

OMEGA HEALTHCARE INVESTORS INC

Form SC 13G/A

February 14, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No. 1)  
Omega Healthcare Investors, Inc.**

**(Name of Issuer)  
Ordinary Shares**

**(Title of Class of Securities)  
681936100**

**(CUSIP Number)  
December 31, 2007**

**(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)

CUSIP No. 681936100

13G

Page 2 of 9 Pages

NAME OF REPORTING PERSONS

1

ING Groep N.V.

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

Not Applicable

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

The Netherlands

SOLE VOTING POWER

5

NUMBER OF

10,195,051 <sup>1 2</sup>

SHARED VOTING POWER

6

SHARES  
BENEFICIALLY  
OWNED BY

0

SOLE DISPOSITIVE POWER

7

EACH  
REPORTING  
PERSON

10,195,051 <sup>1 2</sup>

SHARED DISPOSITIVE POWER

8

WITH:

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,195,051

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
25,100 Custodian shares

**10**

b

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

14.99%

TYPE OF REPORTING PERSON

**12**

HC

<sup>1</sup>10,169,651 of these shares are held by indirect subsidiaries of ING Groep N.V. in their role as a discretionary manager of client portfolios.

<sup>2</sup> 25,400 of these shares are held by indirect subsidiaries of ING Groep N.V. in their role as trustee.

---

CUSIP No. 681936100

13G

Page 3 of 9 Pages

NAME OF REPORTING PERSONS

1 ING Clarion Real Estate Securities, L.P. <sup>3</sup>

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2 Not Applicable

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

201 King of Prussia Road, Suite 600, Radnor, PA 19087

SOLE VOTING POWER

5

NUMBER OF 4,943,904

SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY 6

6,200

SOLE DISPOSITIVE POWER

EACH REPORTING PERSON 7

10,062,164

SHARED DISPOSITIVE POWER

WITH: 8

0

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

10,062,164

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
Not Applicable

**10**

o

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

**11**

14.80%

TYPE OF REPORTING PERSON

**12**

IA

<sup>3</sup> ING Clarion Real Estate Securities, L.P. is a wholly owned indirect subsidiary of ING Groep N.V.

---

CUSIP No. 681936100

13G

Page 4 of 9 Pages

**Item 1(a). Name of Issuer:**

Omega Healthcare Investors, Inc.

**Item 1(b). Address of Issuer's Principal Executive Offices:**

9690 Deereco Road  
Suite 100  
Timonium, MD 21093

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

ING Groep N.V.

ING Clarion Real Estate Securities, L.P.

**Item 2(b). Address of Principal Business Office or, if None, Residence:**

ING Groep N.V.:  
Amstelveenseweg 500  
1081 KL Amsterdam  
P.O. Box 810  
1000 AV Amsterdam  
The Netherlands

ING Clarion Real Estate Securities, L.P.:  
201 King of Prussia Road  
Suite 600  
Radnor, PA 19087

**Item 2(c). Citizenship:**

See item 4 on Page 2  
See item 4 on Page 3

**Item 2(d). Title of Class of Securities:**

Ordinary Shares

**Item 2(e). CUSIP Number:**

681936100

**Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:** (Not Applicable)

(a) o

Broker or dealer registered under Section 15 of the Securities Exchange Act of 1934, as amended (the Exchange Act );

(b) o Bank as defined in Section 3(a)(6) of the Exchange Act;

---



CUSIP No. 681936100

13G

Page 5 of 9 Pages

- (c) o Insurance company as defined in Section 3(a)(19) of the Exchange Act;
- (d) o Investment company registered under Section 8 of the Investment Company Act of 1940, as amended (the Investment Company Act );
- (e) o Investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E) under the Exchange Act;
- (f) o Employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F) under the Exchange Act;
- (g) o Parent holding company or control person in accordance with Rule 13d-1(b)(ii)(G) under the Exchange Act;
- (h) o Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) o Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;
- (j) o Group in accordance with Rule 13d-1(b)(1)(ii)(J) under the Exchange Act.

**Item 4. Ownership.**

- (a) Amount beneficially owned:
    - See item 9 on Page 2
    - See item 9 on Page 3
  - (b) Percent of class:
    - See item 11 on Page 2
    - See item 11 on Page 3
  - (c) Number of shares as to which such person has:
    - (i) Sole power to vote or to direct the vote:
      - See item 5 on Page 2
      - See item 5 on Page 3
    - (ii) Shared power to vote or to direct the vote:
      - See item 6 on Page 2
      - See item 6 on Page 3
-

**CUSIP No. 681936100**

**13G**

**Page 6 of 9 Pages**

(iii) Sole power to dispose or to direct the disposition of:

See item 7 on Page 2

See item 7 on Page 3

(iv) Shared power to dispose or to direct the disposition of:

See item 8 on Page 2

See item 8 on Page 3

**Item 5. Ownership of Five Percent or Less of a Class.**

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not Applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

Not Applicable

**Item 8. Identification and Classification of Members of the Group.**

Not Applicable

**Item 9. Notice of Dissolution of Group.**

Not Applicable

**Item 10. Certification.**

By signing below we certify that, to the best of our knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

---

**CUSIP No. 681936100**

**13G**  
**SIGNATURE**

**Page 7 of 9 Pages**

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

February 14, 2008

(Date)

ING GROEP N.V.

By:

/s/ Eric E. Ribbers

(Signature)

Eric E. Ribbers  
Senior Compliance Officer

(Name/Title)

/s/ Carl-Eric M. Rasch

(Signature)

Carl-Eric M. Rasch  
Head of Compliance, Regulator & Industry Body  
Liaison Netherlands

(Name/Title)

---

**CUSIP No. 681936100**

**13G**  
SIGNATURE

**Page 8 of 9 Pages**

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

February 14, 2008

(Date)

ING CLARION REAL ESTATE SECURITIES, L.P.

By:

/s/ William Zitelli

(Signature)

William Zitelli  
Chief Compliance Officer

(Name/Title)

---

**CUSIP No. 681936100**

**13G**

**Page 9 of 9 Pages**

Exhibit A to Schedule 13G

Joint Filing Agreement

Pursuant to Rule 13d-1(k)

The undersigned persons (the Reporting Persons ) hereby agree that a joint statement on this Schedule 13G, and any amendments thereto, be filed on their behalf by ING Groep N.V.

Each of the Reporting Persons is responsible for the completeness and accuracy of the information concerning each of them contained therein, but none of the Reporting Persons is responsible for the completeness or accuracy of the information concerning any other Reporting Person.

Date: February 14, 2008

ING GROEP N.V.

By: /s/ Eric E. Ribbers

Name: Eric E. Ribbers

Title: Senior Compliance Officer

By: /s/ Carl-Eric M. Rasch

Name: Carl-Eric M. Rasch

Title: Head of Compliance, Regulator &  
Industry Body Liaison Netherlands

ING CLARION REAL ESTATE SECURITIES,  
L.P.

By: /s/ William Zitelli

Name: William Zitelli

Title: Chief Compliance Officer