

CORRECTIONS CORP OF AMERICA  
 Form 4  
 February 18, 2005

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**BOULDIN KENNETH A**

2. Issuer Name and Ticker or Trading Symbol  
**CORRECTIONS CORP OF AMERICA [CXW]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
**10 BURTON HILLS BOULEVARD**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**02/16/2005**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 EVP, Chief Development Officer

**NASHVILLE, TN 37215**  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 \_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D) Price			
CXW Common Stock	02/16/2005		A <sup>(1)</sup>	8,550 A \$ 0	8,550	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Employee Stock Option (Right to Purchase)	\$ 39.16	02/16/2005		A <sup>(2)</sup>	22,500	02/16/2006 02/16/2015	CXW Common Stock	22,500

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BOULDIN KENNETH A 10 BURTON HILLS BOULEVARD NASHVILLE, TN 37215			EVP, Chief Development Officer	

## Signatures

Todd Mullenger                      02/18/2005  
 \_\_Signature of                      Date  
 Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
  - \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The 8,550 restricted shares are subject to vesting over a three-year period based upon satisfaction of certain performance criteria for the
- (1) fiscal years ending December 31, 2005, 2006 and 2007. No more than one third of such shares may vest in the first performance period, however, the performance criteria are cumulative for the three-year period.
  - (2) The Company granted to reporting person the option to purchase up to 22,500 shares of common stock vesting over a three-year period on the anniversary date of the grant in equal increments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. BORDER-BOTTOM: black 2px solid; BORDER-RIGHT: black 2px solid">

7,247,731\*

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,247,731\*

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) 16.6%\*

12

TYPE OF REPORTING PERSON (See Instructions) PN

\* See Item 4 on Page 11.

4 of 17

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CUSIP No. 351793 104 13G Page 5

1	NAME OF REPORTING PERSON	CCMP Capital Associates GP, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	5	SOLE VOTING POWER 0*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 7,247,731*
	7	SOLE DISPOSITIVE POWER 0*
	8	SHARED DISPOSITIVE POWER 7,247,731*
	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,247,731*
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (See Instructions)	<input type="checkbox"/>
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	16.6%*

12 TYPE OF REPORTING PERSON (See Instructions) OO

\* See Item 4 on Page 11.

5 of 17

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CUSIP No. 351793 104 13G Page 6

1	NAME OF REPORTING PERSON	CCMP Capital, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) <input type="checkbox"/> (b) <input checked="" type="checkbox"/>
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
	5	SOLE VOTING POWER 0*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 7,247,731*
	7	SOLE DISPOSITIVE POWER 0*
	8	SHARED DISPOSITIVE POWER 7,247,731*
	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,247,731*
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)	16.6%*

12 TYPE OF REPORTING PERSON (See Instructions) OO

\* See Item 4 on Page 11.

6 of 17

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CUSIP No. 351793 104 13G Page 7

- 1 NAME OF REPORTING PERSON Stephen Murray
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions) (a) [ ] (b) [X]
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION United States
- 5 SOLE VOTING POWER 0\*
- 6 SHARED VOTING POWER 7,247,731\*
- 7 SOLE DISPOSITIVE POWER 0\*
- 8 SHARED DISPOSITIVE POWER 7,247,731\*
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,247,731\*
- 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) 16.6%\*

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON WITH



12 TYPE OF REPORTING PERSON (See Instructions) IN

\* See Item 4 on Page 11.

7 of 17

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CUSIP No. 351793 104 13G Page 8

1 NAME OF REPORTING PERSON Greg D. Brenneman

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [ ]  
 (See Instructions) (b) [X]

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

5 SOLE VOTING POWER 0\*

NUMBER OF  
 SHARES  
 BENEFICIALLY  
 OWNED BY  
 EACH  
 REPORTING  
 PERSON WITH

6 SHARED VOTING POWER 7,247,731\*

7 SOLE DISPOSITIVE POWER 0\*

8 SHARED DISPOSITIVE  
 POWER 7,247,731\*

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,247,731\*

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) 16.6%\*

12 TYPE OF REPORTING PERSON (See Instructions) IN

\* See Item 4 on Page 11.

8 of 17

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CUSIP No. 351793 104 13G Page 9

1	NAME OF REPORTING PERSON	Richard Zannino
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (See Instructions)	(a) [ ] (b) [X]
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	United States
	5	SOLE VOTING POWER 0*
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	6	SHARED VOTING POWER 7,247,731*
	7	SOLE DISPOSITIVE POWER 0*
	8	SHARED DISPOSITIVE POWER 7,247,731*
	9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 7,247,731*
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)	16.6%*

12 TYPE OF REPORTING PERSON (See Instructions) IN

\* See Item 4 on Page 11.

9 of 17

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ITEMNAME OF ISSUER; ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1.

(a) – (b) This Amendment No. 2 to the statement on Schedule 13G (this “Schedule 13G”) is being filed with respect to shares of common stock, par value \$0.01 per share (“Common Stock”), of Francesca’s Holdings Corporation, a Delaware corporation (the “Issuer”). The address of the principal executive offices of the Issuer is 3480 W. 12th Street, Houston, Texas 77008.

ITEMNAME OF PERSON FILING; ADDRESS OR PRINCIPAL BUSINESS OFFICE; CITIZENSHIP; TITLE OF  
2. CLASS OF SECURITIES; CUSIP NO.

(a) This Schedule 13G is being filed by:

(i) CCMP Capital Investors II, L.P. (“CCMP Capital Investors”);

(ii) CCMP Capital Investors (Cayman) II, L.P. (“CCMP Cayman” and together with CCMP Capital Investors, the “CCMP Capital Funds”);

(iii) CCMP Capital Associates, L.P. (“CCMP Capital Associates”);

(iv) CCMP Capital Associates GP, LLC (“CCMP Capital Associates GP”);

(v) CCMP Capital, LLC (“CCMP Capital”); and

(vi) Stephen Murray, Greg D. Brenneman and Richard Zannino (Messrs. Murray, Brenneman and Zannino, together with the CCMP Capital Funds, CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital, the “Reporting Persons”), each in his capacity as a member of a CCMP Capital investment committee that makes voting and disposition decisions with respect to the Issuer’s Common Stock beneficially owned by CCMP Capital.

The Reporting Persons entered into a Joint Filing Agreement dated March 14, 2012, a copy of which is filed with this Schedule 13G as Exhibit A, in connection with Amendment No. 1 to this Schedule 13G, pursuant to which each have agreed to file this statement jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended (the “Exchange Act”).

(b) The principal business office of each of the Reporting Persons other than CCMP Cayman is:

c/o CCMP Capital, LLC  
245 Park Avenue  
New York, NY 10167

The principal business office for CCMP Cayman is:

c/o Walkers Corporate Services Limited  
Walker House

Explanation of Responses:

87 Mary Street  
George Town KY 1-9005  
Grand Cayman, Cayman Islands

(c) Citizenship of the Reporting Persons:

(i) CCMP Capital Investors, CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital: Delaware;

(ii) CCMP Cayman: Cayman Islands; and

10 of 17

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(iii) Messrs. Murray, Brenneman and Zannino: United States.

(d) Title of Class of Securities:

Common Stock, par value \$0.01 per share

(e) CUSIP Number:

351793 104

ITEMIF THIS STATEMENT IS FILED PURSUANT TO RULE 13d-1(b) OR 13d-2(b) OR (c), CHECK THE  
3. APPROPRIATE BOX.

Not applicable.

ITEMOWNERSHIP

4.

(a) Amount beneficially owned:

As of April 23, 2012, the Reporting Persons as a group beneficially own 7,247,731 shares of the Issuer's Common Stock, which constitutes 16.6% of the Issuer's total Common Stock outstanding. The percentage ownership of the Reporting Persons is based on 43,620,592 shares of Common Stock outstanding as of March 28, 2012, as reported by the Issuer in its Final Prospectus filed with the Securities and Exchange Commission on April 18, 2012.

The general partner of each of the CCMP Capital Funds is CCMP Capital Associates. The general partner of CCMP Capital Associates is CCMP Capital Associates GP. CCMP Capital Associates GP is wholly owned by CCMP Capital. CCMP Capital ultimately exercises voting and dispositive power of the securities held by the CCMP Capital Funds. Voting and disposition decisions at CCMP Capital with respect to such securities are made by an investment committee, the members of which are Messrs. Murray, Brenneman and Zannino.

Each of CCMP Capital Associates, CCMP Capital Associates GP and CCMP Capital is deemed to beneficially own 6,395,304 shares of the Issuer's Common Stock held by CCMP Capital Investors as of April 23, 2012 and 852,427 shares of the Issuer's Common Stock held by CCMP Cayman as of April 23, 2012. As a consequence of being members of the CCMP Capital investment committee that makes voting and disposition decisions with respect to the reported securities, Messrs. Murray, Brenneman and Zannino may be deemed, pursuant to Rule 13d-3 under the Exchange Act, to beneficially own all 7,247,731 shares of the Issuer's Common Stock held by the CCMP Capital Funds as of April 23, 2012. Each of Messrs. Murray, Brenneman and Zannino disclaims any beneficial ownership of any securities held by the CCMP Capital Funds.

(b) Percent of Class:

The responses of the Reporting Persons to Row 11 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(c) Number of Shares as to which such Person has:

Explanation of Responses:



(i) Sole power to vote or to direct the vote: The responses of the Reporting Persons to Row 5 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(ii) Shared power to vote or to direct the vote: The responses of the Reporting Persons to Row 6 of each of the cover pages to this Schedule 13G are hereby incorporated by reference. See also Item 4(a) above.

11 of 17

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(iii) Sole power to dispose or to direct the disposition of: The responses of the Reporting Persons to Row 7 of each of the cover pages to this Schedule 13G are hereby incorporated by reference.

(iv) Shared power to dispose or to direct the disposition of: The responses of the Reporting Persons to Row 8 of each of the cover pages to this Schedule 13G are hereby incorporated by reference. See also Item 4(a) above.

ITEM OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

5.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: [ ].

ITEM OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON

6.

CCMP Capital ultimately exercises voting and dispositive power of the securities held by the CCMP Capital Funds. Voting and disposition decisions at CCMP Capital with respect to such securities are made by an investment committee, the members of which are Messrs. Murray, Brenneman and Zannino.

ITEM IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE  
7. SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON

Not applicable.

ITEM IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

8.

Not applicable.

ITEM NOTICE OF DISSOLUTION OF GROUP

9.

Not applicable.

ITEM CERTIFICATION

10.

Not applicable.

SIGNATURE

After reasonable inquiry and to the best of our knowledge and belief, we certify that the information set forth in this statement is true, complete and correct.

Date: May 3, 2012

CCMP Capital, LLC

/s/ Marc Unger  
Marc Unger  
Chief Operating Officer & Chief Financial  
Officer

CCMP Capital Investors II, L.P.

By: CCMP Capital Associates, L.P., its general  
partner

By: CCMP Capital Associates GP, LLC

/s/ Marc Unger  
Marc Unger  
Chief Operating Officer & Chief Financial  
Officer

CCMP Capital Investors (Cayman) II, L.P.

By: CCMP Capital Associates, L.P., its general  
partner

By: CCMP Capital Associates GP, LLC, its  
general partner

/s/ Marc Unger  
Marc Unger  
Chief Operating Officer & Chief Financial  
Officer

CCMP Capital Associates, L.P.,

By: CCMP Capital Associates GP, LLC, its  
general partner

/s/ Marc Unger  
Marc Unger

Chief Operating Officer & Chief Financial  
Officer

CCMP Capital Associates GP, LLC

/s/ Marc Unger  
Marc Unger  
Chief Operating Officer & Chief Financial  
Officer

/s/ Stephen Murray  
Stephen Murray

/s/ Richard Zannino  
Richard Zannino

/s/ Greg D. Brenneman  
Greg D. Brenneman

EXHIBIT INDEX

Exhibit A Joint Filing Agreement as required by Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended.

15 of 17