



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549-4561

February 10, 2012

Scott Craddock
Corrections Corporation of America
scott.craddock@cca.com

Re: Corrections Corporation of America
Incoming letter dated December 23, 2011

Dear Mr. Craddock:

This is in response to your letter dated December 23, 2011 concerning the shareholder proposal submitted to Corrections Corporation of America by Alex Friedmann. We also have received a letter on behalf of the proponent dated January 17, 2012. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Ted Yu
Senior Special Counsel

Enclosure

cc: Jeffrey S. Lowenthal
Stroock & Stroock & Lavan LLP
jlowenthal@stroock.com

February 10, 2012

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: Corrections Corporation of America
Incoming letter dated December 23, 2011

The proposal requests that the board provide biannual reports to stockholders on its oversight of the company's efforts to reduce incidents of rape and sexual abuse of prisoners housed in facilities operated by the company, and to describe the board's oversight of the company's response to incidents of rape and sexual abuse at those facilities, including statistical data by facility regarding all such incidents during each reporting period.

We are unable to concur in your view that Corrections Corporation of America may exclude the proposal under rule 14a-8(i)(4). We are unable to conclude that the proposal relates to the redress of a personal claim or grievance against the company. We also are unable to conclude that the proposal is designed to result in a benefit to the proponent, or to further personal interest, which is not shared by the other shareholders at large. Accordingly, we do not believe that Corrections Corporation of America may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(4).

We are unable to conclude that Corrections Corporation of America has met its burden of establishing that it may exclude the proposal under rule 14a-8(i)(7) as a matter relating to the company's ordinary business operations. Accordingly, we do not believe that Corrections Corporation of America may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(7).

We are unable to concur in your view that Corrections Corporation of America may exclude the proposal under rule 14a-8(i)(10). Based on the information you have presented, it does not appear that Corrections Corporation of America's public disclosures compare favorably with the guidelines of the proposal. Accordingly, we do not believe that Corrections Corporation of America may omit the proposal from its proxy materials in reliance on rule 14a-8(i)(10).

Sincerely,

Joseph McCann
Attorney-Adviser

