtedness on favorable terms.

Our revolving credit facility and other debt instruments, including the notes, have restrictive covenants that could limit our financial flexibility.

The indentures related to our senior notes, including the notes, and our revolving credit facility contain restrictive covenants that limit our ability to engage in activities that may be in our long-term best interests. Our ability to borrow under our revolving credit facility is subject to compliance with certain financial covenants, including leverage and fixed charge coverage ratios. Our revolving credit facility includes other restrictions that, among other things, limit our ability to incur indebtedness; grant l