Table of Contents

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2018

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from __________ to __________

Commission file number: 1-14260

The GEO Group, Inc.

(Exact name of registrant as specified in its charter)

Florida	**65-0043078**
(State or other jurisdiction of	**(IRS Employer**
incorporation or organization)	**Identification No.)**
One Park Place, 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)

(Former name, former address and former fiscal year if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

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

Large accelerated filer	Accelerated filer
Non-accelerated filer	Smaller reporting company
	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.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of November 6, 2018, the registrant had 121,796,397 shares of common stock outstanding.

Table of Contents

TABLE OF CONTENTS

Table of Contents

PART I FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

THE GEO GROUP, INC.

CONSOLIDATED STATEMENTS OF OPERATIONS

(Unaudited)

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2018 AND 2017

(In thousands, except per share data)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Revenues	$ 583,530	$ 566,759	$ 1,731,956	$ 1,694,443
Operating expenses	434,806	423,134	1,299,312	1,276,286
Depreciation and amortization	31,297	31,649	94,536	92,464
General and administrative expenses	47,647	49,074	136,927	143,866
Operating income	69,780	62,902	201,181	181,827
Interest income	8,428	14,648	26,194	38,971
Interest expense	(37,991)	(38,719)	(110,779)	(109,702)
Income before income taxes and equity in earnings of affiliates	40,217	38,831	116,596	111,096
Provision for income taxes	3,723	1,720	12,193	5,590
Equity in earnings of affiliates, net of income tax provision of $200, $77, $636 and $1,785, respectively	2,735	1,342	7,071	4,255
Net income	39,229	38,453	111,474	109,761
Net loss attributable to noncontrolling interests	60	36	223	123
Net income attributable to The GEO Group, Inc.	$ 39,289	$ 38,489	$ 111,697	$ 109,884
Weighted-average common shares outstanding:				
Basic	119,681	122,251	120,567	119,356
Diluted	120,302	122,887	121,055	120,114
Net income per common share attributable to The GEO Group, Inc.:				
Basic:				

Net income per common share attributable to The GEO Group, Inc. basic	$	0.33	$	0.31	$	0.93	$	0.92
Diluted:								
Net income per common share attributable to The GEO Group, Inc. diluted	$	0.33	$	0.31	$	0.92	$	0.91
Dividends declared per share	$	0.47	$	0.47	$	1.41	$	1.41

The accompanying notes are an integral part of these unaudited consolidated financial statements.

3

Table of Contents

THE GEO GROUP, INC.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS)

(Unaudited)

FOR THE THREE AND NINE MONTHS ENDED

SEPTEMBER 30, 2018 AND 2017

(In thousands)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Net income	$ 39,229	$ 38,453	$ 111,474	$ 109,761
Other comprehensive income, net of tax:				
Foreign currency translation adjustments	(1,331)	(179)	(5,882)	2,030
Pension liability adjustment, net of tax provision (benefit) of $(894), $25, $(430) and $76, respectively	(761)	64	(31)	175
Change in fair value of derivative instrument classified as cash flow hedge, net of tax provision of $271, $307, $803 and $451, respectively	1,536	1,740	4,550	2,556
Total other comprehensive income (loss), net of tax	(556)	1,625	(1,363)	4,761
Total comprehensive income	38,673	40,078	110,111	114,522
Comprehensive loss attributable to noncontrolling interests	72	34	247	119
Comprehensive income attributable to The GEO Group, Inc.	$ 38,745	$ 40,112	$ 110,358	$ 114,641

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Table of Contents

THE GEO GROUP, INC.

CONSOLIDATED BALANCE SHEETS

SEPTEMBER 30, 2018 AND DECEMBER 31, 2017

(In thousands, except share data)

	September 30, 2018 (Unaudited)	December 31, 2017
ASSETS		
Current Assets		
Cash and cash equivalents	$ 66,007	$ 81,377
Restricted cash and cash equivalents	54,931	44,932
Accounts receivable, less allowance for doubtful accounts of $4,261 and $4,574, respectively	403,610	389,916
Contract receivable, current portion	9,420	18,142
Prepaid expenses and other current assets	37,587	45,342
Total current assets	571,555	579,709
Restricted Cash and Investments	28,939	27,999
Property and Equipment, Net	2,148,005	2,078,123
Assets Held for Sale	2,634	3,915
Non-Current Contract Receivable	384,794	404,309
Deferred Income Tax Assets	26,277	26,277
Goodwill	776,368	778,951
Intangible Assets, Net	237,947	255,339
Other Non-Current Assets	65,820	72,286
Total Assets	$ 4,242,339	$ 4,226,908
LIABILITIES AND SHAREHOLDERS EQUITY		
Current Liabilities		
Accounts payable	$ 82,284	$ 92,587
Accrued payroll and related taxes	53,597	71,732
Accrued expenses and other current liabilities	197,459	176,324
Current portion of capital lease obligations, long-term debt and non-recourse debt	340,143	28,920
Total current liabilities	673,483	369,563
Non-Current Deferred Income Tax Liabilities	8,757	8,757
Other Non-Current Liabilities	89,214	96,702
Capital Lease Obligations	4,954	6,059

Long-Term Debt	2,363,318	2,181,544
Non-Recourse Debt	22,201	365,364
Commitments, Contingencies and Other (Note 13)		
Shareholders Equity		
Preferred stock, $0.01 par value, 30,000,000 shares authorized, none issued or outstanding		
Common stock, $0.01 par value, 187,500,000 shares authorized, 124,803,502 and 124,008,303 issued and 121,686,019 and 124,008,303 outstanding, respectively	1,248	1,240
Additional paid-in capital	1,204,982	1,190,906
(Distributions) in excess of earnings/earnings in excess of distributions	(29,018)	31,541
Accumulated other comprehensive loss	(25,785)	(24,446)
Treasury stock, 3,117,483 and 0 shares, at cost, respectively	(70,446)	
Total shareholders equity attributable to The GEO Group, Inc.	1,080,981	1,199,241
Noncontrolling interests	(569)	(322)
Total shareholders equity	1,080,412	1,198,919
Total Liabilities and Shareholders Equity	$ 4,242,339	$ 4,226,908

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Table of Contents

THE GEO GROUP, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

(Unaudited)

FOR THE NINE MONTHS ENDED

SEPTEMBER 30, 2018 AND 2017

(In thousands)

	Nine Months Ended September 30, 2018	Nine Months Ended September 30, 2017
Cash Flow from Operating Activities:		
Net income	$ 111,474	$ 109,761
Net loss attributable to noncontrolling interests	223	123
Net income attributable to The GEO Group, Inc.	111,697	109,884
Adjustments to reconcile net income attributable to The GEO Group, Inc. to net cash provided by operating activities:		
Depreciation and amortization expense	94,536	92,464
Stock-based compensation	16,351	14,852
Amortization of debt issuance costs, discount and/or premium and other non-cash interest	5,860	11,922
Provision for doubtful accounts	806	1,597
Equity in earnings of affiliates, net of tax	(7,071)	(4,255)
Dividends received from unconsolidated joint venture	8,710	5,052
(Gain) loss on sale/disposal of property and equipment, net	3,652	2,194
Changes in assets and liabilities, net of effects of acquisitions:		
Changes in accounts receivable, prepaid expenses and other assets	(13,955)	5,604
Changes in contract receivable	(3,412)	(163,083)
Changes in accounts payable, accrued expenses and other liabilities	3,049	(18,326)
Net cash provided by operating activities	220,223	57,905
Cash Flow from Investing Activities:		
Acquisition of CEC, net of cash acquired		(353,555)
Insurance proceeds damaged property	5,998	86
Proceeds from sale of property and equipment	2,061	856
Proceeds from sale of assets held for sale	3,797	
Change in restricted investments	(2,413)	(3,810)
Capital expenditures	(161,490)	(104,130)
Net cash used in investing activities	(152,047)	(460,553)

Cash Flow from Financing Activities:		
Proceeds from long-term debt	372,000	1,324,865
Payments on long-term debt	(186,033)	(1,093,088)
Payments on non-recourse debt	(9,636)	(68,887)
Proceeds from non-recourse debt		123,785
Taxes paid related to net share settlements of equity awards	(4,452)	(4,122)
Proceeds from issuance of common stock under prospectus supplement		275,867
Proceeds from issuance of common stock in connection with ESPP	404	382
Payment for repurchases of common stock	(70,446)	
Debt issuance costs	(990)	(9,470)
Proceeds from the exercise of stock options	1,781	6,786
Cash dividends paid	(172,256)	(169,152)
Net cash (used in) provided by financing activities	(69,628)	386,966
Effect of Exchange Rate Changes on Cash, Cash Equivalents and Restricted Cash and Cash Equivalents	(5,392)	863
Net Decrease in Cash, Cash Equivalents and Restricted Cash and Cash Equivalents	(6,844)	(14,819)
Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, beginning of period	133,545	90,357
Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, end of period	$ 126,701	$ 75,538
Supplemental Disclosures:		
Non-cash Investing and Financing activities:		
Capital expenditures in accounts payable and accrued expenses	$ 4,152	$ 7,526

The accompanying notes are an integral part of these unaudited consolidated financial statements.

Table of Contents

THE GEO GROUP, INC.

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The GEO Group, Inc., a Florida corporation, and subsidiaries (the Company or GEO) is a fully-integrated real estate investment trust (REIT) specializing in the ownership, leasing and management of correctional, detention and reentry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa and the United Kingdom. The Company owns, leases and operates a broad range of correctional and detention facilities including maximum, medium and minimum security prisons, immigration detention centers, minimum security detention centers, as well as community-based reentry facilities and offers an expanded delivery of offender rehabilitation services under its GEO Continuum of Care platform. The GEO Continuum of Care program integrates enhanced in-prison programs, which are evidence-based and include cognitive behavioral treatment and post-release services, and provides academic and vocational classes in life skills and treatment programs while helping individuals reintegrate into their communities. The Company develops new facilities based on contract awards, using its project development expertise and experience to design, construct and finance what it believes are state-of-the-art facilities that maximize security and efficiency. The Company provides innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants. The Company also provides secure transportation services for offender and detainee populations as contracted domestically and in the United Kingdom through its joint venture GEO Amey PECS Ltd. (GEOAmey). At September 30, 2018, the Company s worldwide operations include the management and/or ownership of approximately 96,000 beds at 136 correctional and detention facilities, including idle facilities, projects under development and recently awarded contracts, and also include the provision of community supervision services for more than 192,000 offenders and pretrial defendants, including approximately 100,000 individuals through an array of technology products including radio frequency, GPS, and alcohol monitoring devices.

The Company s unaudited consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared in accordance with accounting principles generally accepted in the United States and the instructions to Form 10-Q and consequently do not include all disclosures required by Form 10-K. The accounting policies followed for quarterly financial reporting are the same as those disclosed in the Notes to Consolidated Financial Statements included in the Company s Annual Report on Form 10-K filed with the Securities and Exchange Commission on February 26, 2018 for the year ended December 31, 2017. The accompanying December 31, 2017 consolidated balance sheet has been derived from those audited financial statements. Additional information may be obtained by referring to the Company s Form 10-K for the year ended December 31, 2017. In the opinion of management, all adjustments (consisting only of normal recurring items) necessary for a fair presentation of the financial information for the interim periods reported in this Quarterly Report on Form 10-Q have been made. Results of operations for the nine months ended September 30, 2018 are not necessarily indicative of the results for the entire year ending December 31, 2018, or for any other future interim or annual periods.

2. REVENUE RECOGNITION

On January 1, 2018, the Company adopted Accounting Standards Codification (ASC) Topic 606, Revenue from Contracts with Customers using the modified retrospective method applied to those contracts that were not completed as of January 1, 2018. The adoption of this standard did not result in a significant change to the Company s historical revenue recognition policies and there were no significant adjustments that required a cumulative adjustment to retained earnings upon transition.

Revenue is recognized when control of the promised goods or services is transferred to GEO s customers, in an amount that reflects the consideration GEO expects to be entitled to in exchange for those goods or services. Sales, value added and other taxes GEO collects concurrent with revenue producing activities and that are subsequently remitted to governmental authorities are excluded from revenues. The guidance distinguishes between goods and services. The definition of services under the guidance includes everything other than goods. As such, in the case of GEO, this guidance views the provision of housing as a service.

Table of Contents

When a contract includes variable consideration, GEO determines an estimate of the variable consideration and evaluates whether the estimate needs to be constrained; therefore, GEO includes the variable consideration in the transaction price only to the extent that it is probable that a significant reversal of the amount of cumulative revenue recognized will not occur when the uncertainty associated with the variable consideration is subsequently resolved. Variable consideration estimates are updated at each reporting date. A limited number of GEO s domestic contracts have provisions upon which a small portion of the revenue for the contract is based on the performance of certain targets. Domestically, revenue based on the performance of certain targets is less than 1% of the Company s consolidated domestic revenues and was not significant during the periods presented. One of GEO s international contracts, related to its Ravenhall correctional facility project (discussed further below), contains a provision where a significant portion of the revenue for the contract is based on the performance of certain targets. These performance targets are based on specific criteria to be met over specific periods of time. Such criteria includes the Company s ability to achieve certain contractual benchmarks relative to the quality of service it provides, non-occurrence of certain disruptive events, effectiveness of its quality control programs and its responsiveness to customer requirements. The performance of these targets are measured quarterly and there was no significant constraint on the estimate of such variable consideration for this contract during the nine months ended September 30, 2018.

GEO does not disclose the value of unsatisfied performance obligations for (i) contracts with an expected length of one year or less and (ii) contracts for which revenue is recognized at the amount to which GEO has the right to invoice for services performed, which is generally the case for all of GEO s contracts. Incidental items that are immaterial in the context of the contract are recognized as expense. GEO generally does not incur incremental costs of obtaining a contract with its customers that would meet the requirement for capitalization. There were no assets recognized from costs to obtain a contract with a customer at September 30, 2018 or December 31, 2017.

The timing of revenue recognition may differ from the timing of invoicing to customers. GEO records a receivable when services are performed which are due from its customers based on the passage of time. GEO records a contract liability if consideration is received in advance of the performance of services. Generally, GEO s customers do not provide payment in advance of the performance of services. Therefore, any contract liability is not significant at September 30, 2018 or December 31, 2017 and revenue recognized during the nine months ended September 30, 2018 that was included in the opening balance of unearned revenue was not significant. There have been no significant amounts of revenue recorded in the periods presented from performance obligations either wholly or partially satisfied in prior periods.

The right to consideration under GEO s contracts is only dependent on the passage of time and is therefore considered to be unconditional. Payment terms and conditions vary by contract type, although, with the exception of the contract receivable related to GEO s Ravenhall correctional facility (further discussed below), terms generally include a requirement of payment within 30 days after performance obligations are satisfied and generally do not include a significant financing component. There have been no significant changes in receivable or unearned revenue balances during the period other than regular invoicing and collection activity.

Table of Contents

The following table disaggregates GEO s revenue by major source and also provides a reconciliation with revenue information disclosed for reportable segments in Note 14 Business Segments and Geographic Information:

	Nine Months Ended September 30, 2018 (in thousands)				
	U.S. Corrections & Detention	GEO Care	International	Facility Construction and Design	Total
Owned and Leased: Corrections & Detention	$ 817,666	$	$	$	$ 817,666
Owned and Leased: Community-based		127,615			127,615
Owned and Leased: Youth Services		68,590			68,590
Managed Only	289,350	3,724	193,121		486,195
Facility Construction and Design					
Non-residential Services and Other		231,890			231,890
Total Revenues	$ 1,107,016	$ 431,819	$ 193,121	$	$ 1,731,956

	Nine Months Ended September 30, 2017 (in thousands)				
	U.S. Corrections & Detention	GEO Care	International	Facility Construction and Design	Total
Owned and Leased Corrections & Detention	$ 789,230	$	$	$	$ 789,230
Owned and Leased Community-based		106,996			106,996
Owned and Leased Youth Services		65,408			65,408
Managed Only	284,610	2,278	130,261		417,149
Facility Construction and Design				112,602	112,602
Non-residential Services and Other		203,058			203,058
Total Revenues	$ 1,073,840	$ 377,740	$ 130,261	$ 112,602	$ 1,694,443

Owned and Leased Corrections & Detention

GEO recognizes revenue for corrections & detention housing services where GEO owns or leases the facility as services are performed. GEO provides for the safe and secure housing and care of incarcerated individuals under public-private partnerships with federal, state and local government agencies. This includes providing 24-hour care and supervision, including but not limited to, such services as medical, transportation, food service, laundry services and various programming activities. These tasks are considered to be activities to fulfill the safe and secure housing performance obligation and are not considered to be individually separate promises in the contract. Each of these activities is highly interrelated and GEO performs a significant level of integration of these activities. GEO has identified these activities as a bundle of services and determined that each day of the promised service is distinct. The services provided are part of a series of distinct services that are substantially the same and are measured using the same measure of progress (time-based output method). GEO has determined that revenue for these services are recognized over time as it s customers simultaneously receive and consume the benefits as the services are performed, which is on a continual daily basis, and GEO has a right to payment for performance completed to date. Time-based output methods of revenue recognition are considered to be a faithful depiction of GEO s efforts to fulfill its obligations under its contracts and therefore reflect the transfer of services to its customers. GEO s customers generally pay for these services based on a net rate per day per individual or on a fixed monthly rate.

Table of Contents

Owned and Leased Community-based

GEO recognizes revenue for community-based reentry services where GEO owns or leases the facility in a manner similar to its corrections and detention services discussed above. GEO provides individuals nearing the end of their sentence with the resources necessary to productively transition back into society. Through its residential reentry centers, GEO provides federal and state parolees and probationers with temporary housing, rehabilitation, substance abuse counseling and vocational and educational programs. These activities are considered to be a bundle of services which are a part of a series of distinct services recognized over time based on the same criteria as discussed above for corrections and detention revenues. GEO s customers also generally pay for these services based on a net rate per day per individual or on a fixed monthly rate.

Owned and Leased Youth Services

GEO recognizes revenues for youth services where GEO owns or leases the facility in the same manner as discussed above for the housing, supervision, care and rehabilitation of troubled youth residents. The activities to house and care for troubled youth residents are also considered to be a bundle of services which are part of a series of distinct services recognized over time based on the same criteria discussed for the previous two revenue streams. GEO s customers generally pay for these services based on a net rate per day per individual.

Managed Only

GEO recognizes revenue for its managed only contracts in the same manner as its Owned and Leased Corrections & Detention and Owned and Leased Community-based contracts as discussed above. The primary exception is that GEO does not own or lease the facility. The facility is owned by the customer. In certain circumstances, GEO s customers may request that GEO make certain capital improvements to the facility or make other payments related to the facility. These payments are amortized as a reduction of revenues over the life of the contract. GEO s customers generally pay for these services based on a net rate per day per individual or a fixed monthly rate.

Facility Construction and Design

Facility Construction and Design revenues during the nine months ended September 30, 2017 consisted of one contract with the Department of Justice in the State of Victoria (the State) for the development and operation of a new 1,300-bed correctional facility (the Facility) in Ravenhall, a locality near Melbourne, Australia. The Facility was completed during the fourth quarter of 2017 and GEO is currently managing the Facility under a 25-year management contract. There were no facility construction and design revenues during the nine months ended September 30, 2018. GEO s promise to design and construct the Facility was considered to be a separate and distinct performance obligation from the management obligation which includes the safe and secure housing, care and programming activities for incarcerated individuals similar to the correction & detention services discussed above. For the obligation to manage the Facility, GEO determined revenue should be recorded over time using a time-based output method based on the same criteria as discussed above for correction and detention services. Fees included and priced in the contract for managing the Facility are considered to be stated at their individual estimated stand-alone selling prices using the adjusted market assessment approach. These services are regularly provided by GEO on a stand-alone basis to similar customers within a similar range of amounts. GEO used the expected cost plus margin approach to allocate the transaction price to the construction obligation. GEO was entitled under the contract to receive consideration in the amount of its costs plus a margin.

During the design and construction phase, GEO determined that revenue should be recorded over time and applied cost based input methods using the actual costs incurred relative to the total estimated costs (percentage of completion basis) to determine progress towards contract completion and to calculate the corresponding amount of revenue and gross profit to recognize. Cost based input methods of revenue recognition are considered to be a faithful depiction of GEO s efforts to satisfy long-term construction contracts and therefore reflect the transfer of goods to the customer as the customer controls the work in progress as the Facility is constructed. Cost based input methods of revenue recognition also require GEO to make estimates of net contract revenues and costs to complete the project. Significant judgment was required to evaluate the costs to complete the project, including materials, labor, contingencies and other costs. If estimated total costs on the contract are greater than the net contract revenues, the entire estimated loss on the contract is recognized in the period the loss becomes known. The cumulative effect of revisions to estimates related to net contract revenues or costs to complete are recorded in the period in which the revisions to estimates are identified and the amounts can be reasonably estimated. Typically, the Company enters into fixed price contracts and does not perform additional work unless approved change orders are in place. Costs attributable to unapproved change orders are expensed in the period in which the costs are incurred if the Company believes that it is not probable that the costs will be recovered through a change in the contract price. If the Company believes that it is probable that the costs will be recovered through a change in the contract price, costs related to unapproved change orders are expensed in the period in which they are incurred, and contract revenue is recognized to the extent of the costs incurred. Revenue in excess of the costs attributable to unapproved change orders is not recognized until the change order is approved. Changes in job performance, job conditions, and estimated profitability, including those arising from contract penalty provisions, and final contract settlements, may result in revisions to estimated costs and income, and are recognized in the period in which the revisions are determined. For the periods presented, there were no changes in job performance, job conditions and estimated profitability that required a revision to the estimated costs and income recorded.

GEO was the primary developer of the project and subcontracted with a bonded international design and build contractor to design and construct the Facility. As the primary contractor for the project, GEO determined that it was primarily responsible for fulfilling the promise to develop and provide the Facility to the State, including overall responsibility for the acceptability of the project in meeting the State s specifications. Therefore, GEO was considered to be a principal in the transaction and construction revenues and construction costs were recorded on a gross basis.

The cost of the project during the design and construction phase was funded by debt financing along with a capital contribution by GEO which was made in January 2017. GEO s promise to provide the equity contribution was considered to be a separate and distinct performance obligation that is separate from the construction and facility management obligations. The contribution represents a significant financing element which provided a benefit to the State. Costs incurred and estimated earnings in excess of billings are classified as contract receivable in the accompanying consolidated balance sheets. The contract receivable will be satisfied through a State contribution, which was made in November 2017 upon commercial acceptance of the Facility, and by quarterly payments to be made over the 25-year operating phase. The timing of these payments provide the State with a significant benefit of financing for the Facility as the payments by the State occur significantly after performance (construction of the Facility). Therefore, the contract receivable has been recorded at net present value based on the timing of expected future settlement. Interest income is calculated using an effective interest rate of 8.97% and has been presented separately from facility design and construction revenue. Interest income also includes an equity return for GEO s capital contribution.

Non-residential Services and Other

Non-residential Services and Other revenue consists of the Company s contracts with federal and various state and local governments to provide location, alcohol and drug detecting electronic monitoring and case management services to individuals on an as needed or as requested basis. This category also includes the Company s day reporting centers.

GEO recognizes revenues for electronic monitoring and case management services as the services are performed. Services provided consist of community-based supervision (home visits), in-person reporting, telephonic reporting and GPS and other electonic monitoring as well as overall contract management services. The rates for the various services are considered to be stated at their individual stand-alone selling prices. GEO has determined that the services to be provided are recognized over time based on the unit of occurrence of the various services as its customer simultaneously receives and consumes the benefits as the services are performed and GEO has a right to payment for performance completed to date. Generally, these services are paid based on a net rate per occurrence and a monthly fee for management services.

Table of Contents

Certain of the Company s electronic monitoring contracts include providing monitoring equipment and related monitoring services activities (using internal proprietary software platforms) to its customers. These tasks are considered to be activities to fulfill the promise to provide electronic monitoring services to individuals and are not considered to be individually separate promises in the contract. In the context of the contract, the equipment and monitoring service is not considered to be capable of being distinct as the customer typically cannot benefit from the equipment or monitoring service on its own or with other readily available resources. Management has identified these activities as a bundle of services and determined that each day or unit of the promised service is distinct. These services are part of a series of distinct services that are substantially the same and are measured using the same measure of progress (time-based output method) and are therefore accounted for as a single performance obligation. GEO has determined that services are recognized over time as the customer simultaneously receives and consumes the benefits as the services are performed and GEO has a right to payment for performance completed to date.

Services provided for GEO s day reporting centers are similar to its Owned and Leased Community-based services discussed above with the exception of temporary housing.

3. BUSINESS COMBINATIONS

Community Education Centers Acquisition

On April 5, 2017, the Company completed its acquisition of Community Education Centers (CEC), pursuant to a definitive merger agreement entered into on February 12, 2017 between the Company, GEO/DE/MC/01 LLC, and CEC Parent Holdings LLC. Under the terms of the merger agreement, the Company acquired 100% of the voting interests in CEC for an aggregate consideration of $353.6 million. The Company does not believe that any of the goodwill recorded as a result of the CEC acquisition will be deductible for federal income tax purposes.

The allocation of the purchase price was complete as of March 31, 2018. During the three months ended March 31, 2018, the Company made measurement period adjustments to provisional amounts with respect to the CEC acquisition that were recognized at the acquisition date to reflect new information obtained about facts and circumstances that existed as of the acquisition date that, if known, would have affected the measurement of the amounts recognized as of that date. These adjustments related to the Company s valuation of accounts payable and accrued expenses. Of the total measurement period adjustments, accounts payable and accrued expenses decreased by $1.0 million related to an accrual for a legal settlement that was funded out of cash held in escrow and by $1.4 million related to a contingency for unclaimed property. The remaining measurement period adjustments were not individually significant. The final purchase price allocation and adjustments made to the estimated acquisition date fair values during the three months ended March 31, 2018 are as follows (in thousands):

Table of Contents

	Acquisition Date Estimated Fair Value as of December 31, 2017	Measurement Period Adjustments	Final Acquisition Date Fair Value as of March 31, 2018
Accounts Receivable	$ 32,869	$	$ 32,869
Prepaid and other current assets	4,397		4,397
Property and equipment	126,510		126,510
Intangible assets	76,000		76,000
Favorable lease assets	3,110		3,110
Deferred income tax assets	4,116	44	4,160
Other non-current assets	4,327		4,327
Total assets acquired	$ 251,329	$ 44	$ 251,373
Accounts payable and accrued expenses	51,651	(1,339)	50,312
Unfavorable lease liabilities	1,299		1,299
Other non-current liabilities	10,479	(1,166)	9,313
Total liabilities assumed	$ 63,429	$ (2,505)	$ 60,924
Total identifiable net assets	187,900	2,549	190,449
Goodwill	165,656	(2,549)	163,107
Total consideration paid, net of cash acquired	$ 353,556	$	$ 353,556

The Company recognized a reduction of operating expenses of $2.3 million related to CEC during the nine months ended

September 30, 2018 as a result of a recovery of funds held in escrow after the measurement period had ended.

4. GOODWILL AND OTHER INTANGIBLE ASSETS

The Company has recorded goodwill as a result of its various business combinations. On April 5, 2017, the Company completed its acquisition of CEC. Refer to Note 3 Business Combinations. Goodwill is recorded as the difference, if any, between the aggregate consideration paid for an acquisition and the fair value of the tangible assets and intangible assets acquired net of liabilities assumed, including noncontrolling interests. Changes in the Company s goodwill balances from December 31, 2017 to September 30, 2018 are as follows (in thousands):

	December 31, 2017	Acquisition Adjustments	Foreign Currency Translation	September 30, 2018
U.S. Corrections & Detention	$ 317,005	$ (639)	$	$ 316,366

GEO Care	461,499	(1,910)		459,589
International Services	447		(34)	413
Total Goodwill	$ 778,951	$ (2,549)	$ (34)	$ 776,368

Table of Contents

The Company has also recorded other finite and indefinite-lived intangible assets as a result of its various business combinations. Refer to Note 3 Business Combinations for a discussion of the Company s recent acquisition of CEC. The Company s intangible assets include facility management contracts, covenants not to compete, trade names and technology, as follows (in thousands):

		September 30, 2018			December 31, 2017		
	Weighted Average Useful Life (years)	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount
Facility management contracts	16.3	$ 308,431	$ (122,309)	$ 186,122	$ 308,518	$ (106,724)	$ 201,794
Covenants not to compete	1	700	(700)		700	(517)	183
Technology	7.3	33,700	(27,075)	6,625	33,700	(25,538)	8,162
Trade name (Indefinite lived)	Indefinite	45,200		45,200	45,200		45,200
Total acquired intangible assets		$ 388,031	$ (150,084)	$ 237,947	$ 388,118	$ (132,779)	$ 255,339

Amortization expense was $17.3 million and $18.1 million for the nine months ended September 30, 2018 and 2017, respectively. Amortization expense was primarily related to the U.S. Corrections & Detention and GEO Care segments amortization of acquired facility management contracts. As of September 30, 2018, the weighted average period before the next contract renewal or extension for the acquired facility management contracts was approximately 1.5 years. Although the facility management contracts acquired have renewal and extension terms in the near term, the Company has historically maintained these relationships beyond the current contractual periods.

Estimated amortization expense related to the Company s finite-lived intangible assets for the remainder of 2018 through 2022 and thereafter is as follows (in thousands):

Fiscal Year	**Total Amortization Expense**
Remainder of 2018	$ 5,647
2019	22,305
2020	22,305
2021	19,782
2022	18,103
Thereafter	104,605
	$ 192,747

5. FINANCIAL INSTRUMENTS

The following tables provide a summary of the Company s significant financial assets and liabilities carried at fair value and measured on a recurring basis as of September 30, 2018 and December 31, 2017 (in thousands):

	Carrying Value at September 30, 2018	Fair Value Measurements at September 30, 2018 Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Restricted investment:				
Rabbi Trust	$ 23,176	$	$ 23,176	$
Fixed income securities	1,871		1,871	
Liabilities:				
Interest rate swap derivatives	$ 8,638	$	$ 8,638	$

14

Table of Contents

	Carrying Value at December 31, 2017	Fair Value Measurements at December 31, 2017 Quoted Prices in Active Markets (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Assets:				
Restricted investments:				
Rabbi Trust	$ 20,763	$	$ 20,763	$
Fixed income securities	1,902		1,902	
Liabilities:				
Interest rate swap derivatives	$ 13,992	$	$ 13,992	$

The Company s Level 2 financial instruments included in the tables above as of September 30, 2018 and December 31, 2017 consist of interest rate swap derivative liabilities held by the Company s Australian subsidiary, the Company s rabbi trust established for GEO employee and employer contributions to The GEO Group, Inc. Non-qualified Deferred Compensation Plan and an investment in Canadian dollar denominated fixed income securities.

The Australian subsidiary s interest rate swap derivative liabilities are valued using a discounted cash flow model based on projected Australian borrowing rates. The Company s restricted investment in the rabbi trust is invested in Company owned life insurance policies which are recorded at their cash surrender values. These investments are valued based on the underlying investments held in the policies separate account. The underlying assets are equity and fixed income pooled funds that are comprised of Level 1 and Level 2 securities. The Canadian dollar denominated securities, not actively traded, are valued using quoted rates for these and similar securities.

During the nine months ended September 30, 2018, the Company transferred certain accounts receivable balances that had a carrying value of approximately $6.9 million to an unrelated third party. The transfer was accounted for as a sale and the Company has no continuing involvement with the transferred assets. The Company received cash proceeds in connection with the sale of approximately $6.9 million, and as such, there was no gain or loss in connection with the transaction.

Table of Contents

6. FAIR VALUE OF ASSETS AND LIABILITIES

The Company s consolidated balance sheets reflect certain financial assets and liabilities at carrying value. The carrying value of certain debt instruments, if applicable, is net of unamortized discount. The following tables present the carrying values of those financial instruments and the estimated corresponding fair values at September 30, 2018 and December 31, 2017 (in thousands):

		Estimated Fair Value Measurements at September 30, 2018			
	Carrying Value as of September 30, 2018	Total Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	$ 66,007	$ 66,007	$ 66,007	$	$
Restricted cash and investments	60,694	60,694	58,241	2,453	
Liabilities:					
Borrowings under senior credit facility	$ 1,243,919	$ 1,242,560	$	$ 1,242,560	$
5.875% Senior Notes due 2024	250,000	240,523		240,523	
5.125% Senior Notes	300,000	289,731		289,731	
5.875% Senior Notes due 2022	250,000	252,878		252,878	
6.00% Senior Notes	350,000	336,872		336,872	
Non-recourse debt	357,506	357,736		357,736	

		Estimated Fair Value Measurements at December 31, 2017			
	Carrying Value as of December 31, 2017	Total Fair Value	Level 1	Level 2	Level 3
Assets:					
Cash and cash equivalents	$ 81,377	$ 81,377	$ 81,377	$	$
Restricted cash and investments	52,168	52,168	49,884	2,284	
Liabilities:					
Borrowings under senior credit facility	$ 1,064,599	$ 1,070,514	$	$ 1,070,514	$
5.875% Senior Notes due 2024	250,000	262,095		262,095	
5.125% Senior Notes	300,000	303,918		303,918	
5.875% Senior Notes due 2022	250,000	258,338		258,338	
6.00% Senior Notes	350,000	362,835		362,835	
Non-recourse debt	393,737	394,671		394,671	

The fair values of the Company s cash and cash equivalents, and restricted cash approximates the carrying values of these assets at September 30, 2018 and December 31, 2017. Restricted cash consists of money market funds, bank deposits, commercial paper and time deposits used for asset replacement funds and other funds contractually required to be maintained at the Company s Australian subsidiary. The fair value of the money market funds and bank deposits is based on quoted market prices (Level 1) and the fair value of commercial paper and time deposits is based on market prices for similar instruments (Level 2).

The fair values of the Company s 5.875% senior unsecured notes due 2022 (5.875% Senior Notes due 2022), 5.875% senior unsecured notes due 2024 (5.875% Senior Notes due 2024), 6.00% senior unsecured notes due 2026 (6.00% Senior Notes), and the 5.125% senior unsecured notes due 2023 (5.125% Senior Notes), although not actively traded, are based on published financial data for these instruments. The fair values of the Company s non-recourse debt related to the Washington Economic Development Finance Authority (WEDFA) and the Company s Australian subsidiary are estimated based on market prices of similar instruments. The fair value of borrowings under the senior credit facility is based on an estimate of trading value considering the Company s borrowing rate, the undrawn spread and similar instruments.

Table of Contents

7. RESTRICTED CASH AND CASH EQUIVALENTS

The following table provides a reconciliation of cash, cash equivalents and restricted cash and cash equivalents reported on the consolidated balance sheets that sum to the total of the same such amounts shown in the consolidated statements of cash flows:

	September 30, 2018	September 30, 2017
Cash and Cash Equivalents	$ 66,007	$ 51,526
Restricted cash and cash equivalents current	54,931	12,452
Restricted cash and investments non-current	28,939	31,032
Less Restricted investments non-current	(23,176)	(19,472)
Total cash, cash equivalents and restricted cash and cash equivalents shown in the statement of cash flows	$ 126,701	$ 75,538

Amounts included in restricted cash and cash equivalents are attributable to certain contractual cash restriction requirements at the Company s wholly owned Australian subsidiary related to non-recourse debt and asset replacement funds contractually required to be maintained and other guarantees. Restricted investments non-current (included in Restricted Cash and Investments in the accompanying consolidated balance sheets) consists of the Company s rabbi trust established for employee and employer contributions to The GEO Group, Inc. Non-qualified Deferred Compensation Plan and is not considered to be a restricted cash equivalent. Refer to Note 5 Financial Instruments.

Table of Contents

8. SHAREHOLDERS EQUITY

The following table presents the changes in shareholders equity that are attributable to the Company s shareholders and to noncontrolling interests (in thousands):

	Common shares			Earnings in Excess of Distributions/ (Distributions) in Excess of Earnings		Treasury shares			
	Shares	Amount	Additional Paid-In Capital		Accumulated Other Comprehensive Loss	Shares	Amount	Noncontrolling Interests	Total Shareholders Equity
Balance, January 1, 2018	124,008	$ 1,240	$ 1,190,906	$ 31,541	$ (24,446)		$	$ (322)	$ 1,198,919
Proceeds from exercise of stock options	97	1	1,780						1,781
Stock-based compensation expense			16,351						16,351
Restricted stock granted	905	9	(9)						
Restricted stock canceled	(52)								
Dividends paid				(172,256)					(172,256)
Shares withheld for net settlements of share-based awards [1]	(173)	(2)	(4,450)						(4,452)
Issuance of common stock ESPP	18		404						404
Repurchases of common stock	(3,117)					3,117	(70,446)		(70,446)
Net income (loss)				111,697				(223)	111,474
Other comprehensive loss					(1,339)			(24)	(1,363)
Balance, September 30, 2018	121,686	$ 1,248	$ 1,204,982	$ (29,018)	$ (25,785)	3,117	$ (70,446)	$ (569)	$ 1,080,412

[1] During the nine months ended September 30, 2018, the Company withheld shares through net share settlements to satisfy statutory tax withholding requirements upon vesting of shares of restricted stock held by employees.

REIT Distributions

As a REIT, GEO is required to distribute annually at least 90% of its REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain) and began paying regular quarterly REIT dividends in 2013. The amount, timing and frequency of future dividends, however, will be at the sole discretion of GEO s Board of Directors (the Board) and will be declared based upon various factors, many of which are beyond GEO s control, including, GEO s financial condition and operating cash flows, the amount required to maintain REIT status, limitations on distributions in GEO s existing and future debt instruments, limitations on GEO s ability to fund distributions using cash generated through GEO s taxable REIT subsidiaries (TRSs) and other factors that GEO s Board may deem relevant.

During the nine months ended September 30, 2018 and the year ended December 31, 2017 GEO declared and paid the following regular cash distributions to its shareholders as follows:

Declaration Date	Record Date	Payment Date	Distribution Per Share	Aggregate Payment Amount (in millions)
February 6, 2017	February 17, 2017	February 27, 2017	$ 0.47	$ 52.5
April 25, 2017	May 9, 2017	May 19, 2017	$ 0.47	$ 58.4
July 10, 2017	July 21, 2017	July 28, 2017	$ 0.47	$ 58.3
October 12, 2017	October 23, 2017	October 30, 2017	$ 0.47	$ 58.3
February 5, 2018	February 16, 2018	February 27, 2018	$ 0.47	$ 58.3
April 11, 2018	April 23, 2018	May 3, 2018	$ 0.47	$ 57.4
July 10, 2018	July 20, 2018	July 27, 2018	$ 0.47	$ 57.2

Table of Contents

Stock Buyback Program

On February14, 2018, the Company announced that its Board of Directors authorized a stock buyback program authorizing the Company to repurchase up to a maximum of $200.0 million of its shares of common stock. The stock buyback program will be funded primarily with cash on hand, free cash flow and borrowings under the Company s $900 million revolving credit facility (the Revolver). The program is effective through October 20, 2020. The stock buyback program is intended to be implemented through purchases made from time to time in the open market or in privately negotiated transactions, in accordance with applicable Securities and Exchange Commission (SEC) requirements. The stock buyback program does not obligate the Company to purchase any specific amount of our common stock and may be suspended or extended at any time at the discretion of the Company s Board of Directors. During the nine months ended September 30, 2018, the Company purchased 3,117,483 shares of its common stock at a cost of $70.4 million primarily purchased with proceeds from the Company s Revolver. The Company believes it has the ability to continue to fund the stock buyback program, its debt service requirements and its maintenance and growth capital expenditure requirements, while maintaining sufficient liquidity for other corporate purposes.

Prospectus Supplement

On October 20, 2017, the Company filed with the SEC an automatic shelf registration on Form S-3. Under this shelf registration, the Company may, from time to time, sell any combination of securities described in the prospectus in one or more offerings. Each time that the Company may sell securities, the Company will provide a prospectus supplement that will contain specific information about the terms of that offering and the securities being offered. On November 9, 2017, in connection with the shelf registration, the Company filed with the SEC a prospectus supplement related to the offer and sale from time to time of the Company s common stock at an aggregate offering price of up to $150 million through sales agents. Sales of shares of the Company s common stock under the prospectus supplement and the equity distribution agreements entered into with the sales agents, if any, may be made in negotiated transactions or transactions that are deemed to be at the market offerings as defined in Rule 415 under the Securities Act of 1933. There were no shares of common stock sold under this prospectus supplement during the nine months ended September 30, 2018.

Comprehensive Income (Loss)

Comprehensive income (loss) represents the change in shareholders equity from transactions and other events and circumstances arising from non-shareholder sources. The Company s total comprehensive income (loss) is comprised of net income attributable to GEO, net income attributable to noncontrolling interests, foreign currency translation adjustments that arise from consolidating foreign operations that do not impact cash flows, net unrealized gains and/or losses on derivative instruments, and pension liability adjustments within shareholders equity and comprehensive income (loss).

The components of accumulated other comprehensive income (loss) attributable to GEO within shareholders equity are as follows:

	Nine Months Ended September 30, 2018 (In thousands)			
	Foreign currency translation	Change in fair value of derivatives, net of tax	Pension adjustments, net of tax	Total

	adjustments, net of tax attributable to The GEO Group, Inc. (1)			
Balance, January 1, 2018	$ (7,470)	$ (11,892)	$ (5,084)	$ (24,446)
Current-period other comprehensive (loss) income	(5,858)	4,550	(31)	(1,339)
Balance, September 30, 2018	$ (13,328)	$ (7,342)	$ (5,115)	$ (25,785)

(1) The foreign currency translation related to noncontrolling interests was not significant at September 30, 2018 or December 31, 2017.

Table of Contents

9. EQUITY INCENTIVE PLANS

The Board has adopted The GEO Group, Inc. 2018 Stock Incentive Plan (the 2018 Plan), which was approved by the Company s shareholders on April 24, 2018. The 2018 Plan replaced the 2014 Stock Incentive Plan (the 2014 Plan). As of the date the 2018 Plan was adopted, it provided for a reserve of 4,600,000 shares of common stock that may be issued pursuant to awards granted under the 2018 Plan. The Company filed a Form S-8 registration statement related to the 2018 Plan on May 11, 2018.

Stock Options

The Company uses a Black-Scholes option valuation model to estimate the fair value of each time based or performance based option awarded. For options granted during the nine months ended September 30, 2018, the fair value was estimated using the following assumptions: (i) volatility of 39.69%; (ii) expected term of 5.0 years; (iii) risk free interest rate of 2.84%; and (iv) expected dividend yield of 8.70%. A summary of the activity of stock option awards issued and outstanding under Company plans was as follows for the nine months ended September 30, 2018:

	Shares (in thousands)	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Contractual Term (years)	Aggregate Intrinsic Value (in thousands)
Options outstanding at January 1, 2018	1,230	$ 25.02	7.33	$ 3,117
Options granted	475	21.60		
Options exercised	(97)	19.13		
Options forfeited/canceled/expired	(108)	25.24		
Options outstanding at September 30, 2018	1,500	$ 24.30	7.50	$ 4,849
Options vested and expected to vest at September 30, 2018	1,404	$ 24.31	7.39	$ 4,580
Options exercisable at September 30, 2018	656	$ 23.80	5.93	$ 2,601

On April 24, 2018, the Company granted approximately 475,000 options to certain employees which had a grant date fair value of $3.64. For the nine months ended September 30, 2018 and September 30, 2017, the amount of stock-based compensation expense related to stock options was $0.7 million and $1.1 million, respectively. As of September 30, 2018, the Company had $2.4 million of unrecognized compensation costs related to non-vested stock option awards that are expected to be recognized over a weighted average period of 3.0 years.

Restricted Stock

Compensation expense for nonvested stock awards is recorded over the vesting period based on the fair value at the date of grant. Generally, the restricted stock awards vest in equal increments over either a three or four-year period. The fair value of restricted stock awards, which do not contain a market-based vesting condition, is determined using the closing price of the Company s common stock on the date of grant. The Company has historically issued share-based awards with service-based, performance-based and market-based vesting criteria.

Table of Contents

A summary of the activity of restricted stock outstanding is as follows for the nine months ended September 30, 2018:

	Shares (in thousands)	Wtd. Avg. Grant Date Fair Value
Restricted stock outstanding at January 1, 2018	1,770	$ 30.47
Granted	905	22.70
Vested	(577)	28.52
Forfeited/canceled	(52)	25.00
Restricted stock outstanding at September 30, 2018	2,046	$ 27.54

During the nine months ended September 30, 2018, the Company granted approximately 905,000 shares of restricted stock to certain employees and executive officers. Of these awards, 352,500 are market and performance-based awards which will be forfeited if the Company does not achieve certain annual metrics during 2018, 2019 and 2020.

The vesting of these performance-based restricted stock grants are subject to the achievement by GEO of two annual performance metrics as follows: (i) up to 50% of the shares of restricted stock (TSR Target Award) can vest at the end of a three year performance period if GEO meets certain total shareholder return (TSR) performance targets, as compared to the total shareholder return of a peer group of companies, over a three year period from January 1, 2018 to December 31, 2020 and (ii) up to 50% of the shares of restricted stock (ROCE Target Award) can vest at the end of a three year period if GEO meets certain return on capital employed (ROCE) performance targets over a three year period from January 1, 2018 to December 31, 2020. These market and performance awards can vest at between 0% and 200% of the target awards for both metrics. The number of shares shown for the performance-based awards is based on the target awards for both metrics.

The metric related to ROCE is considered to be a performance condition. For share-based awards that contain a performance condition, the achievement of the targets must be probable before any share-based compensation expense is recorded. The Company reviews the likelihood of which the target in the range will be achieved and if deemed probable, compensation expense is recorded at that time. If subsequent to initial measurement there is a change in the estimate of the probability of meeting the performance condition, the effect of the change in the estimated quantity of awards expected to vest is recognized by cumulatively adjusting compensation expense. If ultimately the performance targets are not met, for any awards where vesting was previously deemed probable, previously recognized compensation expense will be reversed in the period in which vesting is no longer deemed probable. The fair value of these awards was determined based on the closing price of the Company s common stock on the date of grant.

The metric related to TSR is considered to be a market condition. For share-based awards that contain a market condition, the probability of satisfying the market condition must be considered in the estimate of grant-date fair value and previously recorded compensation expense is not reversed if the market condition is never met. The fair value of these awards was determined based on a Monte Carlo simulation, which calculates a range of possible outcomes and the probabilities that they will occur, using the following key assumptions: (i) volatility of 44.5%; (ii) beta of 1.05; and (iii) risk free rate of 2.58%.

For the nine months ended September 30, 2018 and September 30, 2017, the Company recognized $15.6 million and $13.8 million, respectively, of compensation expense related to its restricted stock awards. As of September 30, 2018, the Company had $40.0 million of unrecognized compensation costs related to non-vested restricted stock awards, including non-vested restricted stock awards with performance-based and market-based vesting, that are expected to be recognized over a weighted average period of 2.4 years.

Table of Contents

Employee Stock Purchase Plan

The Company previously adopted The GEO Group Inc. 2011 Employee Stock Purchase Plan (the Plan or ESPP) which was approved by the Company s shareholders. The purpose of the Plan, which is qualified under Section 423 of the Internal Revenue Service Code of 1986, as amended, is to encourage stock ownership through payroll deductions by the employees of GEO and designated subsidiaries of GEO in order to increase their identification with the Company s goals and secure a proprietary interest in the Company s success. These deductions are used to purchase shares of the Company s common stock at a 5% discount from the then current market price. The Company has made available up to 750,000 shares of its common stock, which were registered with the Securities and Exchange Commission on May 4, 2012, as amended on July 18, 2014, for sale to eligible employees under the Plan.

The Plan is considered to be non-compensatory. As such, there is no compensation expense required to be recognized. Share purchases under the Plan are made on the last day of each month. During the nine months ended September 30, 2018, 17,751 shares of the Company s common stock were issued in connection with the Plan.

Table of Contents

10. EARNINGS PER SHARE

Basic earnings per share of common stock is computed by dividing the net income attributable to The GEO Group, Inc. by the weighted average number of outstanding shares of common stock. The calculation of diluted earnings per share is similar to that of basic earnings per share except that the denominator includes dilutive common stock equivalents such as stock options and shares of restricted stock. Basic and diluted earnings per share were calculated for the three and nine months ended September 30, 2018 and 2017 as follows (in thousands, except per share data):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	September 30, 2017	September 30, 2018	September 30, 2017
Net income	$ 39,229	$ 38,453	$ 111,474	$ 109,761
Net loss attributable to noncontrolling interests	60	36	223	123
Net income attributable to The GEO Group, Inc.	39,289	38,489	111,697	109,884
Basic earnings per share attributable to The GEO Group, Inc.:				
Weighted average shares outstanding	119,681	122,251	120,567	119,356
Per share amount	$ 0.33	$ 0.31	$ 0.93	$ 0.92
Diluted earnings per share attributable to The GEO Group, Inc.:				
Weighted average shares outstanding	119,681	122,251	120,567	119,356
Dilutive effect of equity incentive plans	621	636	488	758
Weighted average shares assuming dilution	120,302	122,887	121,055	120,114
Per share amount	$ 0.33	$ 0.31	$ 0.92	$ 0.91

Three Months

For the three months ended September 30, 2018, 613,224 weighted average shares of common stock underlying options were excluded from the computation of diluted earnings per share (EPS) because the effect would be anti-dilutive. There were 477,941 common stock equivalents from restricted shares that were anti-dilutive.

For the three months ended September 30, 2017, 681,007 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. There were 818,400 common stock equivalents from restricted shares that were anti-dilutive.

Nine Months

For the nine months ended September 30, 2018, 904,375 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. There were 671,149 common stock equivalents from restricted shares that were anti-dilutive.

For the nine months ended September 30, 2017, 601,453 weighted average shares of common stock underlying options were excluded from the computation of diluted EPS because the effect would be anti-dilutive. There were 662,126 common stock equivalents from restricted shares that were anti-dilutive.

Table of Contents

11. DERIVATIVE FINANCIAL INSTRUMENTS

The Company s primary objective in holding derivatives is to reduce the volatility of earnings and cash flows associated with changes in interest rates. The Company measures its derivative financial instruments at fair value.

Australia Ravenhall

The Company s Australian subsidiary has entered into interest rate swap agreements to fix the interest rate on its variable rate non-recourse debt related to a correctional facility project in Ravenhall, a locality near Melbourne, Australia to 4.2% during the project s operating phase. The swaps notional amounts coincide with outstanding draws under the project. At September 30, 2018, the swaps had a notional amount of approximately AUD 457 million, or $330.2 million, based on exchange rates at September 30, 2018. The Company has determined that the swaps have payment, expiration dates, and provisions that coincide with the terms of the non-recourse debt and are therefore considered to be effective cash flow hedges. Accordingly, the Company records the change in the fair value of the interest rate swaps in accumulated other comprehensive income, net of applicable income taxes. Total unrealized gain recorded in other comprehensive income, net of tax, related to this cash flow hedge was $4.6 million during the nine months ended September 30, 2018. The total fair value of the swap liability as of September 30, 2018 was $8.6 million and is recorded as a component of Other Non-Current liabilities within the accompanying consolidated balance sheet. There was no material ineffectiveness for the periods presented. The Company does not expect to enter into any transactions during the next twelve months which would result in the reclassification into earnings or losses associated with these swaps currently reported in accumulated other comprehensive income (loss).

Table of Contents

12. DEBT

Debt outstanding as of September 30, 2018 and December 31, 2017 consisted of the following (in thousands):

	September 30, 2018	December 31, 2017
Senior Credit Facility:		
Term loan	$ 788,000	$ 794,000
Unamortized discount on term loan	(7,192)	(3,499)
Unamortized debt issuance costs on term loan	(3,032)	(7,612)
Revolver	455,919	270,559
Total Senior Credit Facility	1,233,695	1,053,448
6.00% Senior Notes:		
Notes Due in 2026	350,000	350,000
Unamortized debt issuance costs	(4,950)	(5,325)
Total 6.00% Senior Notes Due in 2026	345,050	344,675
5.875% Senior Notes:		
Notes Due in 2024	250,000	250,000
Unamortized debt issuance costs	(3,078)	(3,385)
Total 5.875% Senior Notes Due in 2024	246,922	246,615
5.125% Senior Notes:		
Notes Due in 2023	300,000	300,000
Unamortized debt issuance costs	(3,712)	(4,184)
Total 5.125% Senior Notes Due in 2023	296,288	295,816
5.875% Senior Notes:		
Notes Due in 2022	250,000	250,000
Unamortized debt issuance costs	(2,702)	(3,241)
Total 5.875% Senior Notes Due in 2022	247,298	246,759
Non-Recourse Debt	357,692	394,008
Unamortized debt issuance costs on non-recourse debt	(5,159)	(9,322)
Unamortized discount on non-recourse debt	(186)	(271)
Total Non-Recourse Debt	352,347	384,415
Capital Lease Obligations	6,412	7,431
Other debt	2,604	2,728
Total debt	2,730,616	2,581,887
Current portion of capital lease obligations, long-term debt and non-recourse debt	(340,143)	(28,920)
Capital Lease Obligations, long-term portion	(4,954)	(6,059)
Non-Recourse Debt, long-term portion	(22,201)	(365,364)

Long-Term Debt	$ 2,363,318	$ 2,181,544

Amended and Restated Credit Agreement

On April 30, 2018, GEO entered into Amendment No. 1 to Third Amended and Restated Credit Agreement (the Credit Agreement) by and among the Refinancing Lenders party thereto, the other lenders party thereto, GEO and GEO Corrections Holdings, Inc. and BNP Paribas, as Administrative Agent. The amendment, among other things, provides for the refinancing of all of GEO s existing senior secured term loans with refinancing term loans in the aggregate principal amount of $792.0 million and makes certain other modifications to GEO s senior secured credit agreement. The interest rate applicable to the refinancing term loans is equal to LIBOR plus 2.00% (with a LIBOR floor of 0.75%). The amendment was considered to be a modification and loan costs of approximately $1.0 million were incurred and capitalized in connection with the transaction.

The Credit Agreement evidences a credit facility (the Credit Facility) consisting of the $792.0 million term loan discussed above (the Term Loan) bearing interest at LIBOR plus 2.00% (with a LIBOR floor of 0.75%), and a $900.0 million Revolver initially bearing interest at LIBOR plus 2.25% (with no LIBOR floor) together with AUD275 million available solely for the issuance of financial letters of credit and performance letters of credit, in each case denominated in Australian Dollars under the Australian Dollar Letter of Credit Facility (the Australian LC Facility). As of September 30, 2018, there were no letters of credit issued under the Australian LC Facility. Amounts to be borrowed by GEO under the Credit Agreement are subject to the satisfaction of customary conditions to borrowing. The Term Loan component is scheduled to mature on March 23, 2024. The revolving credit commitment component is scheduled to mature on May 19, 2021. The Credit Agreement also has an accordion feature of $450.0 million, subject to lender demand and prevailing market conditions and satisfying the relevant borrowing conditions.

The Credit Agreement contains certain customary representations and warranties, and certain customary covenants that restrict GEO s ability to, among other things (i) create, incur or assume any indebtedness, (ii) create, incur, assume or permit liens, (iii) make loans and investments, (iv) engage in mergers, acquisitions and asset sales, (v) make certain restricted payments, (vi) issue, sell or otherwise dispose of capital stock, (vii) engage in transactions with affiliates, (viii) allow the total leverage ratio to exceed 6.25 to 1.00, allow the senior secured leverage ratio to exceed 3.50 to 1.00, or allow the interest coverage ratio to be less than 3.00 to 1.00, (ix) cancel, forgive, make any voluntary or optional payment or prepayment on, or redeem or acquire for value any senior notes, except as permitted, (x) alter the business GEO conducts, and (xi) materially impair GEO s lenders security interests in the collateral for its loans.

Events of default under the Credit Agreement include, but are not limited to, (i) GEO s failure to pay principal or interest when due, (ii) GEO s material breach of any representation or warranty, (iii) covenant defaults, (iv) liquidation, reorganization or other relief relating to bankruptcy or insolvency, (v) cross default under certain other material indebtedness, (vi) unsatisfied final judgments over a specified threshold, (vii) certain material environmental liability claims asserted against GEO, and (viii) a change in control.

All of the obligations under the Credit Agreement are unconditionally guaranteed by certain domestic subsidiaries of GEO and the Credit Agreement and the related guarantees are secured by a perfected first-priority pledge of substantially all of GEO s present and future tangible and intangible domestic assets and all present and future tangible and intangible domestic assets of each guarantor, including but not limited to a first-priority pledge of all of the outstanding capital stock owned by GEO and each guarantor in their domestic subsidiaries.

GEO Australasia Holdings Pty Ltd, GEO Australasia Finance Holdings Pty Ltd as trustee for the GEO Australasia Finance Holding Trust, and together with GEO Australasia Holdings, collectively (the Australian Borrowers) are wholly owned foreign subsidiaries of GEO. GEO has designated each of the Australian Borrowers as restricted subsidiaries under the Credit Agreement. However, the Australian Borrowers are not obligated to pay or perform any obligations under the Credit Agreement other than their own obligations as Australian Borrowers under the Credit Agreement. The Australian Borrowers do not pledge any of their assets to secure any obligations under the Credit Agreement.

On August 18, 2016, the Company executed a Letter of Offer by and among GEO and HSBC Bank Australia Limited (the Letter of Offer) providing for a bank guarantee line and bank guarantee/standby sub-facility in an aggregate amount of approximately AUD100 million, or $72.2 million, based on exchange rates in effect as of September 30, 2018 (collectively, the Bank Guarantee Facility). The Bank Guarantee Facility allows GEO to provide letters of credit to assure performance of certain obligations of its wholly owned subsidiary relating to its correctional facility in Ravenhall, located near Melbourne, Australia. The Bank Guarantee Facility is unsecured. The issuance of letters of credit under the Bank Guarantee Facility is subject to the satisfaction of the conditions precedent specified in the

Letter of Offer. Letters of credit issued under the bank guarantee lines are due on demand and letters of credit issued under the bank guarantee/standby sub-facility cannot have a duration exceeding twelve months. The Bank Guarantee Facility may be terminated by HSBC Bank Australia Limited on 90 days written notice. As of September 30, 2018, there was AUD100 million in letters of credit issued under the Bank Guarantee Facility.

Table of Contents

As of September 30, 2018, the Company had approximately $788 million in aggregate borrowings outstanding under the Term Loan, approximately $456 million in borrowings under the Revolver, and approximately $70 million in letters of credit which left approximately $374 million in additional borrowing capacity under the Revolver. The weighted average interest rate on outstanding borrowings under the Credit Agreement as of September 30, 2018 was 4.3%.

6.00% Senior Notes due 2026

Interest on the 6.00% Senior Notes accrues at the stated rate. The Company pays interest semi-annually in arrears on April 15 and October 15 of each year. On or after April 15, 2019, the Company may, at its option, redeem all or part of the 6.00% Senior Notes at the redemption prices set forth in the indenture governing the 6.00% Senior Notes. The indenture contains certain covenants, including limitations and restrictions on the Company and its subsidiary guarantors. Refer to Note 17- Condensed Consolidating Financial Information.

5.875% Senior Notes due 2024

Interest on the 5.875% Senior Notes due 2024 accrues at the stated rate. The Company pays interest semi-annually in arrears on April 15 and October 15 of each year. On or after October 15, 2019, the Company may, at its option, redeem all or part of the 5.875% Senior Notes due 2024 at the redemption prices set forth in the indenture governing the 5.875% Senior Notes due 2024. The indenture contains certain covenants, including limitations and restrictions on the Company and its subsidiary guarantors. Refer to Note 17- Condensed Consolidating Financial Information.

5.125% Senior Notes due 2023

Interest on the 5.125% Senior Notes accrues at the stated rate. The Company pays interest semi-annually in arrears on April 1 and October 1 of each year. On or after April 1, 2018, the Company may, at its option, redeem all or part of the 5.125% Senior Notes at the redemption prices set forth in the indenture governing the 5.125% Senior Notes. The indenture contains certain covenants, including limitations and restrictions on the Company and its subsidiary guarantors. Refer to Note 17- Condensed Consolidating Financial Information.

5.875% Senior Notes due 2022

Interest on the 5.875% Senior Notes due 2022 accrues at the stated rate. The Company pays interest semi-annually in arrears on January 15 and July 15 of each year. On or after January 15, 2017, the Company may, at its option, redeem all or part of the 5.875% Senior Notes due 2022 at the redemption prices set forth in the indenture governing the 5.875% Senior Notes due 2022. The indenture contains certain covenants, including limitations and restrictions on the Company and its subsidiary guarantors. Refer to Note 17- Condensed Consolidating Financial Information.

Non-Recourse Debt

Northwest Detention Center

The remaining balance of the original debt service requirement under the $54.4 million note payable (2011 Revenue Bonds) to WEDFA is $30.0 million, of which $7.0 million is classified as current in the accompanying consolidated balance sheet as of September 30, 2018. The payment of principal and interest on the 2011 Revenue Bonds issued by WEDFA is non-recourse to GEO. The 2011 Revenue Bonds will mature in October 2021 with fixed coupon rates of 5.25%.

Table of Contents

As of September 30, 2018, included in current restricted cash and cash equivalents is $8.3 million of funds held in trust for debt service and other reserves with respect to the above mentioned note payable to WEDFA.

Australia Ravenhall

In connection with a design and build correctional facility project agreement with the State, the Company entered into a syndicated facility agreement (the Construction Facility) with National Australia Bank Limited to provide debt financing for construction of the project. The Construction Facility provided for non-recourse funding up to AUD 791.0 million, or approximately $571.5 million, based on exchange rates as of September 30, 2018. Construction draws were funded throughout the project according to a fixed utilization schedule as defined in the Construction Facility. The term of the Construction Facility is through September 2019 and bears interest at a variable rate quoted by certain Australian banks plus 200 basis points. The project was developed under a public-private partnership financing structure with a capital contribution from the Company, which was made in January 2017, of approximately AUD115 million, or $83.1 million, based on exchange rates as of September 30, 2018. The Company has begun negotiations for a refinancing transaction and anticipates completion of the refinancing transaction in the first quarter of 2019. As the Company currently does not yet have a financing agreement in place, the balance has been presented as current in the accompanying consolidated balance sheet as of September 30, 2018. In accordance with the terms of the Construction Facility, upon completion and commercial acceptance of the correctional facility in the fourth quarter of 2017, in accordance with the contract, the State made a lump sum payment of AUD310 million, or approximately $224 million, based on exchange rates as of September 30, 2018, towards a portion of the outstanding principal. The remaining outstanding principal balance will be repaid over the term of the operating agreement. As of September 30, 2018, approximately $328 million was outstanding under the Construction Facility. The Company also entered into interest rate swap and interest rate cap agreements related to its non-recourse debt in connection with the project. Refer to Note 11 Derivative Financial Instruments.

Guarantees

Australia

The Company has entered into a guarantee in connection with the operating performance of a facility in Australia. The obligation amounted to approximately AUD 100.0 million, or $72.2 million, based on exchange rates as of September 30, 2018. The guarantee is secured by outstanding letters of credit under the Company s Revolver as of September 30, 2018.

At September 30, 2018, the Company also had ten other letters of credit outstanding under separate international facilities relating to performance guarantees of its Australian subsidiary totaling $14.7 million.

South Africa

In connection with the creation of South African Custodial Services Pty. Limited (SACS), the Company had entered into certain guarantees related to the financing, construction and operation of the prison. The Company had guaranteed certain obligations of SACS under its debt agreements to SACS senior lenders through the issuance of letters of credit under the Company s Revolver. In July 2018, SACS settled all amounts due under the debt facilities and has therefore discharged the guaranteed obligations, therefore the guarantees related to these obligations were no longer necessary and the letters of credit were not renewed. Additionally, SACS is required to maintain funding in a rectification account maintained for the payment of certain costs in the event of contract termination. SACS has met the required funding obligation and there is no further requirement to maintain the required funding amount.

In addition to the above, the Company had also agreed to provide a loan, if required, of up to 20 million South African Rand, or $1.5 million based on exchange rates as of September 30, 2018, referred to as the shareholder s standby facility, to SACS for the purpose of financing SACS obligations under its contract with the South African government. No amounts have been funded under the shareholder s standby facility. The Company s obligations under the shareholder s standby facility expire upon the earlier of full funding or SACS s release from its obligations under the common terms agreement. SACS obligations in terms of the common terms agreements will expire in February 2019 with the final payment of the facility management fees when the Company s obligations under the shareholder s standby facility have expired.

The Company had also guaranteed certain obligations of SACS to the security trustee for SACS lenders. The Company secured its guarantee to the security trustee by ceding its rights to claims against SACS in respect of any loans or other finance agreements, and by pledging the Company s shares in SACS. The Company s liability under the guarantee is limited to the cession and pledge of shares. The guarantee will expire in February 2019 when all SACS obligation in terms of the finance agreements have been settled.

United Kingdom

In connection with the creation of GEOAmey, the Company and its joint venture partner guarantee the availability of working capital in equal proportion to ensure that GEOAmey can comply with current and future contractual commitments related to the performance of its operations. The Company and the 50% joint venture partner had each extended a £12 million line of credit, or $15.6 million, based on exchange rates as of September 30, 2018, of which £1.3 million, or $1.7 million, based on exchange rates as of September 30, 2018, was outstanding as of September 30, 2018 to each joint venture partner. The Company s maximum exposure relative to the joint venture is its note receivable of approximately $1.7 million, which is included in Other Non-Current Assets in the accompanying consolidated balance sheets, and any future financial support necessary to guarantee performance under the contract. In October 2018, the note receivable to each joint venture partner was paid off in full.

Except as discussed above, the Company does not have any off balance sheet arrangements.

13. COMMITMENTS, CONTINGENCIES AND OTHER

Litigation, Claims and Assessments

As previously reported and described in our prior periodic reports, including most recently in our Form 10-Q for the quarter ended June 30, 2018, on February 8, 2017, the Attorney General of the State of Mississippi filed a lawsuit in the Circuit Court for the First Judicial District of Hinds County, Mississippi against the Company, Cornell Companies, Inc., a subsidiary of the Company, Christopher B. Epps, the former Commissioner of the Mississippi Department of Corrections, and Cecil McCrory, a former consultant of the Company, alleging several statutory and common law claims. On July 16, 2018, the Company entered into a negotiated settlement and release agreement and the case was dismissed with no admission of liability by the Company. The negotiated settlement included a monetary payment to the State of Mississippi and such payment did not have a material effect on our results of operations, financial condition or cash flows.

On October 22, 2014, former civil immigration detainees at the Aurora Immigration Detention Center filed a class action lawsuit against the Company in the United States District Court for the District of Colorado (the Court). The complaint alleges that the Company was in violation of the Colorado Minimum Wages of Workers Act and the federal Trafficking Victims Protection Act (TVPA). The plaintiff class claims that the Company was unjustly enriched as a result of the level of payment the detainees received for work performed at the facility, even though the voluntary work program as well as the wage rates and standards associated with the program that are at issue in the case are authorized by the Federal government under guidelines approved by the United States Congress. On July 6, 2015, the Court found that detainees were not employees under the Colorado Minimum Wage Order and dismissed this claim. In February 2017, the Court granted the plaintiff-class motion for class certification which the Company appealed to the 10th Circuit Court of Appeals. On February 9, 2018, a three-judge panel of the appellate court affirmed the class-certification order. A petition for rehearing en banc was denied on March 7, 2018. On October 2, 2018, the U.S. Supreme Court denied the Company s petition for a writ of certiorari on the class certification order. The plaintiff class seeks actual damages, compensatory damages, exemplary damages, punitive damages, restitution, attorneys fees and costs, and such other relief as the Court may deem proper. In the time since the Colorado suit was initially filed, three similar lawsuits have been filed two in Washington and one in California. In Washington, one of the two lawsuits was filed on September 9, 2017 by immigration detainees against the Company in the U.S. District Court for the Western District of Washington. The second was filed on September 20, 2017 by the State Attorney General against the Company in the Superior Court of the State of Washington for Pierce County, which the Company removed to the U.S. District Court for the Western

Table of Contents

District of Washington on October 9, 2017. In California, a class-action lawsuit was filed on December 19, 2017 by immigration detainees against the Company in the U.S. District Court Eastern Division of the Central District of California. All three lawsuits allege violations of the respective state s minimum wage laws. However, the California lawsuit, like the Colorado suit, also includes claims based that the Company violated the TVPA and California s equivalent state statute. The Company intends to take all necessary steps to vigorously defend itself and has consistently refuted the allegations and claims in these lawsuits. The Company has not recorded an accrual relating to these matters at this time, as a loss is not considered probable nor reasonably estimable at this stage of the lawsuit.

The nature of the Company s business exposes it to various types of third-party legal claims or litigation against the Company, including, but not limited to, civil rights claims relating to conditions of confinement and/or mistreatment, sexual misconduct claims brought by prisoners or detainees, medical malpractice claims, product liability claims, intellectual property infringement claims, claims relating to employment matters (including, but not limited to, employment discrimination claims, union grievances and wage and hour claims), property loss claims, environmental claims, automobile liability claims, indemnification claims by its customers and other third parties, contractual claims and claims for personal injury or other damages resulting from contact with the Company s facilities, programs, electronic monitoring products, personnel or prisoners, including damages arising from a prisoner s escape or from a disturbance or riot at a facility. The Company does not expect the outcome of any pending claims or legal proceedings to have a material adverse effect on its financial condition, results of operations or cash flows. However, the results of these claims or proceedings cannot be predicted with certainty, and an unfavorable resolution of one or more of these claims or proceedings could have a material adverse effect on the Company s financial condition, results of operations or cash flows.

Other Assessment

A state non-income tax audit completed in 2016 included tax periods for which the state tax authority had a number of years ago processed a substantial tax refund. At the completion of the audit fieldwork, the Company received a notice of audit findings disallowing deductions that were previously claimed by the Company, approved by the state tax authority and served as the basis for the approved refund claim. In early January 2017, the Company received a formal Notice of Assessment of Taxes and Demand for Payment from the taxing authority disallowing the deductions. The total tax, penalty and interest assessed is approximately $19.6 million. The Company has filed an administrative protest and disagrees with the assessment and intends to take all necessary steps to vigorously defend its position. The Company has established a reserve based on its estimate of the most probable loss based on the facts and circumstances known to date and the advice of outside counsel in connection with this matter.

Commitments

The Company currently has contractual commitments for a number of projects using Company financing. The Company s management estimates that the cost of these existing capital projects will be approximately $229.4 million of which $188.7 million was spent through the first nine months of 2018. The Company estimates the remaining capital requirements related to these capital projects will be $40.7 million which will be spent through 2019.

Idle Facilities

As of September 30, 2018, the Company is marketing approximately 4,700 vacant beds at four of its U.S. Corrections & Detention idle facilities to potential customers. The carrying values of these idle facilities, which are included in Property and Equipment, Net in the accompanying consolidated balance sheets, totaled $124.1 million as of September 30, 2018, excluding equipment and other assets that can be easily transferred for use at other facilities. There was no indication of impairment related to the Company s idle facilities at September 30, 2018.

Table of Contents

14. BUSINESS SEGMENTS AND GEOGRAPHIC INFORMATION

Operating and Reporting Segments

The Company conducts its business through four reportable business segments: the U.S. Corrections & Detention segment; the GEO Care segment; the International Services segment; and the Facility Construction & Design segment. The Company s segment revenues from external customers and a measure of segment profit are as follows (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	**September 30, 2017**	**September 30, 2018**	**September 30, 2017**
Revenues:				
U.S. Corrections & Detention	$ 379,351	$ 365,071	$ 1,107,016	$ 1,073,840
GEO Care	141,808	134,610	431,819	377,740
International Services	62,371	45,641	193,121	130,261
Facility Construction & Design [1]		21,437		112,602
Total revenues	$ 583,530	$ 566,759	$ 1,731,956	$ 1,694,443
Operating income (loss) from segments:				
U.S. Corrections & Detention	$ 77,885	$ 77,551	$ 224,386	$ 224,838
GEO Care	35,959	31,293	102,795	94,062
International Services	3,583	3,410	10,927	8,413
Facility Construction & Design [1]		(278)		(1,620)
Operating income from segments	$ 117,427	$ 111,976	$ 338,108	$ 325,693

[1] Facility Construction & Design activity related to the Company s Ravenhall correctional facility project which was completed during the fourth quarter of 2017.

Pre-Tax Income Reconciliation of Segments

The following is a reconciliation of the Company s total operating income from its reportable segments to the Company s income before income taxes and equity in earnings of affiliates (in thousands):

	Three Months Ended		Nine Months Ended	
	September 30, 2018	**September 30, 2017**	**September 30, 2018**	**September 30, 2017**
Total operating income from segments	$ 117,427	$ 111,976	$ 338,108	$ 325,693
Unallocated amounts:				
General and Administrative Expenses	(47,647)	(49,074)	(136,927)	(143,866)

Net Interest Expense	(29,563)	(24,071)	(84,585)	(70,731)
Income before income taxes and equity in earnings of affiliates	$ 40,217	$ 38,831	$ 116,596	$ 111,096

Equity in Earnings of Affiliates

Equity in earnings of affiliates includes the Company s 50% owned joint ventures in SACS, located in South Africa, and GEOAmey, located in the United Kingdom. The Company s investments in these entities are accounted for under the equity method of accounting. The Company s investments in these entities are presented as a component of Other Non-Current Assets in the accompanying consolidated balance sheets.

The Company has recorded $2.2 million and $5.9 million in earnings, net of tax, for SACS operations during the three and nine months ended September 30, 2018, and $1.1 million and $3.4 million in earnings, net of tax, for SACS operations during the three months and nine months ended September 30, 2017, respectively, which are included in equity in earnings of affiliates, net of income tax provision in the accompanying consolidated statements of operations. As of September 30, 2018 and December 31, 2017, the Company s investment in SACS was $12.8 million and $18.1 million, respectively, and represents its share of cumulative reported earnings.

The Company has recorded $0.6 million and $1.2 million in earnings, net of tax, for GEO Amey s operations during the three and nine months ended September 30, 2018, and $0.2 million and $0.8 million for the three and nine months ended September 30, 2017, respectively, which are included in equity in earnings of affiliates, net of income tax provision in the accompanying consolidated statements of operations. As of September 30, 2018 and December 31, 2017, the Company s investment in GEOAmey was $3.9 million and $2.7 million, respectively, and represents its share of cumulative reported earnings.

15. BENEFIT PLANS

The following table summarizes key information related to the Company s pension plans and retirement agreements (in thousands):

	Nine Months Ended September 30, 2018	Year Ended December 31, 2017
Change in Projected Benefit Obligation		
Projected benefit obligation, beginning of period	$ 32,820	$ 28,624
Service cost	900	1,001
Interest cost	931	1,228
Actuarial loss		2,474
Benefits paid	(396)	(507)
Projected benefit obligation, end of period	$ 34,255	$ 32,820
Change in Plan Assets		
Plan assets at fair value, beginning of period	$	$
Company contributions	396	507
Benefits paid	(396)	(507)
Plan assets at fair value, end of period	$	$

Unfunded Status of the Plan	$	(34,255)	$	(32,820)

	Three Months Ended		Nine Months Ended	
	September 30, 2018	**September 30, 2017**	**September 30, 2018**	**September 30, 2017**
Components of Net Periodic Benefit Cost				
Service cost	$ 300	$ 250	$ 900	$ 751
Interest cost	310	307	931	921
Net loss	133	73	399	218
Net periodic pension cost	$ 743	$ 630	$ 2,230	$ 1,890

The long-term portion of the pension liability as of September 30, 2018 and December 31, 2017 was $33.9 million and $32.4 million, respectively, and is included in Other Non-Current Liabilities in the accompanying consolidated balance sheets.

Table of Contents

16. RECENT ACCOUNTING PRONOUNCEMENTS

The Company implemented the following accounting standards during the nine months ended September 30, 2018:

In May 2014, the Financial Accounting Standards Board (FASB), issued a new standard related to revenue recognition (ASU 2014-09, *Revenue from Contracts with Customers* . Under the new standard, revenue is recognized when a customer obtains control of promised goods or services and is recognized in an amount that reflects the consideration which the entity expects to receive in exchange for those goods or services. In addition, the standard requires disclosure of the nature, amount, timing, and uncertainty of revenue and cash flows arising from contracts with customers. The FASB has issued several amendments to the standard, including clarification on accounting for licenses of intellectual property and identifying performance obligations. The guidance permits two methods of adoption: retrospectively to each prior reporting period presented (full retrospective method), or retrospectively with the cumulative effect of initially applying the guidance recognized at the date of initial application (the modified retrospective transition method). The new standard became effective for the Company beginning on January 1, 2018 and the Company used the modified retrospective transition method to implement this standard. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows. Disclosures related to the nature, amount and timing of revenue and cash flows arising from contracts with customers are included in Note 2 Revenue Recognition.

In August 2016, the FASB issued ASU No. 2016-15, Statement of Cash Flows, which clarified the presentation and classification in the statement of cash flows for eight specific cash flow issues with the objective of reducing diversity in practice. These cash flow issues include debt prepayment or debt extinguishment costs, settlement of zero-coupon debt instruments, contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies (including bank-owned life insurance policies), distributions received from equity method investees, beneficial interests in securitization transactions and also addresses separately identified cash flows and the application of the predominance principle. The amendments in ASU No. 2016-15 became effective for the Company on January 1, 2018. The Company elected to apply the cumulative earnings approach to classify distributions received from its equity method investees and determined that the distributions are a return on investment and are therefore classified as cash inflows from operating activities. The implementation of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

In October 2016, the FASB issued ASU No. 2016-16, *Income Taxes Intra-Entity Transfers of Assets Other Than Inventory*, as a part of its simplification initiative. The amendments in this standard require entities to recognize the income tax consequences of an intra-entity transfer of an asset other than inventory when the transfer occurs. Under prior generally accepted accounting principles, the recognition of current and deferred income taxes for an intra-entity asset transfer was prohibited until the asset has been sold to an outside party. The new standard became effective for the Company on January 1, 2018. The amendments in this update should be applied on a modified retrospective basis through a cumulative-effect adjustment directly to retained earnings as of the beginning of the adoption period. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

In November 2016, the FASB issued ASU No. 2016-18, Statement of Cash Flows *Restricted Cash*, which requires that a statement of cash flows explain the change during the period in the total of cash, cash equivalents and amounts generally described as restricted cash or restricted cash equivalents. Therefore, amounts generally described as restricted cash and restricted cash equivalents should be included with cash and cash equivalents when reconciling the beginning-of-period and end-of-period total amounts shown on the statement of cash flows. The new standard became effective for the Company on January 1, 2018 and was applied using a retrospective transition method to each period presented. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows. As a result of the adoption of this standard, the Consolidated Statement of Cash Flows for the nine months ended September 30, 2017 has been retrospectively adjusted. Refer to Note 7 Restricted Cash and Cash Equivalents for additional disclosures required under the standard.

Table of Contents

In January 2017, the FASB issued ASU No. 2017-01, *Business Combinations*, which clarifies the definition of a business with the objective of adding guidance to assist entities with evaluating whether transactions should be accounted for as acquisitions (or disposals) of assets or businesses. The update provides a screen to determine when an integrated set of assets and activities (collectively referred to as a set) is not a business. The screen requires that when substantially all of the fair value of the gross assets acquired (or disposed of) is concentrated in a single identifiable asset or a group of similar identifiable assets, the set is not a business. This screen reduces the number of transactions that need to be further evaluated. If the screen is not met, the amendments in this update (1) require that to be considered a business, a set must include, at a minimum, an input and a substantive process that together significantly contribute to the ability to create output and (2) remove the evaluation of whether a market participant could replace missing elements. The amendments provide a framework to assist entities in evaluating whether both an input and a substantive process are present. The amendments in this update became effective for the Company on January 1, 2018. The implementation of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

In March 2017, the FASB issued ASU No. 2017-07 *Compensation Retirement Benefits (Topic 715)-Improving the Presentation of Net Periodic Pension Cost and Net Periodic Postretirement Benefit Cost* . This guidance revises how employers that sponsor defined benefit pension and other postretirement plans present the net periodic benefit cost in their income statement and requires that the service cost component of net periodic benefit cost be presented in the same income statement line items as other employee compensation costs from services rendered during the period. Of the components of net periodic benefit cost, only the service cost component will be eligible for asset capitalization. The other components of the net periodic benefit cost must be presented separately from the line items that include the service cost and outside of any subtotal of operating income on the income statement. The new standard became effective for the Company on January 1, 2018. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

In May 2017, the FASB issued ASU No. 2017-10 *Service Concession Arrangements Determining the Customer of the Operation Services* . The objective of this guidance is to reduce diversity in practice and provide clarification on how an operating entity determines the customer of the operation services for transactions within the scope of Topic 853, Service Concessions Arrangements. The amendments in this update clarify that the grantor is the customer of the operation services in all cases for such arrangements. The new standard was effective for the Company beginning on January 1, 2018. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

In May 2017, the FASB issued ASU No. 2017-09 *Compensation Stock Compensation* . The objective of this guidance is to provide clarity and reduce both (1) diversity in practice and (2) cost and complexity when applying modification accounting for changes in the terms or conditions of share-based payment awards. An entity should account for the effects of a modification unless all of the following factors are met: (i) the fair value of the modified award is the same as the fair value of the original award immediately before the award is modified; (ii) the vesting conditions of the modified award are the same as the vesting conditions of the original award immediately before the original award is modified; and (iii) the classification of the modified award as an equity instrument or a liability instrument is the same as the classification of the original award immediately before the original award is modified. The new standard became effective for the Company on January 1, 2018. The amendments in this update should be applied prospectively to an award modified on or after the adoption date. The adoption of this standard did not have a material impact on the Company s financial position, results of operations or cash flows.

The following accounting standards will be adopted in future periods:

In August 2018, the FASB issued ASU No. 2018-14 *Compensation-Retirement Benefits-Defined Benefit Plans-General (Topic 715.20)* as a part of its disclosure framework project. The amendments in this update remove, modify and add certain disclosures primarily related to amounts in accumulated other comprehensive income expected to be recognized as components of net periodic benefit cost over the next fiscal year, explanations for reasons for significant gains and losses related to changes in the benefit obligation for the period, and projected and accumulated benefit obligations. The new standard is effective for the Company beginning January 1, 2021. The adoption of this standard is not expected to have a material impact on the Company s financial position, results of operations or cash flows.

In August 2018, the FASB issued ASU No. 2018-13 *Fair Value Measurement (Topic 820)* as a part of its disclosure framework project. The amendments in this update remove, modify and add certain disclosures primarily related to transfers between Level 1 and Level 2 of the fair value hierarchy, various disclosures related to Level 3 fair value measurements and investments in certain entities that calculate net asset value. The new standard is effective for the Company beginning January 1, 2020. The adoption of this standard is not expected to have a material impact on the Company s financial position, results of operations or cash flows.

In June 2018, the FASB issued ASU No. 2018-07 *Compensation Stock Compensation (Topic 718), Improvements to Nonemployee Share-Based Payment Accounting* as a part of its Simplification Initiative. The amendments in this update expand the scope of Topic 718 to include share-based payment transactions for acquiring goods and services from nonemployees. An entity should apply the requirements of Topic 718 to nonemployee awards except for specific guidance on inputs to an option pricing model and the period of time over which share-based payment awards vest and the pattern of cost recognition over that period. The amendment specify that Topic 718 applies to all share-based payment transactions in which a grantor acquires goods or services to be used or consumed in a grantor s own operations by issuing share-based payment awards. The amendments also clarify that Topic 718 does not apply to share-based payments used to effectively provide (1) financing to the issuer or (2) awards granted in conjunction with selling goods or services to customers as part of a contract accounted for under Topic 606- *Revenue from Contracts with Customers.* The new standard is effective for the Company beginning January 1, 2019. The adoption of this standard is not expected to have a material impact on the Company s financial position, results of operations or cash flows.

In February 2018, the FASB issued ASU No. 2018-02 *Income Statement-Reporting Comprehensive Income-Reclassification of Certain Tax Effects from Accumulated Other Comprehensive Income* . The amendments in this update allow an entity to elect to reclassify the income tax effects resulting from the Tax Cuts and Jobs Act on items within accumulated other comprehensive income to retained earnings. The new standard is effective for all entities for fiscal years beginning after December 15, 2018, and interim periods within those fiscal years. Early adoption is permitted. The adoption of this standard is not expected to have a material impact on the Company s financial position, results of operations or cash flows.

In August 2017, the FASB issued ASU No. 2017-12 *Derivatives and Hedging Targeted Improvements to Accounting for Hedging Activities.* The objective of this guidance is to improve the financial reporting of hedging relationships to better portray the economic results of an entity s risk management activities in its financial statements. Certain of the amendments in this update as they relate to cash flow hedges, eliminate the requirement to separately record hedge ineffectiveness currently in earnings. Instead, the entire change in the fair value of the hedging instrument is recorded in other comprehensive income. Those amounts are reclassified to earnings in the same income statement line item that is used to present the earnings effect of the hedged item when the hedged item affects earnings. The new standard is effective for the Company beginning January 1, 2019. The adoption of this standard is not expected to have a material impact on the Company s financial position, results of operations or cash flows.

Table of Contents

In February 2016, FASB issued ASU 2016-02, *Leases*, which requires entities to recognize lease assets and lease liabilities on the balance sheet and to disclose key information about leasing arrangements. For finance leases and operating leases, a lessee should recognize in the statement of financial position a liability to make lease payments (the lease liability) and a right-of-use asset representing its right to use the underlying asset for the lease term with each initially measured at the present value of the lease payments. The FASB has recently issued several amendments to the standard, including accounting for land easements. The amendments in ASU 2016-02 are effective for public companies for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. In July 2018, the FASB issued ASU 2018-11 which provides for an optional transition method where an entity initially applies the new lease standard at the adoption date and recognizes a cumulative-effect adjustment to the opening balance of retained earnings. Consequently, an entity s reporting for the comparative periods presented in the financial statements in which it adopts the new lease standard will continue to be in accordance with current generally accepted accounting principles (Topic 940, *Leases*). Alternatively, lessees and lessors can elect to recognize and measure leases at the beginning of the earliest period presented using a modified retrospective approach. The Company has elected to apply the new lease standard at the adoption date on January 1, 2019 under the optional transition method as outlined in ASU 2018-11. There are also several practical expedients that entities may elect upon transition relating to short-term leases (twelve-month terms or less), non-lease components, reassessing certain lease decision points for existing leases, using hindsight in determining the lease term and land easements. With regard to these practical expedients, the Company has elected not to apply the recognition requirements to lease arrangements that have terms of twelve months or less. The Company has also elected to not reassess the major lease decision points for existing leases (whether a contract contains a lease, how a lease should be classified and whether previously capitalized initial direct costs meet the new standard definition). The Company has implemented a lease management software application tool and is currently assessing the impact that the adoption of ASU 2016-02 will have on its consolidated financial position or results of operations, but expects that it will result in a significant increase in its long-term assets and liabilities given the significant number of leases as disclosed in Note 17 Commitments and Contingencies in the Company s Annual Report on Form 10-K for the year ended December 31, 2017.

Other recent accounting pronouncements issued by the FASB (including its Emerging Issues Task Force), the American Institute of Certified Public Accountants and the SEC did not, or are not expected to, have a material effect on the Company s results of operations or financial position.

17. CONDENSED CONSOLIDATING FINANCIAL INFORMATION

As of September 30, 2018, the Company s 6.00% Senior Notes, 5.125% Senior Notes, the 5.875% Senior Notes due 2022 and the 5.875% Senior Notes due 2024 were fully and unconditionally guaranteed on a joint and several senior unsecured basis by the Company and certain of its wholly-owned domestic subsidiaries (the Subsidiary Guarantors). The following condensed consolidating financial information, which has been prepared in accordance with the requirements for presentation of Rule 3-10(d) of Regulation S-X promulgated under the Securities Act, presents the condensed consolidating financial information separately for:

(i) The GEO Group, Inc., as the issuer of the notes;

(ii) The Subsidiary Guarantors, on a combined basis, which are 100% owned by The GEO Group, Inc., and which are guarantors of the notes;

(iii) The Company s other subsidiaries, on a combined basis, which are not guarantors of the notes (the Non-Guarantor Subsidiaries);

(iv) Consolidating entries and eliminations representing adjustments to (a) eliminate intercompany transactions between or among the Company, the Subsidiary Guarantors and the Subsidiary Non-Guarantors and (b) eliminate the investments in the Company s subsidiaries; and

(v) The Company and its subsidiaries on a consolidated basis.

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

(unaudited)

	For the Three Months Ended September 30, 2018				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$ 208,607	$ 479,175	$ 65,028	$ (169,280)	$ 583,530
Operating expenses	171,038	379,892	53,156	(169,280)	434,806
Depreciation and amortization	6,742	23,621	934		31,297
General and administrative expenses	16,878	25,568	5,201		47,647
Operating income	13,949	50,094	5,737		69,780
Interest income	3,415	1,159	8,660	(4,806)	8,428
Interest expense	(20,765)	(13,714)	(8,318)	4,806	(37,991)
Income (loss) before income taxes and equity in earnings of affiliates	(3,401)	37,539	6,079		40,217
Income tax provision	162	2,446	1,115		3,723
Equity in earnings of affiliates, net of income tax provision			2,735		2,735
Income (loss) before equity in income of consolidated subsidiaries	(3,563)	35,093	7,699		39,229
Income from consolidated subsidiaries, net of income tax provision	42,792			(42,792)	
Net income	39,229	35,093	7,699	(42,792)	39,229
Net loss attributable to noncontrolling interests			60		60
Net income attributable to The GEO Group, Inc.	$ 39,229	$ 35,093	$ 7,759	$ (42,792)	$ 39,289
Net income	$ 39,229	$ 35,093	$ 7,699	$ (42,792)	$ 39,229
Other comprehensive income (loss), net of tax		(761)	205		(556)
Total comprehensive income	$ 39,229	$ 34,332	$ 7,904	$ (42,792)	$ 38,673
Comprehensive loss attributable to noncontrolling interests			72		72

Comprehensive income attributable to The GEO Group, Inc.	$ 39,229	$ 34,332	$ 7,976	$ (42,792)	$ 38,745

37

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

(unaudited)

	For the Three Months Ended September 30, 2017				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$ 171,553	$ 464,140	$ 69,698	$ (138,632)	$ 566,759
Operating expenses	139,165	364,834	57,767	(138,632)	423,134
Depreciation and amortization	6,104	24,623	922		31,649
General and administrative expenses	14,699	28,066	6,309		49,074
Operating income	11,585	46,617	4,700		62,902
Interest income	2,688	1,629	14,871	(4,540)	14,648
Interest expense	(18,148)	(13,093)	(12,018)	4,540	(38,719)
Income before income taxes and equity in earnings of affiliates	(3,875)	35,153	7,553		38,831
Income tax provision	147	811	762		1,720
Equity in earnings of affiliates, net of income tax provision			1,342		1,342
Income (loss) before equity in income of consolidated subsidiaries	(4,022)	34,342	8,133		38,453
Income from consolidated subsidiaries, net of income tax provision	42,475			(42,475)	
Net income	38,453	34,342	8,133	(42,475)	38,453
Net loss attributable to noncontrolling interests			36		36
Net income attributable to The GEO Group, Inc.	$ 38,453	$ 34,342	$ 8,169	$ (42,475)	$ 38,489
Net income	$ 38,453	$ 34,342	$ 8,133	$ (42,475)	$ 38,453
Other comprehensive income, net of tax		64	1,561		1,625
Total comprehensive income	$ 38,453	$ 34,406	$ 9,694	$ (42,475)	$ 40,078
Comprehensive loss attributable to noncontrolling interests			34		34

Comprehensive income attributable to The GEO Group, Inc.	$ 38,453	$ 34,406	$ 9,728	$ (42,475)	$ 40,112

38

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

(unaudited)

	For the Nine Months Ended September 30, 2018				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$ 606,424	$ 1,412,868	$ 201,090	$ (488,426)	$ 1,731,956
Operating expenses	483,982	1,138,897	164,859	(488,426)	1,299,312
Depreciation and amortization	19,766	71,759	3,011		94,536
General and administrative expenses	47,499	73,753	15,675		136,927
Operating income	55,177	128,459	17,545		201,181
Interest income	10,998	4,023	26,951	(15,778)	26,194
Interest expense	(59,034)	(42,133)	(25,390)	15,778	(110,779)
Income before income taxes and equity in earnings of affiliates	7,141	90,349	19,106		116,596
Income tax provision	1,055	6,188	4,950		12,193
Equity in earnings of affiliates, net of income tax provision			7,071		7,071
Income before equity in income of consolidated subsidiaries	6,086	84,161	21,227		111,474
Income from consolidated subsidiaries, net of income tax provision	105,388			(105,388)	
Net income	111,474	84,161	21,227	(105,388)	111,474
Net loss attributable to noncontrolling interests			223		223
Net income attributable to The GEO Group, Inc.	$ 111,474	$ 84,161	$ 21,450	$ (105,388)	$ 111,697
Net income	$ 111,474	$ 84,161	$ 21,227	$ (105,388)	$ 111,474
Other comprehensive income (loss), net of tax		(31)	(1,332)		(1,363)
Total comprehensive income	$ 111,474	$ 84,130	$ 19,895	$ (105,388)	$ 110,111
			247		247

Comprehensive loss attributable to noncontrolling interests					
Comprehensive income attributable to The GEO Group, Inc.	$ 111,474	$ 84,130	$ 20,142	$ (105,388)	$ 110,358

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)

(dollars in thousands)

(unaudited)

	For the Nine Months Ended September 30, 2017				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
Revenues	$ 520,986	$ 1,342,620	$ 250,618	$ (419,781)	$ 1,694,443
Operating expenses	406,576	1,076,232	213,259	(419,781)	1,276,286
Depreciation and amortization	18,319	71,404	2,741		92,464
General and administrative expenses	43,939	78,479	21,448		143,866
Operating income	52,152	116,505	13,170		181,827
Interest income	12,793	2,858	39,175	(15,855)	38,971
Interest expense	(51,391)	(41,353)	(32,813)	15,855	(109,702)
Income before income taxes and equity in earnings of affiliates	13,554	78,010	19,532		111,096
Income tax provision	441	3,058	2,091		5,590
Equity in earnings of affiliates, net of income tax provision			4,255		4,255
Income before equity in income of consolidated subsidiaries	13,113	74,952	21,696		109,761
Income from consolidated subsidiaries, net of income tax provision	96,648			(96,648)	
Net income	$ 109,761	$ 74,952	$ 21,696	$ (96,648)	$ 109,761
Net loss attributable to noncontrolling interests			123		123
Net income attributable to The GEO Group, Inc.	$ 109,761	$ 74,952	$ 21,819	$ (96,648)	$ 109,884
Net income	$ 109,761	$ 74,952	$ 21,696	$ (96,648)	$ 109,761
Other comprehensive income, net of tax		175	4,586		4,761
Total comprehensive income	$ 109,761	$ 75,127	$ 26,282	$ (96,648)	$ 114,522
			119		119

Comprehensive loss attributable to noncontrolling interests					
Comprehensive income attributable to The GEO Group, Inc.	$ 109,761	$ 75,127	$ 26,401	$ (96,648)	$ 114,641

Table of Contents

CONDENSED CONSOLIDATING BALANCE SHEET

(dollars in thousands)

(unaudited)

	As of September 30, 2018				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$ 9,193	$ 18,059	$ 38,755	$	$ 66,007
Restricted cash and cash equivalents	5,652		49,279		54,931
Accounts receivable, less allowance for doubtful accounts	178,579	187,231	33,695	4,105	403,610
Contract receivable, current portion			9,420		9,420
Prepaid expenses and other current assets	2,153	26,183	11,037	(1,786)	37,587
Total current assets	195,577	231,473	142,186	2,319	571,555
Restricted Cash and Investments		23,476	5,463		28,939
Property and Equipment, Net	843,558	1,217,597	86,850		2,148,005
Non-Current Contract Receivable			384,794		384,794
Assets Held for Sale	705	1,929			2,634
Intercompany Receivable	980,555	126,525	24,460	(1,131,540)	
Non-Current Deferred Income Tax Assets	863	23,913	1,501		26,277
Goodwill		775,955	413		776,368
Intangible Assets, Net		237,345	602		237,947
Investment in Subsidiaries	1,516,564	458,229	2,190	(1,976,983)	
Other Non-Current Assets	8,711	115,759	20,245	(78,895)	65,820
Total Assets	$ 3,546,533	$ 3,212,201	$ 668,704	$ (3,185,099)	$ 4,242,339
LIABILITIES AND SHAREHOLDERS EQUITY					
Accounts payable	$ 11,967	$ 64,568	$ 5,749	$	$ 82,284
Accrued payroll and related taxes		33,424	20,173		53,597
Accrued expenses and other current liabilities	43,371	121,258	30,511	2,319	197,459
Current portion of capital lease obligations, long-term debt and non-recourse debt	8,000	1,998	330,145		340,143
Total current liabilities	63,338	221,248	386,578	2,319	673,483

Non-Current Deferred Income Tax Liabilities			8,757		8,757
Intercompany Payable	118,478	979,528	33,534	(1,131,540)	
Other Non-Current Liabilities	1,337	157,333	9,439	(78,895)	89,214
Capital Lease Obligations		4,954			4,954
Long-Term Debt	2,282,399		80,919		2,363,318
Non-Recourse Debt			22,201		22,201
Commitments & Contingencies and Other					
Shareholders Equity:					
The GEO Group, Inc. Shareholders Equity	1,080,981	1,849,138	127,845	(1,976,983)	1,080,981
Noncontrolling Interests			(569)		(569)
Total Shareholders Equity	1,080,981	1,849,138	127,276	(1,976,983)	1,080,412
Total Liabilities and Shareholders Equity	$ 3,546,533	$ 3,212,201	$ 668,704	$ (3,185,099)	$ 4,242,339

41

Table of Contents

CONDENSED CONSOLIDATING BALANCE SHEET

(dollars in thousands)

	As of December 31, 2017				
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Eliminations	Consolidated
ASSETS					
Cash and cash equivalents	$ 54,666	$	$ 26,711	$	$ 81,377
Restricted cash and cash equivalents			44,932		44,932
Accounts receivable, less allowance for doubtful accounts	130,354	225,029	34,533		389,916
Contract receivable, current portion			18,142		18,142
Prepaid expenses and other current assets	2,589	24,163	18,590		45,342
Total current assets	187,609	249,192	142,908		579,709
Restricted Cash and Investments		25,715	2,284		27,999
Property and Equipment, Net	777,404	1,209,816	90,903		2,078,123
Assets Held for Sale		3,915			3,915
Non-Current Contract Receivable			404,309		404,309
Intercompany Receivable	1,130,189	88,534	28,218	(1,246,941)	
Non-Current Deferred Income Tax Assets	863	23,913	1,501		26,277
Goodwill		778,504	447		778,951
Intangible Assets, Net		254,531	808		255,339
Investment in Subsidiaries	1,336,665	456,076	2,190	(1,794,931)	
Other Non-Current Assets	11,141	115,330	25,210	(79,395)	72,286
Total Assets	$ 3,443,871	$ 3,205,526	$ 698,778	$ (3,121,267)	$ 4,226,908
LIABILITIES AND SHAREHOLDERS EQUITY					
Accounts payable	$ 20,643	$ 65,475	$ 6,469	$	$ 92,587
Accrued payroll and related taxes		51,780	19,952		71,732
Accrued expenses and other current liabilities	40,344	115,636	20,344		176,324
Current portion of capital lease obligations, long-term debt and non-recourse debt	8,000	1,870	19,050		28,920
Total current liabilities	68,987	234,761	65,815		369,563
Non-Current Deferred Income Tax Liabilities			8,757		8,757

Intercompany Payable	79,984	1,129,590	37,367	(1,246,941)	
Other Non-Current Liabilities	4,674	157,200	14,223	(79,395)	96,702
Capital Lease Obligations		6,059			6,059
Long-Term Debt	2,090,985		90,559		2,181,544
Non-Recourse Debt			365,364		365,364
Commitments & Contingencies and Other					
Shareholders Equity:					
The GEO Group, Inc. Shareholders Equity	1,199,241	1,677,916	117,015	(1,794,931)	1,199,241
Noncontrolling Interests			(322)		(322)
Total Shareholders Equity	1,199,241	1,677,916	116,693	(1,794,931)	1,198,919
Total Liabilities and Shareholders Equity	$ 3,443,871	$ 3,205,526	$ 698,778	$ (3,121,267)	$ 4,226,908

42

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(dollars in thousands)

(unaudited)

	For the Nine Months Ended September 30, 2018			
	The GEO Group, Inc.	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Consolidated
Cash Flow from Operating Activities:				
Net cash provided by operating activities	$ 112,599	$ 70,040	$ 37,584	$ 220,223
Cash Flow from Investing Activities:				
Insurance proceeds damaged property		5,998		5,998
Proceeds from sale of property and equipment			2,061	2,061
Proceeds from sale of assets held for sale		3,797		3,797
Change in restricted investments		(2,413)		(2,413)
Capital expenditures	(95,461)	(64,015)	(2,014)	(161,490)
Net cash (used in) provided by investing activities	(95,461)	(56,633)	47	(152,047)
Cash Flow from Financing Activities:				
Proceeds from long-term debt	372,000			372,000
Payments on long-term debt	(183,000)		(3,033)	(186,033)
Payments on non-recourse debt			(9,636)	(9,636)
Taxes paid related to net share settlements of equity awards	(4,452)			(4,452)
Proceeds from issuance of common stock in connection with ESPP	404			404
Payment for repurchases of common stock	(70,446)			(70,446)
Debt issuance costs	(990)			(990)
Proceeds from stock options exercised	1,781			1,781
Dividends paid	(172,256)			(172,256)
Net cash used in financing activities	(56,959)		(12,669)	(69,628)
Effect of Exchange Rate Changes on Cash, Cash Equivalents and Restricted Cash and Cash Equivalents			(5,392)	(5,392)
Net (Decrease) Increase in Cash. Cash Equivalents and Restricted Cash and Cash Equivalents	(39,821)	13,407	19,570	(6,844)
	54,666	4,952	73,927	133,545

Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, beginning of period				
Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, end of period	$ 14,845	$ 18,359	$ 93,497	$ 126,701

Table of Contents

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS

(dollars in thousands)

(unaudited)

	For the Nine Months Ended September 30, 2017			
	The GEO Group, Inc	Combined Subsidiary Guarantors	Combined Non-Guarantor Subsidiaries	Consolidated
Cash Flow from Operating Activities:				
Net cash provided by (used in) operating activities	$ 15,303	$ 79,088	$ (36,486)	$ 57,905
Cash Flow from Investing Activities:				
Acquisition of CEC, net of cash acquired	(353,555)			(353,555)
Proceeds from sale of property and equipment	845		11	856
Insurance proceeds damaged property	86			86
Change in restricted investments		(3,810)		(3,810)
Capital expenditures	(34,679)	(61,432)	(8,019)	(104,130)
Cash used in by investing activities	(387,303)	(65,242)	(8,008)	(460,553)
Net cash used in investing activities				
Cash Flow from Financing Activities:				
Proceeds from long-term debt	1,324,865			1,324,865
Payments on long-term debt	(1,093,088)			(1,093,088)
Payments on non-recourse debt			(68,887)	(68,887)
Proceeds from non-recourse debt			123,785	123,785
Taxes paid related to net share settlements of equity awards	(4,122)			(4,122)
Issuance of common stock under prospectus supplement	275,867			275,867
Proceeds from issuance of common stock in connection with ESPP			382	382
Debt issuance costs	(8,701)		(769)	(9,470)
Proceeds from stock options exercised	6,786			6,786
Dividends paid	(169,152)			(169,152)
Net cash provided by financing activities	332,455		54,511	386,966
Effect of Exchange Rate Changes on Cash, Cash Equivalents and Restricted Cash and Cash Equivalents			863	863

Net (Decrease) Increase in Cash, Cash Equivalents and Restricted Cash and Cash Equivalents	(39,545)	13,846	10,880	(14,819)
Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, beginning of period	45,736	4,922	39,699	90,357
Cash, Cash Equivalents and Restricted Cash and Cash Equivalents, end of period	$ 6,191	$ 18,768	$ 50,579	$ 75,538

Table of Contents

18. SUBSEQUENT EVENTS

Dividend

On October 15, 2018, the Board of Directors declared a quarterly cash dividend of $0.47 per share of common stock which was paid on November 2, 2018 to shareholders of record as of the close of business on October 26, 2018.

Hurricane Michael

On October 10, 2018, Hurricane Michael impacted the Florida Panhandle, which resulted in widespread damage to the area. As a result, the Company s managed-only Bay Correctional Facility was impacted and incurred significant property damage. As a result, inmates housed in that facility have been temporarily re-located to other facilities. The Company is continuing to make a full assessment of the extent of the impact.

The Company maintains property and business interruption insurance, subject to certain deductibles, and is currently assessing claims under such policies; however, the timing and amount of insurance proceeds are uncertain and may not be sufficient to cover all losses. Timing differences are likely to exist between the capital expenditures made to repair or restore the property and recognition and receipt of insurance proceeds reflected in our financial statements. The Company expects that its results of operations related to the facility will be adversely impacted in the near term.

Table of Contents

ITEM 2. MANAGEMENT S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

Forward-Looking Information

This Quarterly Report on Form 10-Q and the documents incorporated by reference herein contain forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are any statements that are not based on historical information. Statements other than statements of historical facts included in this report, including, without limitation, statements regarding our future financial position, business strategy, budgets, projected costs and plans and objectives of management for future operations, are forward-looking statements. Forward-looking statements generally can be identified by the use of forward-looking terminology such as may, will, expect, anticipate, intend, plan, believe, seek, estimate or continue or the negative of such words or variations of such words and similar expressions. These statements are not guarantees of future performance and involve certain risks, uncertainties and assumptions, which are difficult to predict. Therefore, actual outcomes and results may differ materially from what is expressed or forecasted in such forward-looking statements and we can give no assurance that such forward-looking statements will prove to be correct. Important factors that could cause actual results to differ materially from those expressed or implied by the forward-looking statements, or cautionary statements, include, but are not limited to:

- our ability to timely build and/or open facilities as planned, profitably manage such facilities and successfully integrate such facilities into our operations without substantial additional costs;

- our ability to fulfill our debt service obligations and its impact on our liquidity;

- our ability to estimate the government s level of utilization of public-private partnerships for correctional services and the impact of any modifications or reductions by our government customers of their utilization of public-private partnerships;

- our ability to accurately project the size and growth of public-private partnerships for correctional services in the U.S. and internationally and our ability to capitalize on opportunities for public-private partnerships;

- our ability to successfully respond to any challenges or concerns that our government customers may raise regarding their use of public-private partnerships for correctional services;

- our ability to successfully respond to delays encountered by states pursuing public-private partnerships for correctional services and cost savings initiatives implemented by a number of states;

- our ability to activate the inactive beds at our idle facilities;

our ability to maintain or increase occupancy rates at our facilities;

our ability to expand, diversify and grow our correctional, detention, reentry, community-based services, youth services, monitoring services, evidence-based supervision and treatment programs and secure transportation services businesses;

our ability to win management contracts for which we have submitted proposals, retain existing management contracts and meet any performance standards required by such management contracts;

our ability to control operating costs associated with contract start-ups;

our ability to raise new project development capital given the often short-term nature of the customers commitment to use newly developed facilities;

our ability to develop long-term earnings visibility;

our ability to identify suitable acquisitions, and to successfully complete and integrate such acquisitions on satisfactory terms, to enhance occupancy levels and the financial performance of assets acquired and estimate the synergies to be achieved as a result of such acquisitions;

our exposure to the impairment of goodwill and other intangible assets as a result of our acquisitions;

our ability to successfully conduct our operations in the United Kingdom, South Africa and Australia through joint ventures or a consortium;

our ability to obtain future financing on satisfactory terms or at all, including our ability to secure the funding we need to complete ongoing capital projects;

our exposure to political and economic instability and other risks impacting our international operations;

the instability of foreign exchange rates, exposing us to currency risks in Australia, the United Kingdom, and South Africa, or other countries in which we may choose to conduct our business;

our exposure to risks impacting our information systems, including those that may cause an interruption, delay or failure in the provision of our services;

Table of Contents

our exposure to rising general insurance costs;

an increase in unreimbursed labor rates;

our exposure to federal, state and foreign income tax law changes, including changes to the REIT provisions and the recently enacted Tax Cuts and Jobs Act and our exposure as a result of federal, state and international examinations of our tax returns or tax positions;

our exposure to claims for which we are uninsured;

our exposure to rising employee and inmate medical costs;

our ability to manage costs and expenses relating to ongoing litigation arising from our operations;

our ability to accurately estimate on an annual basis, loss reserves related to general liability, workers compensation and automobile liability claims;

the ability of our government customers to secure budgetary appropriations to fund their payment obligations to us and continue to operate under our existing agreements and/or renew our existing agreements;

our ability to pay quarterly dividends consistent with our requirements as a REIT, and expectations as to timing and amounts;

our ability to remain qualified for taxation as a real estate investment trust, or REIT;

our ability to comply with government regulations and applicable contractual requirements;

our ability to acquire, protect or maintain our intellectual property;

the risk that a number of factors could adversely affect the market price of our common stock;

our ability to fully implement our stock buyback program and the timing and amounts of any future stock repurchases; and other factors contained in our filings with the Securities and Exchange Commission, or the SEC, including, but not limited to, those detailed in this Quarterly Report on Form 10-Q, our Annual Report on Form 10-K for the year ended December 31, 2017 and our Current Reports on Form 8-K filed with the SEC.

We undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. All subsequent written and oral forward-looking statements attributable to us, or persons acting on our behalf, are expressly qualified in their entirety by the cautionary statements included in this Quarterly Report on Form 10-Q.

Introduction

The following discussion and analysis provides information which management believes is relevant to an assessment and understanding of our consolidated results of operations and financial condition. This discussion contains forward-looking statements that involve risks and uncertainties. Our actual results may differ materially from those anticipated in these forward-looking statements as a result of numerous factors including, but not limited to, those described above under Forward-Looking Information , those described below under Part II Item 1A. Risk Factors and under Part I Item 1A. Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2017. The discussion should be read in conjunction with our unaudited consolidated financial statements and notes thereto included in this Quarterly Report on Form 10-Q.

Table of Contents

We are a real estate investment trust (REIT) specializing in the ownership, leasing and management of correctional, detention and reentry facilities and the provision of community-based services and youth services in the United States, Australia, South Africa, and the United Kingdom. We own, lease and operate a broad range of correctional and detention facilities including maximum, medium and minimum security prisons, immigration detention centers, minimum security detention centers, and community-based reentry facilities and we offer an expanded delivery of offender rehabilitation services under our GEO Continuum of Care platform. We offer counseling, education and/or treatment to inmates with alcohol and drug abuse problems at most of the domestic facilities we manage. We are also a provider of innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants.

At September 30, 2018, our worldwide operations include the management and/or ownership of approximately 96,000 beds at 136 correctional, detention and reentry facilities, including idle facilities, projects under development and recently awarded contracts, and also include the provision of community supervision services for more than 192,000 offenders and pre-trial defendants, including approximately 100,000 individuals through an array of technology products including radio frequency, GPS, and alcohol monitoring devices.

We provide a diversified scope of services on behalf of our government clients:

- our correctional and detention management services involve the provision of security, administrative, rehabilitation, education and food services, primarily at adult male correctional and detention facilities;

- our community-based services involve supervision of adult parolees and probationers and the provision of temporary housing, programming, employment assistance and other services with the intention of the successful reintegration of residents into the community;

- our youth services include residential, detention and shelter care and community-based services along with rehabilitative and educational programs;

- our monitoring services provide our governmental clients with innovative compliance technologies, industry-leading monitoring services, and evidence-based supervision and treatment programs for community-based parolees, probationers and pretrial defendants; including services provided under the Intensive Supervision Appearance Program, which we refer to as ISAP, to the U.S. Immigration and Customs Enforcement, which we refer to as ICE, for the provision of services designed to improve the participation of non-detained aliens in the immigration court system;

- we develop new facilities using our project development experience to design, construct and finance what we believe are state-of-the-art facilities that maximize security and efficiency;

- we provide secure transportation services for offender and detainee populations as contracted domestically and internationally our joint venture GEOAmey is responsible for providing prisoner escort and custody services in the United Kingdom, including all of Wales and England except London and the East of England;

and

our services are provided at facilities which we either own, lease or are owned by our customers.

For the nine months ended September 30, 2018 and September 30, 2017, we had consolidated revenues of $1,732.0 million and $1,694.4 million, respectively. We maintained an average company wide facility occupancy rate of 93.2% including 88,480 active beds and excluding 7,068 idle beds which includes those being marketed to potential customers for the nine months ended September 30, 2018, and 91.0% including 87,823 active beds and excluding 8,272 idle beds which includes those being marketed to potential customers and beds under development for the nine months ended September 30, 2017.

Table of Contents

As a REIT, we are required to distribute annually at least 90% of our REIT taxable income (determined without regard to the dividends paid deduction and by excluding net capital gain) and we began paying regular quarterly REIT dividends in 2013. The amount, timing and frequency of future dividends, however, will be at the sole discretion of our Board of Directors (the Board) and will be declared based upon various factors, many of which are beyond our control, including, our financial condition and operating cash flows, the amount required to maintain REIT status, limitations on distributions in our existing and future debt instruments, limitations on our ability to fund distributions using cash generated through our taxable REIT subsidiaries (TRSs) and other factors that our Board may deem relevant.

During the nine months ended September 30, 2018 and the year ended December 31, 2017, respectively, we declared and paid the following regular cash distributions to our shareholders as follows:

Declaration Date	Record Date	Payment Date	Distribution Per Share	Aggregate Payment Amount (in millions)
February 6, 2017	February 17, 2017	February 27, 2017	$ 0.47	$ 52.5
April 25, 2017	May 9, 2017	May 19, 2017	$ 0.47	$ 58.4
July 10, 2017	July 21, 2017	July 28, 2017	$ 0.47	$ 58.3
October 12, 2017	October 23, 2017	October 30, 2017	$ 0.47	$ 58.3
February 5, 2018	February 16, 2018	February 27, 2018	$ 0.47	$ 58.3
April 11, 2018	April 23, 2018	May 3, 2018	$ 0.47	$ 57.4
July 10, 2018	July			