

GEO GROUP INC
Form SC 13G
August 26, 2008

OMB APPROVAL
OMB Number: 3235-0145
Expires: February 28, 2009
Estimated average burden
hours per response.....11

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. _____)*

The GEO Group, Inc.
(Name of Issuer)

Common Stock, \$0.01 par value
(Title of Class of Securities)

36159R103
(CUSIP Number)

August 21, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

Edgar Filing: GEO GROUP INC - Form SC 13G

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No 36159R103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Weiss Multi-Strategy Advisers LLC

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(a)

(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,929,579

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,600,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IA

CUSIP No 36159R103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

George A. Weiss

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,929,579

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,600,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN, HC

CUSIP No 36159R103

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Frederick E. Doucette III

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

5. SOLE VOTING POWER

0

6. SHARED VOTING POWER

1,929,579

7. SOLE DISPOSITIVE POWER

0

8. SHARED DISPOSITIVE POWER

2,600,000

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,600,000

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES (SEE INSTRUCTIONS)

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.1%

12. TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN, HC

CUSIP No 36159R103

Item 1. (a). Name of Issuer:

The GEO Group, Inc.

(b). Address of Issuer's Principal Executive Offices:
One Park Place, 621 NW 53rd Street, Suite 700,
Boca Raton, Florida 33487

Item 2. (a). Name of Person Filing:

Weiss Multi-Strategy Advisers LLC
George A. Weiss
Frederick E. Doucette III

(b). Address of Principal Business Office, or if None, Residence:

Weiss Multi-Strategy Advisers LLC
One State Street, 20th Floor
Hartford, CT 06103

George A. Weiss
c/o Weiss Multi-Strategy Advisers LLC
One State Street, 20th Floor
Hartford, CT 06103

Frederick E. Doucette III
c/o Weiss Multi-Strategy Advisers LLC
One State Street, 20th Floor
Hartford, CT 06103

(c). Citizenship:

Weiss Multi-Strategy Advisers LLC – Delaware limited liability company
George A. Weiss - United States
Frederick E. Doucette III - United States

(d). Title of Class of Securities:

Common Stock, \$0.01 par value

(e). CUSIP Number:

36159R103

Item 3. If This Statement is filed pursuant to ss.240.13d-1(b) or 240.13d-2(b), or (c), check whether the person filing is a

(a) Broker or dealer registered under Section 15 of the Exchange Act (15 U.S.C. 78c).

(b) Bank as defined in Section 3(a)(6) of the Exchange Act (15 U.S.C. 78c).

(c) Insurance company as defined in Section 3(a)(19) of the Exchange Act (15 U.S.C. 78c).

(d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

- unexpected losses of key personnel or clients of the acquired business;
- difficulties arising from the increasing scope, geographic diversity and complexity of its operations;
- diversion of management's attention from other business concerns; and
- adverse effects on existing business relationships with clients.

In addition, managing the growth of Hill's operations will require Hill to continually improve its operational, financial and human resources management systems and other internal systems and controls. If Hill is unable to manage any growth effectively or to successfully integrate any acquisitions, that could have a material adverse effect on Hill's business.

Risks Related to Ownership of Our Common Stock

The market price for our common stock could be volatile and could decline, resulting in a substantial or complete loss of your investment.

The stock markets, including the Nasdaq Global Market, on which we list our common stock, have experienced significant price and volume fluctuations. As a result, the market price of our common stock could be similarly volatile, and investors in our common stock may experience a decrease in the value of their shares, including decreases unrelated to our operating performance or prospects. The price of our common stock could be subject to wide fluctuations in response to a number of factors, including:

- our operating performance and the performance of other similar companies;
 - actual or anticipated differences in our operating results;
- changes in our revenues or earnings estimates or recommendations by securities analysts;
- publication of research reports about us or our industry by securities analysts;
 - additions and departures of key personnel;
 - speculation in the press or investment community;
 - actions by institutional shareholders;
 - changes in accounting principles;
 - terrorist acts; and
- general market conditions, including factors unrelated to our performance.

Future sales of our common stock may depress the price of our common stock.

As of October 26, 2006, there were 22,354,412 shares of our common stock outstanding. Following the effectiveness of the registration statement of which this prospectus is a part, an aggregate of 14,200,000 additional shares of our common stock may be issued. Sales of a substantial number of these shares in the public market could decrease the market price of our common stock. In addition, the perception that such sales might occur may cause the market price of our common stock to decline. Future issuances or sales of our common stock could have an adverse effect on the market price of our common stock.

Voting control by four of our directors and one stockholder may limit your ability to influence the outcome of director elections and other matters requiring stockholder approval.

Five persons who are parties to a voting agreement dated June 28, 2006 (Irvin Richter, David Richter, Brady Richter, Eric Rosenfeld and Arnaud Ajdler) own approximately 66.9% of our voting stock. These persons have agreed to vote for each other's designees to our board of directors through director elections in 2008. Accordingly, they will be able to control the election of directors and, therefore, our policies and direction during the term of the voting agreement. This concentration of ownership and voting agreement could have the effect of delaying or preventing a change in our control or discouraging a potential acquirer from attempting to obtain control of us, which in turn could have a material adverse effect on the market price of our common stock or prevent our stockholders from realizing a premium over the market price for their shares of common stock.

USE OF PROCEEDS

The amount of the proceeds we will receive from the shares covered by this prospectus depends on the number of warrants exercised. If all of the warrants are exercised, our gross proceeds from the sale of the shares of common stock pursuant to the exercise of the warrants will be \$71,750,000. We expect net proceeds, which are what we will receive after paying the estimated expenses of this offering, to be approximately \$71,705,000. For the purpose of estimating net proceeds, we estimate that our offering expenses in this offering will be approximately \$45,000. In the event that some of the warrants are exercised as a result of the efforts of a solicitation agent, our net proceeds per share will be reduced by \$0.25 per share for each warrant that is exercised as a result of any such solicitation. See “Plan of Distribution,” below.

We intend to use the net proceeds for working capital, or for other general corporate purposes. We may also use a portion of the net proceeds to fund acquisitions of claims consulting and/or construction management firms.

DETERMINATION OF OFFERING PRICE

The offering price for the shares covered by this prospectus is the exercise price of the warrants, which was determined at the time the warrants were issued. The exercise price of the warrants exercisable for 13,600,000 of the shares of common stock is \$5.00 per share. We refer herein to those warrants as the public warrants. The exercise price of the warrants exercisable for the remaining 600,000 shares of common stock is \$6.25 per share.

DIVIDEND POLICY

We currently intend to retain all of our earnings to finance our operations, repay any outstanding indebtedness and fund our future growth. We do not expect to pay any dividends on our common stock for the foreseeable future.

DESCRIPTION OF SECURITIES

The description of the securities covered by this prospectus is contained in our proxy statement filed with the SEC on June 6, 2006, under the heading "Description of Arpeggio Common Stock and Other Securities -Common Stock," and that description is incorporated herein by reference.

PLAN OF DISTRIBUTION

The securities covered by this prospectus will be distributed solely to existing warrant holders upon exercise of their warrants. The warrants are immediately exercisable as of the effective date of the registration statement. The shares of common stock issued upon exercise of the warrants will be freely tradable, except that sales by warrant holders who are our affiliates will be subject to Rule 144 as promulgated under the Securities Act.

We do not know if or when the warrants will be exercised. We also do not know whether any of the shares acquired upon exercise will be sold.

We have engaged EarlyBirdCapital, Inc., which is referred to herein as EBC, on a non-exclusive basis, as our agent for the solicitation of the exercise of the warrants. With respect to such solicitation, we will (1) assist EBC with respect to such solicitation, if requested by EBC, and (2) at EBC's request, provide EBC, and direct our transfer and warrant agent to provide to EBC, at our cost, lists of the record and, to the extent known, beneficial owners of, the warrants. We will pay EBC a commission of five percent of the exercise price of the warrants, or \$.25, for each warrant exercised, payable on the date of such exercise, on the terms provided for in the warrant agreement, but only if permitted under the rules and regulations of the NASD and only to the extent that a warrant holder who exercises a warrant specifically designates, in writing, that EBC solicited the exercise. EBC may engage sub-agents in its solicitation efforts.

If EBC otherwise solicited twenty-five percent (25%) of the exercises of the public warrants, and assuming that all warrants were exercised, total commissions would be \$850,000, and net proceeds would be approximately \$70,855,000. If EBC otherwise solicited fifty percent (50%) of the exercises of the public warrants, and assuming that all warrants were exercised, total commissions would be \$1,700,000, and net proceeds would be approximately \$70,005,000. If EBC otherwise solicited all of the exercises of the warrants, and assuming that all warrants were exercised, total commissions would be \$3,400,000, and net proceeds would be \$68,305,000.

INDEMNIFICATION

Our certificate of incorporation provides that the Company, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. It further provides that expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Company as authorized thereby.

Our bylaws provide the Company with the power to indemnify its officers, directors, employees and agents or any person serving at the Company's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by Delaware law.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

LEGAL MATTERS

The validity of the common stock offered hereby will be passed upon for us by McCarter & English, LLP.

EXPERTS

The consolidated financial statements of Hill International, Inc. at December 31, 2005 and January 1, 2005 and for each of the three years in the period ended December 31, 2005 have been audited by Amper, Politziner & Mattia, P.C., independent registered public accounting firm, as set forth in their report incorporated by reference herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

The financial statements of the Company at December 31, 2005 and 2004 and for the year ended December 31, 2005, the period from April 2, 2004 (inception) to December 31, 2004, and the period from April 2, 2004 (inception) to December 31, 2005, have been audited by BDO Seidman, LLP, independent registered public accounting firm, as set forth in their report incorporated by reference herein, and are included in reliance upon such report given on the authority of such firm as experts in accounting and auditing.

PART II. INFORMATION NOT REQUIRED IN PROSPECTUS**Item 14. Other Expenses of Issuance and Distribution.**

The following table sets forth the estimated expenses payable by the registrant in connection with the sale and distribution of the securities registered hereby. All amounts other than the SEC registration fee are estimated.

SEC Registration Fee	\$	0
Accounting Fees and Expenses	\$	15,000
Legal Fees and Expenses	\$	20,000
Printing Fees and Expenses	\$	5,000
Miscellaneous	\$	5,000
Total:	\$	45,000

Item 15. Indemnification of Directors and Officers.

Our certificate of incorporation provides that the Company, to the full extent permitted by Section 145 of the Delaware General Corporation Law, as amended from time to time, shall indemnify all persons whom it may indemnify pursuant thereto. It further provides that expenses (including attorneys' fees) incurred by an officer or director in defending any civil, criminal, administrative, or investigative action, suit or proceeding for which such officer or director may be entitled to indemnification hereunder shall be paid by the Company in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that he is not entitled to be indemnified by the Company as authorized thereby.

Our bylaws provide the Company with the power to indemnify its officers, directors, employees and agents or any person serving at the Company's request as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by Delaware law.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to the Registrant's directors, officers, and controlling persons pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment of expenses incurred or paid by a director, officer or controlling person in a successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to the court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

Item 16. Exhibits.

Exhibit No.	Description
4.1	Certificate of Incorporation of the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (333-114816) on April 23, 2004 and incorporated herein by reference).
4.2	Bylaws of the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registration Statement on Form S-1 (333-114816) on April 23, 2004 and incorporated herein by reference).
4.3	Common Stock Certificate (previously filed with the Securities and Exchange Commission as Exhibit 4.2 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
4.4	Warrant Certificate (previously filed with the Securities and Exchange Commission as Exhibit 4.3 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
4.5	Form of Warrant Agreement (previously filed with the Securities and Exchange Commission as Exhibit 4.5 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
5.1	Opinion of McCarter & English, LLP (filed herewith).
23.1	Consent of Amper, Politziner & Mattia P.C. (previously filed with the Securities and Exchange Commission as Exhibit 23.1 to Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816) on November 13, 2006 and incorporated herein by reference).
23.2	Consent of BDO Seidman, LLP (previously filed with the Securities and Exchange Commission as Exhibit 23.2 to Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816) on November 13, 2006 and incorporated herein by reference).
24.1	Power of Attorney (included on signature page of Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816), filed on November 13, 2006).

Item 17. Undertakings.

(A) The undersigned registrant hereby undertakes:

(1) To file, during the period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

II-2

provided, however, that paragraphs (A)(1)(i) and (A)(1)(ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(B) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Exchange Act (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Exchange Act) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the registrant pursuant to the foregoing provisions, the registrant has been informed that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the Township of Marlton, State of New Jersey, on December 12, 2006.

HILL INTERNATIONAL, INC.

By: /s/ Irvin E. Richter

 Irvin E. Richter
 Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in their capacities.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
/s/ Irvin E. Richter Irvin E. Richter	Chairman of the Board and Chief Executive Officer (principal executive officer)	December 12, 2006
* David L. Richter	President and Chief Operating Officer and Director	December 12, 2006
* John Fanelli III	Senior Vice President and Chief Financial Officer (principal financial and accounting officer)	December 12, 2006
* Eric S. Rosenfeld	Director	December 12, 2006
* Alan S. Fellheimer	Director	December 12, 2006
* Brian W. Clymer	Director	December 12, 2006

Edgar Filing: GEO GROUP INC - Form SC 13G

* Director December 12, 2006
William J. Doyle

* Director December 12, 2006
Arnaud Ajdler

*By: Attorney-in-fact pursuant to power of attorney filed as part of this registration statement.

/s/ Irvin E. Richter
Irvin E. Richter

INDEX TO EXHIBITS

Exhibit No.	Description
4.1	Certificate of Incorporation of the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 3.1 to the Registrant's Registration Statement on Form S-1 (333-114816) on April 23, 2004 and incorporated herein by reference).
4.2	Bylaws of the Registrant (previously filed with the Securities and Exchange Commission as Exhibit 3.2 to the Registration Statement on Form S-1 (333-114816) on April 23, 2004 and incorporated herein by reference).
4.3	Common Stock Certificate (previously filed with the Securities and Exchange Commission as Exhibit 4.2 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
4.4	Warrant Certificate (previously filed with the Securities and Exchange Commission as Exhibit 4.3 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
4.5	Form of Warrant Agreement (previously filed with the Securities and Exchange Commission as Exhibit 4.5 to Amendment No. 1 to Registration Statement on Form S-1/A (333-114816) on May 28, 2004 and incorporated herein by reference).
5.1	Opinion of McCarter & English, LLP (filed herewith).
23.1	Consent of Amper, Politziner & Mattia P.C. (previously filed with the Securities and Exchange Commission as Exhibit 23.1 to Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816) on November 13, 2006 and incorporated herein by reference).
23.2	Consent of BDO Seidman, LLP (previously filed with the Securities and Exchange Commission as Exhibit 23.2 to Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816) on November 13, 2006 and incorporated herein by reference).
24.1	Power of Attorney (included on signature page of Post-effective Amendment No. 1 on Form S-3 to Registration Statement on Form S-1 (333-114816), filed on November 13, 2006).
