

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

December 17, 2015

**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 16, 2015

**OMEGA HEALTHCARE INVESTORS, INC.**

(Exact name of registrant as specified in charter)

**Maryland**

**1-11316**

**38-3041398**

(IRS Employer

(State of incorporation) (Commission File Number)

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 8.01. Other Events.**

*Exchange Offer for 4.500% Senior Notes due 2027*

On December 16, 2015, Omega Healthcare Investors, Inc. (“Omega”) issued a press release announcing the expiration and results of its offer to exchange \$700 million aggregate principal amount of its registered 4.500% Senior Notes due 2027 for \$700 million aggregate principal amount of its outstanding 4.500% Senior Notes due 2027.

The exchange offer expired at 5:00 p.m., New York City time, on December 16, 2015. On December 16, 2015 U.S. Bank National Association, the exchange agent for the exchange offer, advised that all \$700 million aggregate principal amount of outstanding 4.500% Senior Notes due 2027 were validly tendered and not withdrawn prior to the expiration of the exchange offer. All of the notes validly tendered and not withdrawn have been accepted for exchange pursuant to the terms of the exchange offer. The exchange offer was conducted upon the terms and subject to the conditions set forth in Omega’s prospectus dated November 16, 2015, and the related letter of transmittal.

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.**

(d) Exhibits

Exhibit No.    Description of Exhibit

99.1 Press Release, dated December 16, 2015, announcing the closing of Omega’s exchange offer for its \$700 million 4.500% Senior Notes due 2027.

**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 16, 2015 By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer and Treasurer

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>                                                                                                                |
|--------------------|----------------------------------------------------------------------------------------------------------------------------------------------|
| 99.1               | Press Release, dated December 16, 2015, announcing the closing of Omega's exchange offer for its \$700 million 4.500% Senior Notes due 2027. |