

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

December 20, 2018

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of report (Date of earliest event reported): December 14, 2018

OMEGA HEALTHCARE INVESTORS, INC.

OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP

(Exact name of registrant as specified in charter)

Maryland

(Omega Healthcare Investors, Inc.)

Delaware

1-11316

(Omega Healthcare Investors, Inc.)

33-203447-11

38-3041398

(Omega Healthcare Investors, Inc.)

36-4796206

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(OHI Healthcare Properties Limited Partnership)

(OHI Healthcare Properties Limited Partnership)

(OHI Healthcare Properties Limited Partnership)
(IRS Employer)

(State of incorporation or organization) (Commission File Number)

Identification No.)

303 International Circle

Suite 200

Hunt Valley, Maryland 21030

(Address of principal executive offices / Zip Code)

(410) 427-1700

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

“Written communications pursuant to Rule 425 under the Securities Act.

“Soliciting material pursuant to Rule 14a-12 under the Exchange Act.

“Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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. "

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Employment Agreement Amendments

On December 14, 2018, the Compensation Committee of the Board of Directors (the “**Compensation Committee**”) of Omega Healthcare Investors, Inc., a Maryland corporation (the “**Company**” or “**Omega**”), approved amendments to extend by one year, until December 31, 2021, the terms of the existing employment agreements as amended to date (collectively, the “**Employment Agreement Amendments**”) with each of Taylor Pickett, Daniel Booth, Steven Insoft, Robert Stephenson, and Michael Ritz (collectively, the “**Executive Officers**”).

Annual Base Salary. Each Employment Agreement Amendment specifies the current annual base salary for the Executive Officers, effective January 1, 2019, which is as follows:

| Name | Annual Base Salary |
|-------------------|-----------------------------------|
| Taylor Pickett | \$ 799,800 |
| Daniel Booth | \$ 517,200 |
| Steven Insoft | \$ 506,600 |
| Robert Stephenson | \$ 495,900 |
| Michael Ritz | \$ 341,200 |

The foregoing description is qualified in its entirety by reference to the form of Employment Agreement Amendment, which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description of Exhibit |
|-------------|---------------------------------------------------------------------------|
| <u>10.1</u> | <u>Form of Employment Agreement Amendments effective January 1, 2019.</u> |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**OMEGA HEALTHCARE
INVESTORS, INC.**
(Registrant)

Dated: December 20, 2018 By: /s/ Robert O. Stephenson
Robert O. Stephenson
Chief Financial Officer

Exhibit Index

Exhibit No. Description of Exhibit

10.1 Form of Employment Agreement Amendments effective January 1, 2019.