

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

August 26, 2014

**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): August 26, 2014

**OMEGA HEALTHCARE INVESTORS, INC.**

(Exact name of registrant as specified in charter)

**Maryland**

**1-11316**

**38-3041398**

(State of incorporation) (Commission File Number) (IRS Employer)

Identification No.)

**200 International Circle**

**Suite 3500**

**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.

**Item 7.01. Regulation FD Disclosure.**

On August 26, 2014, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$400 million of its 4.95% senior notes due 2024 issued on March 11, 2014 in a private placement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

Exhibit 99.1 Press Release dated August 26, 2014

**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: August 26, 2014 By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer

**INDEX TO EXHIBITS**

Exhibit No. Description of Exhibit

99.1 Press Release dated August 26, 2014