

Complete Production Services, Inc.

Form 10-K

February 29, 2008

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

Form 10-K

(MARK ONE)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

Commission File No. 1-32858

Complete Production Services, Inc.
(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction of
Incorporation or Organization)*

72-1503959
*(I.R.S. Employer
Identification No.)*

**11700 Old Katy Road, Suite 300
Houston, Texas**
(Address of principal executive offices)

77079
(Zip Code)

Registrant's telephone number, including area code: (281) 372-2300

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Name of each exchange on which registered
Common stock, \$0.01 par value	New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act:
None

Indicate by check mark whether the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting Company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of June 29, 2007, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was \$1,131,199,981 based upon the price at which our common stock was last sold on that date.

Number of shares of the Common Stock of the registrant outstanding as of February 15, 2008: 73,447,772

DOCUMENTS INCORPORATED BY REFERENCE

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Portions of the registrant's proxy statement to be furnished to the stockholders in connection with its 2008 Annual Meeting of Stockholders are incorporated by reference in Part III, Items 10-14 of this Annual Report on Form 10-K for the fiscal year ending December 31, 2007 (this Annual Report).

Complete Production Services, Inc.

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PART I

Unless otherwise indicated, all references to we, us, our, our company, or Complete include Complete Production Services, Inc. and its consolidated subsidiaries.

Item 1. Business

Our Company

Complete Production Services, Inc., formerly named Integrated Production Services, Inc., is a Delaware corporation formed on May 22, 2001. We provide specialized services and products focused on helping oil and gas companies develop hydrocarbon reserves, reduce costs and enhance production. We focus on basins within North America that we believe have attractive long-term potential for growth, and we deliver targeted, value-added services and products required by our customers within each specific basin. We believe our range of services and products positions us to meet many needs of our customers at the wellsite, from drilling and completion through production and eventual abandonment. We seek to differentiate ourselves from our competitors through our local leadership, our basin-level expertise and the innovative application of proprietary and other technologies. We deliver solutions to our customers that we believe lower their costs and increase their production in a safe and environmentally friendly manner. Virtually all our operations are located in basins within North America, where we manage our operations from regional field service facilities located throughout the U.S. Rocky Mountain region, Texas, Oklahoma, Louisiana, Arkansas, Kansas, western Canada and Mexico. We also have operations in Southeast Asia.

The Combination

Prior to 2001, SCF Partners, a private equity firm that focuses on investments in the oilfield services segment of the energy industry, began to target investment opportunities in service oriented companies in the North American natural gas market with specific focus on the completion and production phase of the exploration and production cycle. On May 22, 2001, SCF Partners through a limited partnership, SCF-IV, L.P. (SCF), formed Saber, a new company, in connection with its acquisition of two companies primarily focused on completion and production related services in Louisiana. In July 2002, SCF became the controlling stockholder of Integrated Production Services, Ltd., a production enhancement company that, at the time, focused its operation in Canada. In September 2002, Saber acquired this company and changed its name to Integrated Production Services, Inc. (IPS). Subsequently, IPS began to grow organically and through several acquisitions, with the ultimate objective of creating a technical leader in the enhancement of natural gas production. In November 2003, SCF formed another production services company, Complete Energy Services, Inc. (CES), establishing a platform from which to grow in the Barnett Shale region of north Texas. Subsequently, through organic growth and several acquisitions, CES extended its presence to the U.S. Rocky Mountain and the Mid-continent regions. In the summer of 2004, SCF formed I.E. Miller Services, Inc. (IEM), which at the time had a presence in Louisiana and Texas. During 2004, IPS and IEM independently began to execute strategic initiatives to establish a presence in both the Barnett Shale and U.S. Rocky Mountain regions.

On September 12, 2005, IPS, CES and IEM were combined and became Complete Production Services, Inc. in a transaction we refer to as the Combination. In the Combination, IPS served as the acquirer. Immediately after the Combination, SCF held approximately 70% of our outstanding common stock, the former CES stockholders (other than SCF) in the aggregate held approximately 18.8% of our outstanding common stock, the former IEM stockholders (other than SCF) in the aggregate held approximately 2.4% of our outstanding common stock and the former IPS stockholders (other than SCF) in the aggregate held approximately 8.4% of our outstanding common stock.

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On April 20, 2006, we entered into an underwriting agreement in connection with our initial public offering and became subject to the reporting requirements of the Securities Exchange Act of 1934. On April 21, 2006, our common stock began trading on the New York Stock Exchange under the symbol CPX . On April 26, 2006, we completed our initial public offering.

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Our Operating Segments

Our business is comprised of three segments:

Completion and Production Services. Through our completion and production services segment, we establish, maintain and enhance the flow of oil and gas throughout the life of a well. This segment is divided into the following primary service lines:

Intervention Services. Well intervention requires the use of specialized equipment to perform an array of wellbore services. Our fleet of intervention service equipment includes coiled tubing units, pressure pumping units, nitrogen units, well service rigs, snubbing units and a variety of support equipment. Our intervention services provide customers with innovative solutions to increase production of oil and gas.

Downhole and Wellsite Services. Our downhole and wellsite services include electric-line, slickline, production optimization, production testing, rental and fishing services. We also offer several proprietary services and products that we believe create significant value for our customers.

Fluid Handling. We provide a variety of services to help our customers obtain, move, store and dispose of fluids that are involved in the development and production of their reservoirs. Through our fleet of specialized trucks, frac tanks and other assets, we provide fluid transportation, heating, pumping and disposal services for our customers.

Drilling Services. Through our drilling services segment, we provide services and equipment that initiate or stimulate oil and gas production by providing land drilling, specialized rig logistics and site preparation throughout our service area. Our drilling rigs currently operate exclusively in and around the Barnett Shale region of north Texas.

Product Sales. Through our product sales segment, we provide a variety of equipment used by oil and gas companies throughout the lifecycle of their wells. We sell a full range of oilfield supplies, as well as tubular goods, throughout the United States (north Texas, Louisiana, Arkansas, Oklahoma and the Rocky Mountains), primarily through our supply stores. We also sell products through our Southeast Asia business and through agents in markets outside of North America.

Our Industry

Our business depends on the level of exploration, development and production expenditures made by our customers. These expenditures are driven by the current and expected future prices for oil and gas, and the perceived stability and sustainability of those prices. Our business is primarily driven by natural gas drilling activity in North America. We believe the following two principal economic factors will positively affect our industry in the coming years:

Higher demand for natural gas in North America. We believe that natural gas will be in high demand in North America over the next several years because of the growing popularity of this clean-burning fuel. According to the International Energy Association's Energy Outlook 2007, natural gas demand and consumption in North America (United States, Canada and Mexico) is projected to grow through 2020 and remain relatively constant from 2020 through 2030. Overall energy use worldwide is expected to grow by 57% through 2030, with liquid fuels produced from natural gas and other sources accounting for 9% of the world's liquid fuels supply.

Constrained North American gas supply. Although the demand for natural gas is projected to increase, supply is likely to be constrained as North American natural gas basins are becoming more mature and experiencing increased decline rates. Even though the number of wells drilled in North America has increased significantly

in recent years, a corresponding increase in domestic production has not occurred. As a result, producers are required to increase drilling just to maintain flat production. To supply the growing demand for natural gas, the primary alternatives are to increase drilling, enhance recovery rates or import LNG from overseas. To date minimal increases have occurred, although many forecasts anticipate a material increase of LNG imports in the future.

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As a result of the above factors, we expect there to be a long-term tight supply of, and high demand for, natural gas in North America. We believe this will continue to support high natural gas prices and high levels of drilling activity.

As illustrated in the table below, natural gas prices have risen over recent years with some volatility between years, while oil prices have increased steadily due to worldwide demand for energy and other global and domestic economic factors. During 2006, natural gas prices decreased from record levels due to short-term oversupply in the market, but still remained high compared to historical averages and increased again in 2007. The price of a barrel of crude oil reached an all-time high during 2007 and continued to increase into early 2008. The number of drilling rigs under contract in the United States and Canada and the number of well service rigs have increased over the three-year period ended December 31, 2007, according to Baker Hughes Incorporated (BHI). The table below sets forth average daily closing prices for the WTI Cushing spot oil price and the average daily closing prices for the Henry Hub price for natural gas since 1999:

Period	Average Daily Closing Henry Hub Spot Natural Gas Prices (\$/mcf)	Average Daily Closing WTI Cushing Spot Oil Price (\$/bbl)
1/1/99 12/31/99	\$ 2.27	\$ 19.30
1/1/00 12/31/00	4.31	30.37
1/1/01 12/31/01	3.99	25.96
1/1/02 12/31/02	3.37	26.17
1/1/03 12/31/03	5.49	31.06
1/1/04 12/31/04	5.90	41.51
1/1/05 12/31/05	8.89	56.56
1/1/06 12/31/06	6.73	66.09
1/1/07 12/31/07	6.97	72.23

Source: Bloomberg NYMEX prices.

Continued demand for natural gas and a constrained gas supply have resulted in higher prices and increased drilling activity. The increase in prices and drilling activity are driving the following long-term trends that we believe will benefit us:

Trend toward drilling and developing unconventional North American natural gas resources. Due to the maturity of conventional North American oil and gas reservoirs and their accelerating production decline rates, unconventional oil and gas resources will comprise an increasing proportion of future North American oil and gas production. Unconventional resources include tight sands, shales and coalbed methane. These resources require more wells to be drilled and maintained, frequently on tighter acreage spacing. The appropriate technology to recover unconventional gas resources varies from region to region; therefore, knowledge of local conditions and operating procedures, and selection of the right technologies is key to providing customers with appropriate solutions.

The advent of the resource play. A resource play is a term used to describe an accumulation of hydrocarbons known to exist over a large area which, when compared to a conventional play, has lower commercial development risks and a higher average decline rate. Once identified, resource plays have the potential to make a material impact because of

their size and long reserve life. The application of appropriate technology and program execution are important to obtain value from resource plays. Resource play developments occur over long periods of time, well by well, in large-scale developments that repeat common tasks in an assembly-line fashion and capture economies of scale to drive down costs.

Complex technologies and Equipment. Increasing prices and the development of unconventional oil and gas resources are driving the need for complex, new technologies and equipment to help increase recovery rates, lower production costs and accelerate field development.

Although we believe the long-term fundamentals for increased demand for natural gas are positive, natural gas prices will be impacted by the ability to move gas from producing areas to consuming areas of North America. As a

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result of a significant level of natural gas drilling in western Colorado and southwest Wyoming, pipeline capacity became constrained in late 2006 and continued into 2007, contributing to a decline in natural gas prices in these areas. Major new pipeline capacity in this area is expected to be available in the first half of 2008 which could partially alleviate pricing pressures in the Rocky Mountain area.

Natural gas is generally placed into storage during the warmer months of the year and withdrawn during colder months. The amount of natural gas in storage can impact current natural gas prices and prices quoted on futures exchanges for future periods. These fluctuations in pricing can impact the level of drilling activity by our customers as they adjust investment levels commensurate with their revenues.

Our Business Strategy

Our goal is to build the leading oilfield services company focused on the completion and production phases in the life of an oil and gas well. We intend to capitalize on the emerging trends in the North American marketplace through the execution of a growth strategy that consists of the following components:

Expand and capitalize on local leadership and basin-level expertise. A key component of our strategy is to build upon our base of strong local leadership and basin-level expertise. We have a significant presence in most of the key onshore continental U.S. and Canadian gas plays we believe have the potential for long-term growth. Our position in these basins capitalizes on our strong local leadership that has accumulated a valuable knowledge base and strong customer relationships. We intend to leverage our existing market presence, expertise and customer relationships to expand our business within these gas plays. We also intend to replicate this approach in new regions by building and acquiring new businesses that have strong regional management with extensive local knowledge.

Develop and deploy technical and operational solutions. We are focused on developing and deploying technical services, equipment and expertise that lower our customers' costs.

Capitalize on organic and acquisition-related growth opportunities. We believe there are numerous opportunities to sell new services and products to customers in our current geographic areas and to sell our current services and products to customers in new geographic areas. We have a proven track record of organic growth and successful acquisitions, and we intend to continue using capital investments and acquisitions to strategically expand our business. We employ a rigorous acquisition screening process and have developed comprehensive post-acquisition integration capabilities designed to ensure each acquisition is effectively assimilated. We use a returns method for evaluating capital investment opportunities, and we apply a disciplined approach to adding new equipment.

Focus on execution and performance. We have established and intend to develop further a culture of performance and accountability. Senior management spends a significant portion of its time ensuring that our customers receive the highest quality of service by focusing on the following:

- clear business direction;
- thorough planning process;
- clearly defined targets and accountabilities;
- close performance monitoring;
- safety objectives;

strong performance incentives for management and employees; and
effective communication.

Our Competitive Strengths

We believe that we are well positioned to execute our strategy and capitalize on opportunities in the North American oil and gas market based on the following competitive strengths:

Strong local leadership and basin-level expertise. We operate our business with a focus on each regional basin complemented by our local reputations. We believe our local and regional businesses, some of

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which have been operating for more than 50 years, provide us with a significant advantage over many of our competitors. Our managers, sales engineers and field operators have extensive expertise in their local geological basins and understand the regional challenges our customers face. We have long-term relationships with many customers, and most of the services and products we offer are sold or contracted at a local level, allowing our operations personnel to bring their expertise to bear while selling services and products to our customers. We strive to leverage this basin-level expertise to establish ourselves as the preferred provider of our services in the basins in which we operate.

Significant presence in major North American basins. We operate in major oil and gas producing regions of the U.S. Rocky Mountains, Texas, Louisiana, Arkansas, Kansas and Oklahoma, western Canada and Mexico, with concentrations in key resource plays and unconventional basins. Resource plays are expected to become increasingly important in future North American oil and gas production as more conventional resources enter later stages of the exploration and development cycle. We believe we have an excellent position in highly active markets such as the Barnett Shale region of north Texas, the Fayetteville Shale in Arkansas, the Woodford Shale in Oklahoma and the Piceance Basin in Colorado, for example. Each of these markets is among the most active areas for exploration and development of onshore oil and gas. Accelerating production and driving down development and production costs are key goals for oil and gas operators in these areas, resulting in higher demand for our services and products. In addition, our presence in these regions allows us to build solid customer relationships and take advantage of cross-selling opportunities.

Focus on complementary production and field development services. Our breadth of service and product offerings positions us well relative to our competitors. Our services encompass the entire lifecycle of a well from drilling and completion, through production and eventual abandonment. We deliver complementary services and products, which we may provide in tandem or sequentially over the life of the well. This suite of services and products gives us the opportunity to cross-sell to our customer base and throughout our geographic regions. Leveraging our local leadership and basin-level expertise, we are able to offer expanded services and products to existing customers or current services and products to new customers.

Innovative approach to technical and operational solutions. We develop and deploy services and products that enable our customers to increase production rates, stem production declines and reduce the costs of drilling, completion and production. The significant expertise we have developed in our areas of operation offers our customers customized operational solutions to meet their particular needs. Our ability to develop these technical and operational solutions is possible due to our understanding of applicable technology, our basin-level expertise and our close local relationships with customers.

Modern and active asset base. We have a modern and well-maintained fleet of coiled tubing units, pressure pumping equipment, wireline units, well service rigs, snubbing units, fluid transports, frac tanks and other specialized equipment. We believe our ongoing investment in our equipment allows us to better serve the diverse and increasingly challenging needs of our customer base. New equipment is generally less costly to maintain and operate on an annual basis and is more efficient for our customers. Modern equipment reduces the downtime and associated expenditures and enables the increased utilization of our assets. We believe our future expenditures will be used to capitalize on growth opportunities within the areas we currently operate and to build out new platforms obtained through targeted acquisitions.

Experienced management team with proven track record. Each member of our operating management team has extensive experience in the oilfield services industry. We believe that their considerable knowledge of and experience in our industry enhances our ability to operate effectively throughout industry cycles. Our management also has substantial experience in identifying, completing and integrating acquisitions. In addition, our management supports local leadership by developing corporate strategy, implementing corporate governance procedures and overseeing a

company-wide safety program.

Overview of Our Segments

We manage our business through three segments: completion and production services, drilling services and product sales. Within each of these segments, we perform services and deliver products, as detailed in the table

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below. We constantly monitor the North American market for opportunities to expand our business by building our presence in existing regions and expanding our services and products into attractive, new regions.

See Note 17 of the notes to the consolidated financial statements included elsewhere in this Annual Report for financial information about our operating segments and about geographic areas.

Product/Service Offering	Gulf Coast/ & Eastern Oklahoma						Western DJ Western Slope (CO & UT) Wyoming			Western North Canadian rock sedimentary Basin Mexico		
	Texas	Texas	Texas	Louisiana	Oklahoma	Arkansas	(CO)	UT	Wyoming	ND)	Basin	Mexico
Completion and Production Services:												
Coiled Tubing	ü	ü	ü	ü	ü	ü			ü			ü
Pressure Pumping	ü											
Well Servicing	ü	ü	ü		ü	ü	ü	ü	ü	ü		
Snubbing	ü	ü							ü			
Electric-line	ü			ü	ü	ü	ü		ü		ü	
Slickline		ü	ü								ü	ü
Production Optimization	ü	ü	ü		ü	ü		ü	ü		ü	
Production Testing		ü					ü	ü	ü		ü	ü
Rental Equipment	ü		ü		ü	ü	ü	ü	ü	ü		
Pressure Testing								ü	ü			ü
Fluid Handling	ü	ü	ü		ü	ü	ü	ü	ü	ü		
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QUESTIONS AND ANSWERS

The following are some questions that you may have regarding the proposals being considered at the Omega and Aviv special meetings and brief answers to those questions. You should carefully read this entire joint proxy statement/prospectus, including the Annexes and the other documents to which this joint proxy statement/prospectus refers or which it incorporates by reference because the information in this section does not provide all the information that might be important to you.

Q:

What is the proposed transaction?

A:

Omega, Aviv and certain of their respective subsidiaries have entered into a merger agreement dated October 30, 2014, pursuant to which Aviv will merge with and into OHI Healthcare Properties Holdco, Inc., a wholly owned Omega subsidiary formed for the purpose of effecting the merger, which we refer to as Merger Sub. Following the merger, Merger Sub will be the surviving entity in the merger and will continue to be a wholly owned subsidiary of Omega. See “The Merger Agreement — Form, Effective Time and Closing of the Merger.”

Q:

Why is Omega proposing the merger?

A:

The Omega board of directors believes that the acquisition by merger of Aviv will benefit Omega by creating a highly desirable healthcare portfolio of primarily skilled nursing facilities with expected stable long-term cash flows. As a result of the merger, Omega expects to become the largest real estate investment trust, which we refer to as a REIT, in the United States focused primarily on skilled nursing facilities as measured by number of properties. The merger is expected to result in a portfolio with greater diversification by geography, asset class and tenant/operators than Omega currently possesses. The Omega board of directors also believes that the merger positions Omega well for future growth by combining Aviv’s acquisition and real estate development capabilities and Omega’s acquisition expertise and provides an opportunity to leverage existing relationships with an expanded number of quality operators. The Omega board of directors expects that the combined company will further strengthen Omega’s balance sheet, which may lead to further improvement in Omega’s long-term cost of capital. See “The Merger — Omega’s Reasons for the Merger; Recommendation by the Omega Board of Directors.” However, the merger poses certain risks to Omega and its stockholders and Omega may not realize the expected benefits of the merger. See “Risk Factors — Risk Factors Relating to the Merger.”

Q:

Why is Aviv proposing the merger?

A:

The Aviv board of directors believes that the merger will benefit Aviv by allowing its stockholders to participate in the potential growth of the combined company. The combined company is thought to be well positioned for growth, because Aviv and Omega have complementary portfolios that will give the combined company a high quality portfolio characterized by strong operator relationships, an enlarged geographic footprint and an expanded market presence. The Aviv board of directors also believes that the merger will result in a combined company with a strong acquisition platform, combining Aviv’s development and redevelopment strategy with Omega’s established capital expenditure financing program. Apart from the expected growth of the combined company, Aviv’s stockholders will own shares in a more broadly traded stock, allowing for increased liquidity. See “The Merger — Aviv’s Reasons for the Merger; Recommendation by the Aviv Board of Directors.” However, the merger poses certain risks to Aviv and its stockholders and Aviv may not realize the expected benefits of the merger. See “Risk Factors — Risk Factors Relating to the Merger.”

Q:

If I am an Aviv stockholder, what will I receive in the proposed transaction?

A:

If the merger is completed, Aviv stockholders will receive 0.90 of a share of Omega common stock for each share of Aviv common stock, subject to adjustment as set forth in the merger agreement. You will not receive any fractional shares of Omega common stock in the merger. Instead, you will be paid cash (without interest) in lieu of any fractional share interest to which you would otherwise be entitled. See “The Merger Agreement — Consideration to be Received in the Merger — Merger Consideration.”

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Q:

What happens if the market price of Omega common stock or Aviv common stock changes before the closing of the merger?

A:

No change will be made to the 0.90 exchange ratio due to a change in the market price of Omega common stock or Aviv common stock before the merger. Because the exchange ratio is fixed, the value of the consideration to be received by Aviv stockholders in the merger will depend on the market price of shares of Omega common stock at the time of the merger. See “The Merger Agreement — Consideration to be Received in the Merger — Adjustment of Merger Consideration.”

Q:

What will holders of the Aviv Partnership receive in the proposed transaction?

In connection with the merger, the assets of Aviv Healthcare Properties Limited Partnership, which we refer to as the Aviv Partnership, will be combined with Omega’s assets under OHI Healthcare Properties Limited Partnership, which we refer to as the Omega Partnership. Holders of Aviv Partnership units will receive Omega Partnership units based on an exchange ratio of 0.90, and Omega will receive Omega Partnership units in an amount equal to the number of shares of Omega common stock issued and outstanding immediately after the merger effective time. Holders of Omega Partnership units will have the right to tender their units for redemption at a redemption price equal to the fair market value of Omega’s common stock. Omega may generally elect to pay the redemption price for tendered Omega Partnership units in cash or in shares of Omega common stock. See “The Merger Agreement — Covenants and Agreements — Partnership Combination.”

Q:

If I am an Omega stockholder how will I be affected by the merger and the issuance of shares of Omega common stock to Aviv stockholders in the merger?

A:

After the merger, each Omega stockholder will continue to own the shares of Omega common stock that the stockholder held immediately prior to the merger effective time. As a result, each Omega stockholder will own shares of common stock in a larger company with more assets. However, because Omega will be issuing new shares of Omega common stock to Aviv stockholders in the merger, each outstanding share of Omega common stock immediately prior to the merger effective time will represent a smaller percentage of the aggregate number of shares of the combined company common stock outstanding after the merger. Upon completion of the merger, Omega estimates that existing Omega stockholders will own approximately 70% of the outstanding Omega common stock on a fully diluted basis and former Aviv stockholders will own approximately 30% of the Omega common stock on a fully diluted basis after giving effect to the issuance of Omega Partnership units in respect of the outstanding Aviv Partnership units and various assumptions regarding share issuances by Omega prior to the merger effective time. See “Risk Factors — Risks Relating to the Merger — The ownership percentage of Omega and Aviv common stockholders will be diluted by the merger.”

Q:

Who will be the board of directors and management of Omega if the merger is completed?

A:

Concurrent with the closing, Omega will increase the size of the Omega board of directors to 11 members. Following the merger closing, the Omega board of directors will consist of the eight current Omega directors (Bernard J. Korman (chair), Craig R. Callen, Thomas F. Franke, Barbra B. Hill, Harold J. Kloosterman, Edward Lowenthal, C. Taylor Pickett and Stephen D. Plavin) and three Aviv designees, consisting of Aviv’s Chairman and Chief Executive Officer, Craig M. Bernfield, Norman R. Bobins and Ben W. Perks, each of whom currently serves as an Aviv director. In

addition, Omega, through its board of directors, has agreed to recommend to its stockholders that they approve an amendment to Omega's charter to declassify Omega's board of directors and provide that from the effective time of such amendment, directors shall be elected for a one-year term. See "The Merger Agreement — Covenants and Agreements — Additional Omega Directors" and "Proposals Submitted to Omega Stockholders — Proposal 3: Approval of Omega Declassification Charter Amendment."

Omega's executive officers immediately prior to the merger effective time will continue to serve as Omega's executive officers, and Steven Insoft, Aviv's President and Chief Operating Officer, will join Omega's executive management team as Omega's Chief Development Officer. See "The Merger — Employment Agreement with Steven Insoft."

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Q:

Do Aviv stockholders have appraisal rights in connection with the merger?

A:

No. Under Section 3-202 of the Maryland General Corporation Law, Aviv stockholders are not entitled to exercise the right of objecting stockholders to receive payment of the fair value of their shares because shares of Aviv common stock are listed on the NYSE. See “The Merger — No Appraisal Rights — Aviv.”

Q:

When is the proposed transaction expected to close?

A:

The closing of the merger will take place on the third business day following the date on which the last of the conditions to closing of the merger described under “The Merger Agreement — Conditions to Completion of the Merger” have been satisfied or waived (other than the conditions that by their nature are to be satisfied at the closing, but subject to the satisfaction or waiver of such conditions at the closing), or such other date as agreed to by Aviv and Omega in writing. If such date is within 30 days of the end of a fiscal quarter for Omega, Omega may elect to defer the closing until the first business day after the end of the fiscal quarter. In addition, in certain events the closing of the merger may be deferred in connection with a financing as described under “The Merger Agreement — Covenants and Agreements — Financing.” The merger is expected to close early in the second quarter of 2015. Either Omega or Aviv may terminate the merger agreement if the merger is not completed by May 31, 2015, subject to extension as described in the merger agreement, so long as its failure to perform the merger agreement has not resulted in the failure of the merger to be completed by such date.

Q:

Why am I receiving this joint proxy statement/prospectus?

A:

To complete the merger, Aviv stockholders must vote to approve the merger and the other transactions contemplated by the merger agreement, which we refer to as the Merger Approval Proposal, and Omega stockholders must vote to approve (i) the issuance of the shares of Omega common stock to be issued in connection with the merger, which we refer to as the Omega Stock Issuance, and (ii) a proposal to amend Omega’s charter to increase the number of shares of Omega common stock authorized for issuance, which we refer to as the Omega Stock Charter Amendment. In addition, pursuant to the merger agreement, Omega has agreed to submit a proposal to its stockholders to amend Omega’s charter to declassify Omega’s board of directors to provide for one-year terms, which we refer to as the Omega Declassification Charter Amendment. Furthermore, Omega is submitting a proposal to its stockholders to amend Omega’s charter to remove the supermajority voting requirement for future amendments relating to the terms of directors, which we refer to as the Omega Future Amendment Charter Amendment, and Aviv is submitting a non-binding advisory proposal to approve certain compensation arrangements for Aviv’s named executive officers in connection with the transactions contemplated by the merger agreement, which we refer to as the Aviv Compensation Proposal.

Omega and Aviv will hold separate special meetings to obtain the approval of the foregoing proposals. This joint proxy statement/prospectus contains important information about the merger and the special meetings, which you should read carefully. The enclosed voting materials allow you to vote your shares without attending your respective meeting.

Your vote is important. Please authorize a proxy to vote your shares as promptly as possible.

Q:

When and where is the Omega Special meeting?

A:

The Omega special meeting will be held on Friday, March 27, 2015, beginning at 10:00 a.m. (Eastern Time), at Embassy Suites, 213 International Circle, Hunt Valley, Maryland 21030, unless postponed to a later date or dates. See “The Omega Special Meeting — Date, Time, Place and Purpose of Omega’s Special Meeting.”

Q:

When and where is the Aviv Special meeting?

A:

The Aviv special meeting will be held on Friday, March 27, 2015, beginning at 9:00 a.m. (Central Time), at the offices of Sidley Austin LLP, One South Dearborn Street, Chicago, Illinois 60603, unless postponed to a later date or dates. See “The Aviv Special Meeting — Date, Time, Place and Purpose of Aviv’s Special Meeting.”

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Q:

Who can vote at the Omega special meeting?

A:

All holders of record of Omega common stock as of the close of business on February 12, 2015, the record date for determining Omega stockholders entitled to notice of and to vote at the Omega special meeting, are entitled to receive notice of and to vote at the Omega special meeting.

As of the record date, there were 138,617,823 shares of Omega common stock issued and outstanding and entitled to vote at the Omega special meeting, held by approximately 2,763 holders of record. Each share of Omega common stock is entitled to one vote on each proposal presented at the Omega special meeting. See “The Omega Special Meeting — Record Date; Who Can Vote at Omega’s Special Meeting.”

Q:

Who can vote at the Aviv special meeting?

A:

All holders of record of Aviv common stock as of the close of business on February 12, 2015, the record date for determining Aviv stockholders entitled to notice of and to vote at the Aviv special meeting, are entitled to receive notice of and to vote at the Aviv special meeting.

As of the record date, there were 48,479,146 shares of Aviv common stock issued and outstanding and entitled to vote at the Aviv special meeting, held by approximately 29 holders of record. Each share of Aviv common stock is entitled to one vote on each proposal presented at the Aviv special meeting. See “The Aviv Special Meeting — Record Date; Who Can Vote at Aviv’s Special Meeting.”

Q:

What constitutes a quorum for the Omega special meetings?

A:

At the Omega special meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all of the votes entitled to be cast at such meeting shall constitute a quorum. Abstentions will be counted in determining whether a quorum is present at the Omega special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining whether a quorum is present. See “The Omega Special Meeting — Vote Required for Approval; Quorum.”

Q:

What constitutes a quorum for the Aviv special meetings?

A:

At the Aviv special meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all of the votes entitled to be cast at such meeting on any matter shall constitute a quorum. Abstentions will be counted in determining whether a quorum is present at the Aviv special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining whether a quorum is present. See “The Aviv Special Meeting — Vote Required for Approval; Quorum.”

Q:

What vote is required to approve each proposal at the Omega special meeting?

A:

The Omega Stock Issuance proposal and the Omega Adjournment Proposal each require the affirmative vote of the holders of a majority of the votes cast on such proposal. The affirmative vote of a majority of the outstanding shares

of Omega common stock entitled to vote thereon is required to approve the Omega Stock Charter Amendment and Omega Future Amendment Charter Amendment proposals. The affirmative vote of holders of at least 80% of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Declassification Charter Amendment proposal. See “The Omega Special Meeting — Vote Required for Approval; Quorum.”

Q:

What vote is required to approve each proposal at the Aviv special meeting?

A:

The Merger Approval Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Aviv common stock entitled to vote on such proposal. The Aviv Adjournment Proposal and the Aviv Compensation Proposal each require the affirmative vote of the holders of a majority of the votes cast on such proposal. See “The Aviv Special Meeting — Vote Required for Approval; Quorum.”

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Concurrently with the execution of the merger agreement, Omega entered into a separate voting agreement with LG Aviv L.P., which we refer to as LG Aviv. The voting agreement provides that LG Aviv will vote its shares of Aviv common stock over which it has discretionary voting power (which, after giving effect to an Investment Agreement dated March 25, 2013 between LG Aviv and Aviv, represent approximately 37% of the outstanding shares of Aviv common stock as of February 12, 2015) in favor of the merger, subject to the terms and conditions set forth in the voting agreement.

Q:

How do I vote?

A:

If you are a stockholder of record of Omega as of the record date for the Omega special meeting or a stockholder of record of Aviv as of the record date for the Aviv special meeting, you may vote in person by attending your special meeting or, to ensure your shares are represented at the meeting, you may authorize a proxy by:

- accessing the Internet website specified on your proxy card;
- calling the toll-free number specified on your proxy card; or
- signing and returning the enclosed proxy card in the postage-paid envelope provided.

If you hold shares of common stock of Omega or Aviv in the name of a broker, bank or nominee, please follow the voting instructions provided by your broker, bank or nominee to ensure that your shares are represented at the special meeting. If you are an Omega stockholder, see “The Omega Special Meeting — Manner of Voting.” If you are an Aviv stockholder, see “The Aviv Special Meeting — Manner of Voting.”

Q:

If my shares of Omega common stock are held in “street name” by my broker or other nominee, will my broker or other nominee vote my shares of Omega common stock for me? What happens if I abstain or my broker does not vote my shares?

A:

Unless you instruct your broker or other nominee how to vote your shares of Omega common stock held in street name, your shares will NOT be voted. If you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide your broker or other nominee with instructions on how to vote your shares. Please follow the voting instructions provided by your broker or other nominee on the enclosed voting instruction card. You may not vote shares of Omega common stock held in street name by returning a proxy card directly to Omega or by voting in person at the Omega special meeting unless you provide a “legal proxy,” which you must obtain from your broker or other nominee.

If you are an Omega common stockholder, abstentions will be counted in determining the presence of a quorum. Abstentions will have no effect on the Omega Stock Issuance proposal. Abstentions will have the same effect as a vote “AGAINST” the Omega Stock Charter Amendment, the Omega Future Amendment Charter Amendment and the Omega Declassification Charter Amendment. Failures to vote, which include failures to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining the presence of a quorum and will have no effect on the Omega Stock Issuance proposal. Failures to vote will have the same effect as a vote “AGAINST” the Omega Stock Charter Amendment, the Omega Future Amendment Charter Amendment and the Omega Declassification Charter Amendment. See “The Omega Special Meeting — Abstentions and Broker Non-Votes.”

Q:

If my shares of Aviv common stock are held in “street name” by my broker or other nominee, will my broker or other nominee vote my shares of Aviv common stock for me? What happens if I abstain or my broker does not vote my shares?

A:

Unless you instruct your broker or other nominee how to vote your shares of Aviv common stock held in street name, your shares will NOT be voted. If you hold your shares in a stock brokerage account or if your shares are held by a bank or other nominee (that is, in street name), you must provide your broker or other nominee with instructions on how to vote your shares. Please follow the voting

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instructions provided by your broker or other nominee on the enclosed voting instruction card. You may not vote shares of Aviv common stock held in street name by returning a proxy card directly to Aviv or by voting in person at the Aviv special meeting unless you provide a “legal proxy,” which you must obtain from your broker or other nominee. If you are an Aviv stockholder, abstentions will be counted in determining the presence of a quorum. Abstentions will have no effect on the Aviv Adjournment Proposal or the Aviv Compensation Proposal. Abstentions will have the same effect as a vote “AGAINST” the Merger Approval Proposal. Failures to vote, which include failures to provide instructions to your broker or other nominee if your shares are held in “street name,” will have no effect on the Aviv Adjournment Proposal or the Aviv Compensation Proposal, and will have the same effect as a vote “AGAINST” the Merger Approval Proposal. See “The Aviv Special Meeting — Abstentions and Broker Non-Votes.”

Q:
What are the anticipated material United States federal income tax consequences of the proposed merger?

A:
The merger is intended to qualify as a reorganization, within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, which we refer to as the Internal Revenue Code. Assuming the merger qualifies as a reorganization, a U.S. holder of Aviv common stock generally will not recognize any gain or loss upon receipt of Omega common stock in exchange for Aviv common stock in the merger. It is a condition to the completion of the merger that Omega and Aviv receive written opinions from their respective counsel to the effect that the merger will qualify as a reorganization, within the meaning of Section 368(a) of the Internal Revenue Code.

Tax matters are very complicated and the tax consequences of the merger to each Aviv stockholder may depend on such stockholder’s particular facts and circumstances. Aviv stockholders are urged to consult their tax advisors to understand fully the tax consequences of the merger. See “Material U.S. Federal Income Tax Consequences.”

Q:
Where will my shares of Omega common stock be traded?

A:
The shares of Omega common stock currently trade on the NYSE under the symbol “OHI.” Omega will apply to have the new shares of Omega common stock issued as consideration in the merger listed on the NYSE prior to the merger effective time, subject to official notice of issuance.

Q:
How does the Omega board of directors recommend that Omega stockholders vote on the proposals?

A:
The Omega board of directors has carefully considered the terms of the merger agreement and has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, and directed that the following proposals be submitted for consideration at the Omega special meeting: (i) a proposal to approve the Omega Stock Issuance, (ii) a proposal to approve the Omega Stock Charter Amendment, (iii) a proposal to approve the Omega Declassification Charter Amendment, (iv) a proposal to approve the Omega Future Amendment Charter Amendment, and (v) a proposal to approve the adjournment of the Omega special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Omega Stock Issuance proposal and the Omega Stock Charter Amendment proposal, which we refer to as the Omega Adjournment Proposal.

The Omega board of directors unanimously recommends that the Omega stockholders vote (i) “FOR” the proposal to approve the Omega Stock Issuance, (ii) “FOR” the proposal to approve the Omega Stock Charter Amendment, (iii) “FOR” the proposal to approve the Omega Declassification Charter Amendment, (iv) “FOR” the proposal to approve the Omega Future Amendment Charter Amendment, and (v) “FOR” the Omega Adjournment Proposal. The merger cannot be completed without the approval by Omega stockholders of the proposals to approve the Omega Stock Issuance and

the Omega Stock Charter Amendment. See “The Omega Special Meeting — Recommendation of the Omega Board.”
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Q:

How does the Aviv board of directors recommend that Aviv stockholders vote on the proposals?

A:

The Aviv board of directors has carefully considered the terms of the merger agreement and has unanimously (i) approved the merger agreement and the transactions contemplated by the merger agreement, (ii) determined and declared that the merger and the other transactions contemplated by the merger are advisable, fair to and in the best interest of Aviv, and (iii) directed that the Merger Approval Proposal, the Adjournment Proposal and the Aviv Compensation Proposal be submitted for consideration at the Aviv special meeting.

The Aviv board of directors unanimously recommends that the Aviv stockholders vote (a) “FOR” the Merger Approval Proposal, (b) “FOR” the Aviv Adjournment Proposal and (c) “FOR” the Aviv Compensation Proposal. The merger cannot be completed without the approval by Aviv stockholders of the Merger Approval Proposal. See “The Aviv Special Meeting — Recommendation of the Aviv Board.”

Q:

Are there risks associated with the merger that I should consider in deciding how to vote?

A:

Yes. There are a number of risks related to the merger that are discussed in this joint proxy statement/ prospectus described under “Risk Factors.”

Q:

Will my rights as a stockholder of Omega or Aviv change as a result of the merger?

A:

The rights of Omega stockholders will be unchanged as a result of the merger, except for those rights associated with the Omega Declassification Charter Amendment and Omega Future Amendment Charter Amendment, if approved. Aviv stockholders will have different rights following the merger effective time due to the differences between the governing documents of Omega and Aviv. At the merger effective time, the existing charter and bylaws of Omega will continue to be the charter and bylaws governing all Omega stock. For more information regarding the differences in stockholder rights, see “Comparison of Rights of Omega Stockholders and Aviv Stockholders.”

Q:

What do I need to do now?

A:

After you have carefully read this joint proxy statement/prospectus, please complete, sign and date your proxy card or voting instruction form and return it in the enclosed pre-addressed postage-paid envelope or, by authorizing your proxy by one of the other methods specified in your proxy card or voting instruction form as promptly as possible so that your shares of Omega common stock or Aviv common stock will be represented and voted at the Omega special meeting or the Aviv special meeting, as applicable.

Please refer to your proxy card, which is included with this joint proxy statement/prospectus, or the voting instruction form forwarded by your broker or other nominee to see which voting options are available to you.

The method by which you authorize your proxy will in no way limit your right to vote at the Omega special meeting or the Aviv special meeting if you later decide to attend the meeting in person. However, if your shares of Omega common stock or Aviv common stock are held in the name of a broker or other nominee, you must obtain a “legal proxy,” executed in your favor, from your broker or other nominee, to be able to vote in person at the Omega special meeting or the Aviv special meeting. Obtaining a legal proxy may take several days.

Q:

How will my proxy be voted?

A:

All shares of Omega common stock entitled to vote and which are represented by properly completed proxies received prior to the Omega special meeting, which are not revoked, will be voted at the Omega special meeting as instructed on the proxies. If you properly submit a proxy card, but do not indicate how your shares of Omega common stock should be voted on a matter, the shares of Omega common stock represented by your proxy card will be voted as the Omega board of directors unanimously recommends and therefore “FOR” the proposal to approve the Omega Stock Issuance, “FOR” the proposal to approve the Omega Stock Charter Amendment, “FOR” the proposal to approve the Omega Declassification

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Charter Amendment, “FOR” the proposal to approve the Omega Future Amendment Charter Amendment and “FOR” the Omega Adjournment Proposal. If you do not provide voting instructions to your broker or other nominee, your shares of Omega common stock will NOT be voted at the Omega special meeting and will be considered broker non-votes. See “The Omega Special Meeting — Manner of Voting.”

All shares of Aviv common stock entitled to vote and which are represented by properly completed proxies received prior to the Aviv special meeting, which are not revoked, will be voted at the Aviv special meeting as instructed on the proxies. If you properly submit a proxy card, but do not indicate how your shares of Aviv common stock should be voted on a matter, the shares of Aviv common stock represented by your proxy card will be voted as the Aviv board of directors unanimously recommends and therefore “FOR” the Merger Approval Proposal, “FOR” the Aviv Adjournment Proposal and “FOR” the Aviv Compensation Proposal. If you do not provide voting instructions to your broker or other nominee, your shares of Aviv common stock will NOT be voted at the Aviv special meeting and will be considered broker non-votes. See “The Aviv Special Meeting — Manner of Voting.”

Q:

Can I change my vote after I have returned a proxy or voting instruction card?

A:

Yes. You may revoke your proxy or change your vote at any time before your proxy is voted at the Omega special meeting or the Aviv special meeting, as applicable. If you are a holder of record, you can do this in any of the three following ways:

- by sending a written notice to the Corporate Secretary of Omega or the Corporate Secretary of Aviv, as applicable, at the applicable address set forth under “Where You Can Find More Information; Incorporation by Reference,” in time to be received before the Omega special meeting or the Aviv special meeting, as applicable, stating that you would like to revoke your proxy;
- by completing, signing and dating another proxy card and returning it by mail in time to be received before the Omega special meeting or the Aviv special meeting, as applicable, or by completing a later dated proxy over the Internet or by telephone, in which case your later dated proxy will be recorded and your earlier proxy revoked; or
- if you are a holder of record, you can attend the Omega special meeting or Aviv special meeting, as applicable, and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone at the special meeting will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the Corporate Secretary of Omega or the Corporate Secretary of Aviv, as appropriate, no later than the beginning of the applicable special meeting. If your shares are held in street name by your broker or nominee, you should contact them to change your vote. If you are an Omega stockholder see “The Omega Special Meeting — Revocation of Proxies or Voting Instructions.” If you are an Aviv stockholder see “The Aviv Special Meeting — Revocation of Proxies or Voting Instructions.”

Q:

If I am an Aviv stockholder that holds certificated shares of Aviv common stock, do I need to do anything now with my common stock certificates?

A:

No. After the merger is completed, if you hold certificates representing shares of Aviv common stock prior to the merger, Omega’s exchange agent will send you a letter of transmittal and instructions for exchanging your shares of Aviv common stock for shares of Omega common stock. Upon surrender of the certificates for cancellation along

with the executed letter of transmittal and other required documents described in the instructions, you will receive whole shares of Omega common stock and cash in lieu of any fractional shares of Aviv common stock. Unless you specifically request to receive Omega stock certificates, the shares of Omega common stock you receive in the merger will be issued in book-entry form. See “The Merger Agreement — Consideration to be Received in the Merger — Procedure for Surrendering of Aviv Shares.”

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Q:

If I am an Omega stockholder, do I need to do anything with respect to my common stock certificates or book-entry shares?

A:

No, you are not required to take any action with respect to your Omega shares.

Q:

What should I do if I receive more than one set of voting materials for Omega's special meeting and/or Aviv's special meeting?

A:

You may receive more than one set of voting materials for Omega's special meeting and/or Aviv's special meeting, including multiple copies of this joint proxy statement/prospectus and multiple proxy cards or voting instruction cards. For example, if you hold your shares of Omega common stock and/or Aviv common stock in more than one brokerage account, you will receive a separate voting instruction card for each brokerage account in which you hold shares of Omega common stock and/or Aviv common stock. If you are a holder of record and your shares of Omega common stock or Aviv common stock are registered in more than one name, you may receive more than one proxy card. Please complete, sign, date and return each proxy card and voting instruction card that you receive or, please authorize your proxy by telephone, facsimile or over the Internet.

Q:

What happens if I am a stockholder of both Omega and Aviv?

A:

You will receive separate proxy cards for each of Omega and Aviv and you must complete, sign and date each proxy card and return each proxy card in the appropriate pre-addressed postage-paid envelope or, by authorizing a proxy by one of the other methods specified in your proxy card or voting instruction card for each of Omega and Aviv.

Q:

Do I need identification to attend the Omega or Aviv meeting in person?

A:

Yes. Please bring proper identification, together with proof that you are a record owner of Omega or Aviv common stock, as the case may be. If your shares are held in street name, please bring acceptable proof of ownership, such as a letter from your broker or an account statement showing that you beneficially owned shares of Omega or Aviv common stock, as applicable, on the record date.

Q:

Who can help answer my questions?

A:

If you have questions about the merger or the other matters to be voted on at the special meetings or desire additional copies of this joint proxy statement/prospectus or additional proxy or voting instruction cards, please contact:

D.F. King & Co., Inc.
48 Wall Street, 22nd Floor
New York, NY 10005

Omega common stockholders: Aviv common stockholders:

Edgar Filing: Complete Production Services, Inc. - Form 10-K

(800) 814-8954 (Toll Free) (800) 761-6521 (Toll Free)
or
(212) 269-5550 (Call Collect) (212) 269-5550 (Call Collect)

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SUMMARY

The following summary highlights some of the information contained elsewhere in this joint proxy statement/prospectus and may not contain all the information that is important to you. For a more complete description of the merger agreement and the transactions contemplated by the merger agreement, Omega and Aviv encourage you to carefully read this entire joint proxy statement/prospectus, including the attached Annexes. We also encourage you to read the information incorporated by reference into this joint proxy statement/prospectus, which includes important business and financial information filed with the SEC regarding Omega and Aviv. You may obtain the information incorporated by reference into this joint proxy statement/ prospectus without charge by following the instructions described under “Where You Can Find More Information; Incorporation by Reference.”

The Companies

Omega Healthcare Investors, Inc.

Omega Healthcare Investors, Inc., which we refer to as Omega, is a self-administered real estate investment trust, which we refer to as a REIT, investing in income-producing healthcare facilities, principally long-term care facilities, located in the United States. Omega provides lease or mortgage financing to qualified operators of skilled nursing facilities, which we refer to as SNFs, and, to a lesser extent, assisted living facilities, which we refer to as ALFs, independent living facilities and rehabilitation and acute care facilities, which we refer to as specialty facilities. As of December 31, 2014, Omega’s portfolio of investments included 560 operating healthcare facilities located in 37 states and operated by 50 third-party operators. We use the term “operator” to refer to Omega’s tenants and mortgagees and their affiliates which manage and/or operate Omega’s properties.

Omega was incorporated in the State of Maryland on March 31, 1992. Omega’s principal executive offices are located at 200 International Circle, Suite 3500, Hunt Valley, Maryland 21030, and its telephone number is (410) 427-1700.

Additional information regarding Omega is set forth in documents on file with the SEC and incorporated by reference in this joint proxy statement/prospectus. See “Where You Can Find More Information; Incorporation by Reference.”

Aviv REIT, Inc.

Aviv is a self-administered REIT specializing in the ownership and triple-net leasing of post-acute and long-term care SNFs and other healthcare properties in the United States through Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, which we refer to as the Aviv Partnership.

Aviv does not conduct business itself, other than acting as the sole general partner of the Aviv Partnership, issuing public equity from time to time and guaranteeing the unsecured debt of the Aviv Partnership. Instead, the Aviv Partnership indirectly holds all real estate assets of the company, and generates its cash rental stream by triple-net leasing its properties to third-party operators who have responsibility for the operation of the facilities.

As of December 31, 2014, the Aviv Partnership’s portfolio consisted of 346 properties located in 30 states and operated by 37 third-party operators. In addition, the Aviv Partnership derives income from other investments, consisting primarily of secured loans to third-party operators of its facilities.

Aviv was incorporated in the State of Maryland on July 30, 2010. The Aviv Partnership was formed on July 30, 2010, and was the successor to a Delaware limited partnership of the same name formed on March 4, 2005 in connection with the roll-up of various affiliated entities. Aviv’s principal offices are located at 303 W. Madison Street, Suite 2400, Chicago, Illinois 60606, and its telephone number is (312) 855-0930. Additional information regarding Aviv and the Aviv Partnership is set forth in documents on file with the SEC and incorporated by reference in this joint proxy statement/prospectus. See “Where You Can Find More Information; Incorporation by Reference.”

Merger Sub

OHI Healthcare Properties Holdco, Inc., a wholly owned subsidiary of Omega, which we refer to as Merger Sub, is a Delaware corporation formed on October 22, 2014, for the purpose of effecting the

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merger. Upon completion of the merger, Aviv will be merged with and into Merger Sub and the name of the combined company will be OHI Healthcare Properties Holdco, Inc. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

The Combined Company Following the Merger

Omega and Aviv expect that following the merger, Omega will be the largest REIT in the United States focused primarily on SNFs as measured by number of properties. Based on Omega and Aviv properties owned as of December 31, 2014, following the completion of the merger, Omega is expected to have a portfolio of investments including 906 operating facilities located in 41 states and operated by 81 different operators.

Recent Developments

Omega Public Offering of 10.925 Million Shares of Common Stock

On February 9, 2015, Omega issued 10,925,000 shares of Omega's common stock in an underwritten public offering. Omega's total net proceeds from the offering, after deducting underwriting discounts and commissions and other estimated offering expenses, are approximately \$439 million. Of the approximately \$439 million estimated net proceeds of the offering, Omega intends to use approximately \$210 million to redeem its outstanding \$200 million aggregate principal amount 7.50% senior notes due 2020, which we refer to as the 2020 notes, including the payment of accrued and unpaid interest, premiums, fees and expenses in connection therewith, approximately \$85 million to repay outstanding borrowings under Omega's revolving credit facility, and the remainder for general corporate purposes.

Omega Redemption of its Outstanding 7.5% Senior Notes due 2020

On February 11, 2015, Omega announced that it will redeem all \$200 million aggregate principal amount of its outstanding 2020 notes on March 13, 2015 and has mailed an irrevocable notice of redemption for the notes.

Omega Common Dividend Increased

On January 14, 2015, Omega's Board of Directors declared a common stock dividend of \$0.53 per share, increasing the quarterly common dividend by \$0.01 per share over the previous quarter. The common stock dividend is payable Monday, February 16, 2015 to common stockholders of record as of the close of business on February 2, 2015.

Aviv Acquisition of 28 Facilities for \$305 Million

On December 17, 2014, Aviv acquired a portfolio of 23 SNFs, 4 assisted living facilities, one independent living facility and one office building located in 5 states for \$305 million from a subsidiary of General Electric Capital Corporation, which we refer to as GE. All of the properties are triple-net leased to Laurel Health Care, which we refer to as Laurel, a new Aviv operator, at an initial annual cash yield of 8.5%, for a remaining term of 15 years as of the acquisition date. Aviv funded \$180 million of the purchase price with a secured loan provided by a unit of GE.

Proposed Amendments to Omega Credit Facility

Omega has entered into an engagement letter with respect to various proposed amendments to its existing \$1.2 billion senior unsecured credit facility. Among other modifications to the facility, the proposed amendments would increase the amount of the facility to \$1.75 billion, consisting of a \$1.25 billion senior unsecured revolving credit facility, a \$200 million senior unsecured term loan facility, and a \$300 million senior unsecured incremental term loan facility. The amended facility is also expected to include an accordion feature permitting us to increase the amount of the facility to \$2.0 billion and to allocate the \$250 million increase to the existing revolving or term loan facilities or additional tranches thereunder as we may elect, subject to various conditions set forth in our existing credit facility.

The amended facility is

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expected to include maturity dates of June 27, 2017, 2018 and 2019 for the incremental term loan facility, revolving credit facility and term loan facility, respectively, subject to our ability to extend the maturity date of the revolving credit facility and the incremental term loan facility to June 27, 2019 in accordance with various conditions. Omega has received commitment letters from lenders for increased amounts that would be available under the facility in accordance with the proposed amendments, subject to its completion of the merger. Omega’s ability to complete the proposed amendments to its existing senior unsecured credit facility is subject to a number of conditions, and the completion of definitive loan documentation. Although Omega expects that the amendments to its senior credit facility will be completed, it can offer no assurances that the conditions to the proposed amendments will be satisfied.

The Merger and the Merger Agreement

Subject to the terms and conditions of the merger agreement, at the merger effective time, Aviv will merge with and into Merger Sub. Merger Sub will be the surviving entity in the merger and, following completion of the merger, will continue to exist as a wholly owned subsidiary of Omega.

Upon completion of the merger, each share of Aviv common stock issued and outstanding immediately prior to the merger effective time will be exchanged for the right to receive 0.90 of a share of Omega common stock, which we refer to as the exchange ratio. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. No fractional shares will be issued in the merger, and cash will be paid in lieu thereof. See “The Merger Agreement — Consideration to be Received in the Merger — Merger Consideration.” Omega common stock and Aviv common stock are both listed and traded on the NYSE under the ticker symbols “OHI” and “AVIV,” respectively. Based on the closing price of Omega common stock on the NYSE of \$38.85 on October 30, 2014, the last trading day before public announcement of the merger, the exchange ratio represented approximately \$34.97 in Omega common stock for each share of Aviv common stock. Based on the closing price of Omega common stock on the NYSE of \$ on , 2015, the last practicable date before the date of this joint proxy statement/prospectus, the exchange ratio represented approximately \$ in Omega common stock for each share of Aviv common stock. Omega stockholders will continue to own their existing Omega shares of common stock following the consummation of the merger. See “— Comparative Omega and Aviv Market Price and Distribution Information” below. The value of the merger consideration will fluctuate with changes in the market price of Omega and Aviv common stock. We urge you to obtain current market quotations of Omega common stock and Aviv common stock.

Each option to acquire shares of Aviv common stock, and each restricted stock award relating to Aviv common stock, granted before the merger closing date under Aviv’s equity plans to an employee or a non-employee director, which we refer to as a participant, will remain in effect and will be exercisable for or relate to shares of Omega common stock based on the exchange ratio (with similar adjustment to the exercise price per share of each stock option). Restricted stock awards for any individual who is a non-employee director of Aviv immediately prior to the merger effective time will be 100% vested.

All performance-based restricted stock units relating to Aviv common stock granted before the merger closing date under Aviv’s equity plans to participants will be deemed to be vested and earned as of the merger closing date to the extent the applicable performance goals have been achieved as of (i) December 31, 2014, with respect to awards with performance periods that started before December 31, 2014, or (ii) the merger closing date with respect to awards with performance periods that started on or after December 31, 2014. Each such performance-based restricted stock unit will be payable on the merger closing date in shares of Omega common stock based on the exchange ratio.

All time-based restricted stock units relating to Aviv common stock granted before the merger closing date under Aviv’s equity plans (i) to a participant who ceases to be employed by Aviv as of the merger closing date and is not immediately thereafter employed by Omega will fully vest as of the merger closing date, and (ii) to a participant who Omega continues to employ, will remain in effect provided that such units shall vest 100% if the employment or service of the individual is terminated by Omega without cause before the first anniversary of the closing date. Such time-based restricted stock units will be payable in shares of Omega common stock based on the exchange ratio. For a description of the treatment of all outstanding Aviv equity awards, see “The Merger Agreement — Consideration to be Received in the Merger — Treatment of Stock Options and Restricted Stock Awards.”

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A copy of the merger agreement is attached as Annex A to this joint proxy statement/prospectus and is incorporated herein by reference. We encourage you to carefully read the merger agreement in its entirety as it is the principal document governing the merger.

The Partnership Combination

Substantially all of Aviv's assets are currently held, directly or indirectly, by the Aviv Partnership. Prior to the merger effective time, Omega will cause substantially all of its assets to be held by OHI Healthcare Properties Limited Partnership, a Delaware limited partnership, which we refer to as the Omega Partnership. The merger agreement provides that following the merger effective time, the Omega Partnership will hold substantially all of the existing Omega assets and the Aviv assets that are transferred to Omega in connection with the merger. We refer to the combination of the Aviv Partnership and the Omega Partnership as the partnership combination. In connection with the partnership combination, each Aviv Partnership limited partner (other than Aviv) will receive a number of limited partner units in the Omega Partnership equal to the number of units held in the Aviv Partnership multiplied by the exchange ratio; and Omega will own a number of limited partner units in the Omega Partnership equal to the number of shares of Omega common stock outstanding immediately after the merger effective time. Holders of Omega Partnership units will have the right to tender their units for redemption at a redemption price equal to the fair market value of Omega's common stock. Omega may generally elect to pay the redemption price for tendered Omega Partnership units in cash or in shares of Omega common stock. See "The Merger Agreement — Covenants and Agreements — Partnership Combination."

Directors Following the Merger

Omega has agreed to take all necessary action to increase the size of the Omega board of directors to 11 members concurrent with the merger closing. Following the merger closing and until the next applicable election of directors, the Omega board of directors will consist of the eight current Omega directors and three Aviv designees, consisting of Aviv's Chairman and Chief Executive Officer, Craig M. Bernfield, Norman R. Bobins and Ben W. Perks, each of whom are currently Aviv directors. In addition, Omega, through its board of directors, has agreed to recommend to its stockholders that they approve an amendment to Omega's charter to declassify Omega's board of directors and provide for one-year terms. See "The Merger Agreement — Covenants and Agreements — Elimination of Staggered Board."

Recommendation of the Omega Board of Directors

The Omega board of directors has carefully considered the terms of the merger agreement and has unanimously (i) approved the merger agreement and the transactions contemplated by the merger agreement, and (ii) directed that the following proposals be submitted for consideration at the Omega special meeting:

(a)

a proposal to approve the issuance of shares of Omega common stock to be issued in the merger, which we refer to as the Omega Stock Issuance;

(b)

a proposal to amend Omega's charter to increase the number of shares of Omega common stock authorized for issuance, which we refer to as the Omega Stock Charter Amendment;

(c)

a proposal to amend Omega's charter to declassify Omega's board of directors and provide that directors shall be elected for one-year terms, which we refer to as the Omega Declassification Charter Amendment;

(d)

a proposal to amend Omega's charter to remove the supermajority voting requirement for future amendments relating to the terms of directors, which we refer to as the Omega Future Amendment Charter Amendment; and

(e)

a proposal to approve the adjournment of the Omega special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Omega Stock Issuance proposal and the Omega Stock Charter Amendment proposal, which we refer to as the Omega Adjournment Proposal.

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The Omega board of directors unanimously recommends that the Omega stockholders vote (i) “FOR” the proposal to approve the Omega Stock Issuance, (ii) “FOR” the proposal to approve the Omega Stock Charter Amendment, (iii) “FOR” the proposal to approve the Omega Declassification Charter Amendment, (iv) “FOR” the proposal to approve the Omega Future Amendment Charter Amendment, and (v) “FOR” the Omega Adjournment Proposal. The merger cannot be completed without the approval by Omega stockholders of the proposals to approve the Omega Stock Issuance and the Omega Stock Charter Amendment.

Recommendation of the Aviv Board of Directors

The Aviv board of directors has carefully considered the terms of the merger agreement and has unanimously (i) approved the merger agreement and the transactions contemplated by the merger agreement, (ii) determined and declared that the merger and the other transactions contemplated by the merger are advisable, fair to and in the best interest of Aviv, and (iii) directed that the following proposals be submitted for consideration at the Aviv special meeting:

- (a) a proposal to approve the merger and the other transactions contemplated by the merger agreement, which we refer to as the Merger Approval Proposal;
- (b) a proposal to approve the adjournment of the Aviv special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Approval Proposal, which we refer to as the Aviv Adjournment Proposal; and
- (c) a non-binding advisory proposal to approve certain compensation arrangements for Aviv’s named executive officers in connection with the transactions contemplated by the merger agreement, which we refer to as the Aviv Compensation Proposal.

The Aviv board of directors unanimously recommends that the Aviv stockholders vote (a) “FOR” the Merger Approval Proposal, (b) “FOR” the Aviv Adjournment Proposal and (c) “FOR” the Aviv Compensation Proposal. The merger cannot be completed without the approval by Aviv stockholders of the Merger Approval Proposal.

Summary of the Risk Factors Related to the Merger

You should consider carefully all of the risk factors and other information included or otherwise incorporated by reference in this joint proxy statement/prospectus before deciding how to vote. Certain of the risks related to the merger and the related transactions are described under “Risk Factors.” The principal risks relating to the merger include the following:

- The exchange ratio is fixed and will not be adjusted in the event of any change in either Omega’s or Aviv’s stock price.
- Completion of the merger is subject to many conditions and if these conditions are not satisfied or waived, the merger will not be completed. Failure to complete the merger could have material adverse effects on Omega and Aviv.
- There may be unexpected delays in the consummation of the merger, which could impact Omega’s and Aviv’s ability to timely achieve the benefits associated with the merger.
- Failure to complete the merger could negatively impact the stock prices and future business and financial results of Omega and Aviv.
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The merger agreement contains provisions that could discourage a potential competing acquirer of either Aviv or Omega from making a favorable proposal and, in specified circumstances, require Aviv or Omega to pay a termination fee to the other party.

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The pendency of the merger could adversely affect the business and operations of Omega and Aviv.

•

The ownership percentage of Omega and Aviv common stockholders will be diluted by the merger.

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- Certain of Omega’s and Aviv’s respective directors and officers have interests in the transactions contemplated by the merger agreement that are different from, or in addition to, the interests of Omega’s and Aviv’s stockholders generally, which may create potential conflicts of interest or the appearance thereof.

- If the merger is approved, the date on which Aviv common stockholders will receive the merger consideration is uncertain.

The Special Meetings

Omega

Holders of shares of Omega common stock at the close of business on February 12, 2015, which we refer to as the Omega record date, are entitled to notice of, and to vote at, the Omega special meeting. On the Omega record date, there were 138,617,823 shares of Omega common stock outstanding and entitled to vote at the Omega special meeting, held by approximately 2,763 holders of record. Each share of Omega common stock is entitled to one vote on each proposal to be voted on at the Omega special meeting.

At the Omega special meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all of the votes entitled to be cast at such meeting shall constitute a quorum. Abstentions will be counted in determining whether a quorum is present at the Omega special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining whether a quorum is present.

At the Omega special meeting, Omega stockholders will be asked to consider and vote on (i) a proposal to approve the Omega Stock Issuance, (ii) a proposal to approve the Omega Stock Charter Amendment, (iii) a proposal to approve the Omega Declassification Charter Amendment, (iv) a proposal to approve the Omega Future Amendment Charter Amendment, and (v) the Omega Adjournment Proposal. The Omega Stock Issuance proposal and the Omega Adjournment Proposal each require the affirmative vote of the holders of a majority of the votes cast on each such proposal. The affirmative vote of a majority of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Stock Charter Amendment and Omega Future Amendment Charter Amendment proposals. The affirmative vote of holders of at least 80% of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Declassification Charter Amendment proposal. Your vote is very important. You are encouraged to authorize your proxy to vote your shares as promptly as possible. If you are a stockholder of record and you properly sign, date and return a proxy card, but do not indicate how your shares of Omega stock should be voted on a matter, the shares of Omega stock represented by your proxy cannot be voted. If you are a “street name” holder and you do not provide voting instructions to your broker or other nominee, your shares of Omega stock will NOT be voted at the Omega special meeting and will NOT be counted towards the presence of a quorum, will have no effect on the Omega Stock Issuance proposal and the Omega Adjournment Proposal, and will be counted as a vote “AGAINST” the Omega Stock Charter Amendment, Omega Declassification Charter Amendment and Omega Future Amendment Charter Amendment proposals.

Aviv

Holders of shares of Aviv common stock at the close of business on February 12, 2015, or the Aviv record date, are entitled to notice of, and to vote at, the Aviv special meeting. On the Aviv record date, there were 48,479,146 shares of Aviv common stock outstanding and entitled to vote at the Aviv special meeting, held by approximately 29 holders of record. Each share of Aviv common stock is entitled to one vote on each proposal to be voted on at the Aviv special meeting.

At the Aviv special meeting, the presence in person or by proxy of stockholders entitled to cast a majority of all of the votes entitled to be cast at such meeting on any matter shall constitute a quorum. Abstentions will be counted in determining whether a quorum is present at the Aviv special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining whether a quorum is present.

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At the Aviv special meeting, Aviv stockholders will be asked to consider and vote on (i) the Merger Approval Proposal, (ii) the Aviv Adjournment Proposal and (iii) the Aviv Compensation Proposal. The Merger Approval Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Aviv common stock entitled to vote on such proposal. The Aviv Adjournment Proposal and the Aviv Compensation Proposal each require the affirmative vote of the holders of a majority of the votes cast on such proposal.

Concurrently with the execution of the merger agreement, Omega entered into a separate voting agreement with LG Aviv, which we refer to as the voting agreement. The voting agreement provides that LG Aviv will vote its shares of Aviv common stock over which it has discretionary voting power (which, after giving effect to an Investment Agreement dated March 25, 2013 between LG Aviv and Aviv, represent approximately 37% of the outstanding shares of Aviv common stock as of the Aviv record date) in favor of the merger, subject to the terms and conditions set forth in the voting agreement. LG Aviv may terminate the voting agreement following (i) a decrease or change in the form of the merger consideration, or (ii) an extension of the outside date for the closing of the merger, except as expressly permitted under the merger agreement. LG Aviv and Omega also entered into an Ownership Limit Waiver Agreement dated October 30, 2014, which we refer to as the waiver agreement. The waiver agreement provides an exception from the ownership limits under Omega's charter for the issuance of Omega common stock to LG Aviv pursuant to the merger agreement, subject to the terms and conditions set forth therein. The foregoing summaries of the voting agreement and the waiver agreement are subject to, and qualified in their entirety by reference to, the full text of each agreement attached as Annex B and Annex C, respectively, to this joint proxy statement/prospectus and incorporated herein by reference.

Your vote is very important. You are encouraged to authorize your proxy to vote your shares as promptly as possible. If you are a stockholder of record and you properly sign, date and return a proxy card, but do not indicate how your shares of Aviv stock should be voted on a matter, the shares of Aviv stock represented by your proxy cannot be voted. If you are a "street name" holder and you do not provide voting instructions to your broker or other nominee, your shares of Aviv stock will NOT be voted at the Aviv special meeting and will NOT be counted towards the presence of a quorum and will have the same effect as a vote "AGAINST" the Merger Approval Proposal.

Opinion of Omega's Financial Advisor Regarding the Merger

In connection with the merger, at the meeting of the Omega board of directors on October 30, 2014, Omega's financial advisor, Morgan Stanley & Co. LLC, which we refer to as Morgan Stanley, delivered to the Omega board of directors its oral opinion, later confirmed by delivery of a written opinion dated October 30, 2014, that, as of October 30, 2014, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its written opinion, the exchange ratio of 0.90 pursuant to the merger agreement was fair, from a financial point of view, to Omega.

The full text of the written opinion of Morgan Stanley, dated as of October 30, 2014, is attached to this proxy statement/prospectus as Annex D and is incorporated herein by reference. The summary of the opinion of Morgan Stanley in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion and you should read the opinion in its entirety for a discussion of the assumptions made, procedures followed, matters considered and qualifications and limitations upon the review undertaken by Morgan Stanley in rendering its opinion. Morgan Stanley's opinion is directed to the Omega Board and addresses only the fairness from a financial point of view of the exchange ratio pursuant to the merger agreement to Omega as of the date of such opinion and does not address any other aspect of the merger. The opinion did not in any manner address the prices at which the Omega common stock will trade following consummation of the merger or at any time. Morgan Stanley's opinion does not constitute a recommendation to any holder of Omega common stock or Aviv common stock as to how to vote at the special meetings to be held in connection with the merger or whether to take any other action with respect to the merger. See "The Merger — Opinion of Omega's Financial Advisor."

Opinion of Aviv's Financial Advisor Regarding the Merger

In connection with the merger, at the meeting of the Aviv board of directors on October 30, 2014, Aviv's financial advisor, Goldman, Sachs & Co., which we refer to as Goldman Sachs, delivered to the Aviv

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board of directors its oral opinion, later confirmed by delivery of a written opinion dated October 31, 2014, that, as of the date of such written option, and based upon and subject to the factors, assumptions and limitations set forth therein, the exchange ratio of 0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement was fair from a financial point of view to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock.

The full text of the written opinion of Goldman Sachs, dated October 31, 2014, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached to this proxy statement as Annex E. The summary of the Goldman Sachs opinion provided in this proxy statement is qualified in its entirety by reference to the full text of the written opinion. Goldman Sachs provided its opinion for the information and assistance of Aviv's board of directors in connection with its consideration of the transaction contemplated by the merger agreement. The Goldman Sachs opinion is not a recommendation as to how any holder of Aviv's common stock should vote with respect to the transaction contemplated by the merger agreement or any other matter. Pursuant to an engagement letter between Aviv and Goldman Sachs, Aviv has agreed to pay Goldman Sachs a transaction fee, all of which is payable upon consummation of the transaction. See "The Merger — Opinion of Aviv's Financial Advisor."

Stock Ownership of Directors and Executive Officers of Omega

At the close of business on the Omega record date, Omega's directors and executive officers and their affiliates held and were entitled to vote 1,592,831 shares of Omega common stock, collectively representing 1% of the shares of Omega common stock issued and outstanding and entitled to vote on that date. Omega's directors and executive officers have indicated that they expect to vote (i) "FOR" the proposal to approve the Omega Stock Issuance, (ii) "FOR" the proposal to approve the Omega Stock Charter Amendment, (iii) "FOR" the proposal to approve the Omega Declassification Charter Amendment, (iv) "FOR" the proposal to approve the Omega Future Amendment Charter Amendment, and (v) "FOR" the Omega Adjournment Proposal. See "The Omega Special Meeting — Vote Required for Approval; Quorum."

Stock Ownership of Directors and Executive Officers of Aviv; LG Aviv L.P.

At the close of business on the Aviv record date, Aviv's directors and executive officers and their affiliates held and were entitled to vote 23,360,818 shares of Aviv common stock, collectively representing 40% of the shares of Aviv common stock issued and outstanding and entitled to vote on that date. Aviv's directors and executive officers have indicated that they expect to vote (i) "FOR" the Merger Approval Proposal, (ii) "FOR" the Aviv Adjournment Proposal and (iii) "FOR" the Aviv Compensation Proposal. In addition, pursuant to the voting agreement with Omega, LG Aviv has agreed to vote its shares of Aviv common stock over which it has discretionary voting power (which, after giving effect to an Investment Agreement dated March 25, 2013 between LG Aviv and Aviv, represent approximately 37% of the outstanding shares of Aviv common stock as of the Aviv record date) in favor of the merger, subject to the terms and conditions set forth in the voting agreement. See "The Aviv Special Meeting — Vote Required for Approval; Quorum."

Interests of Omega's Directors and Executive Officers in the Merger

A director of Omega may have interests in a transaction with Aviv that are different from, or in addition to, the interests of Omega stockholders generally. The Omega board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, approving the merger agreement, and recommending that Omega stockholders approve the Omega Stock Issuance. See "The Merger — Interests of Omega's Directors and Executive Officers in the Merger."

Interests of Aviv's Directors and Executive Officers in the Merger

In considering the recommendation of Aviv's board of directors to approve the Merger Approval Proposal, Aviv's stockholders should be aware that Aviv's directors and executive officers have financial interests in the merger that are different from, or in addition to, the interests of Aviv stockholders generally.

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These interests may create potential conflicts of interest. The Aviv board of directors was aware of and considered these interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in reaching its decision to approve the merger agreement and recommend that the Aviv stockholders approve the Merger Approval Proposal. See “The Merger — Interests of Aviv’s Directors and Executive Officers in the Merger” and “Proposals Submitted to Aviv Stockholders — Proposal 3: Approval of the Aviv Compensation Proposal.”

Listing of Omega Common Stock

Approval of the listing on the NYSE of the shares of Omega common stock to be issued as consideration for the merger, subject to official notice of issuance, is a condition precedent to each party’s obligation to complete the merger. Omega has agreed to use its reasonable best efforts to cause such shares of Omega common stock to be approved for listing on the NYSE prior to the merger effective time, subject to official notice of issuance. If the merger is completed, shares of Aviv common stock will cease to exist and will be deregistered under the Exchange Act. See “The Merger — Listing of Omega Common Stock” and “The Merger — Deregistration of Aviv Common Stock.”

No Appraisal Rights

No appraisal, dissenters or similar rights will be available in connection with the merger or other transactions contemplated by the merger agreement. See “The Merger — No Appraisal Rights.”

Expected Timing of the Merger

Omega and Aviv currently expect to complete the merger early in the second quarter of 2015, subject to receipt of required stockholder approvals, the satisfaction or waiver of the other closing conditions to the consummation of the merger summarized below and certain extensions to the closing date as provided in the merger agreement.

Conditions to Completion of the Merger

As more fully described elsewhere in this joint proxy statement/prospectus and in the merger agreement, the completion of the merger depends on a number of conditions being satisfied or, where legally permissible, waived.

These conditions include, among others:

- Aviv stockholder approval of the Merger Approval Proposal;
- Omega stockholder approval of the Omega Stock Issuance and the Omega Stock Charter Amendment, and the effectiveness of the Stock Charter Amendment;
- the absence of any law or order prohibiting the merger;
- the SEC having declared effective the registration statement of which this joint proxy statement/ prospectus is a part;
- the approval for listing on the NYSE of the shares of Omega common stock to be issued in connection with the merger;
- the consummation of the partnership combination;
- the appointment of each of Aviv’s three director designees to Omega’s board of directors;
- the correctness of all representations and warranties made by the parties in the merger agreement and performance by the parties of their obligations under the merger agreement (subject in each case to certain materiality standards);

- the receipt of a legal opinion from each company's tax counsel regarding the qualification of the merger as a reorganization for U.S. federal income tax purposes; and
- the receipt of a legal opinion from each company's tax counsel regarding its qualification as a REIT.

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Neither Omega nor Aviv can give any assurance as to when or if all of the conditions to the completion of the merger will be satisfied or waived, or that the merger will occur. See “The Merger Agreement — Conditions to Completion of the Merger.”

Regulatory Approvals Required for the Merger

Neither Omega nor Aviv is aware of any regulatory approvals that are expected to prevent the consummation of the merger. See “The Merger Agreement — Covenants and Agreements — Consents and Approvals.”

No Solicitation; Change in Recommendation

The merger agreement provides that Aviv will not, directly or indirectly, (i) solicit, initiate, knowingly encourage or facilitate any inquiry or the making of any proposal or offer that constitutes, or would reasonably be expected to lead to, a competing acquisition proposal, (ii) engage in, continue or otherwise participate in any discussions or negotiations regarding any proposal or offer that constitutes, or would reasonably be expected to lead to, a competing acquisition proposal, or furnish to any other person information or afford to any other person access to the business, properties, assets or personnel of Aviv or any of its subsidiaries, in each case, in connection with, or for the purpose of facilitating or assisting, a competing acquisition proposal, (iii) enter into any contract (including any letter of intent or agreement in principle) with respect to a competing acquisition proposal, which we refer to as an Aviv acquisition agreement, (iv) grant any waiver, amendment or release under any standstill or confidentiality agreement or any takeover statute (provided, that Aviv may waive any provision that prohibits a confidential proposal being made to the Aviv board of directors), or (v) agree or publicly propose to do any of the foregoing. Aviv has also agreed to immediately cease any solicitation, discussions or negotiations with any persons with respect to existing competing acquisition proposals.

The merger agreement further provides that (i) if prior to obtaining Aviv stockholder approval, Aviv receives a written competing acquisition proposal that was not solicited in breach of its obligations under the merger agreement, and (ii) Aviv determines, after consultation with legal counsel and financial advisors, that such competing acquisition proposal constitutes or is reasonably expected to lead to a proposal that is superior to the merger agreement, then Aviv may provide information concerning itself to the potential acquirer pursuant to an acceptable confidentiality agreement and engage in discussions with such potential acquirer. Aviv has an obligation to notify Omega of its receipt of a competing acquisition proposal within 24 hours, and to generally keep Omega informed of the status of any competing acquisition proposal.

Prior to obtaining Aviv stockholder approval, Aviv may withdraw or modify its recommendation to the Aviv stockholders with respect to the merger, terminate the merger agreement and enter into an agreement with respect to a competing acquisition proposal with a third party if (i) Aviv receives a competing acquisition proposal that was not solicited in violation of its non-solicitation obligations under the merger agreement, (ii) the Aviv board of directors determines in good faith, after consultation with legal counsel and taking into account the advice of its financial advisor, that the competing proposal constitutes a superior proposal, and (iii) Aviv pays a \$65 million termination fee to Omega. Prior to any such withdrawal or modification of recommendation, Aviv generally must provide Omega with at least five business days prior notice of its intention to effect such withdrawal or modification and an opportunity to negotiate revisions to the terms of the merger agreement during such five business day period. In very limited circumstances, each of the Omega and Aviv board of directors has a right to withdraw or modify its recommendation to its stockholders in the absence of a competing proposal, if the failure to do so would be inconsistent with the duties of the Omega or Aviv board of directors, respectively. See “The Merger Agreement — Covenants and Agreements — Non-Solicitation.”

Termination of the Merger Agreement

Omega and Aviv may mutually agree to terminate the merger agreement at any time prior to the merger effective date, regardless of whether the Omega or Aviv stockholder approval has been obtained. In addition, either Aviv or Omega may terminate the merger agreement if:

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- the other party's breach of its representations or warranties under the merger agreement, subject to a cure period, causes a condition of the merger agreement not to be satisfied (provided the terminating party is not in breach of its representations and warranties under the merger agreement);

- the other party's breach of its covenants under the merger agreement, subject to a cure period, causes a condition of the merger agreement not to be satisfied (provided the terminating party is not in breach of its covenants under the merger agreement);

- the merger is not consummated by May 31, 2015, unless extended to August 31, 2015 in accordance with the financing provisions under the merger agreement (provided the terminating party is not in breach of its representations, warranties or covenants under the merger agreement, the result of which has caused the delay in closing);

- there is a final, non-appealable order or injunction prohibiting the merger;

- the Omega stockholders fail to approve the Omega Stock Issuance and the Omega Stock Charter Amendment; or

- the Aviv stockholders fail to approve the Merger Approval Proposal.

Omega may terminate the merger agreement if:

- prior to receipt of Aviv stockholder approval the Aviv board of directors has made an adverse recommendation change; or

- if Omega enters into a binding written agreement to effect a change in control transaction, which we refer to as an Omega acquisition transaction, any such agreement is authorized by the Omega board of directors, or any Omega acquisition transaction is consummated, and Aviv has not reaffirmed its board of directors' recommendation prior to 11:59 pm New York City on the date ten business days following the first to occur of public announcement of such Omega acquisition transaction or receipt by Aviv of notice from the Omega board of directors of its approval of an Omega acquisition transaction, subject to extension as set forth in the merger agreement.

Aviv may terminate the merger agreement if:

- prior to receipt of Omega stockholder approval the Omega board of directors has made an adverse recommendation change; or

- prior to the receipt of Aviv stockholder approval, in order to enter into an alternative acquisition agreement that constitutes a superior proposal and that was not the result of a breach by Aviv in any material respect of its obligations with respect to non-solicitation and change in recommendation under the merger agreement, provided that prior to or concurrently with such termination, Aviv pays a termination fee; or

if Omega enters into a binding written agreement to effect an Omega acquisition transaction, any such agreement is authorized by the Omega board of directors, or any Omega acquisition transaction is consummated, provided that Aviv may only terminate the merger agreement during the ten business days following the earlier of the delivery of written notice to Aviv or the first public announcement of the economic terms and other material terms of the proposed Omega acquisition transaction, subject to extension as set forth in the merger agreement.

See “The Merger Agreement — Termination of the Merger Agreement.”

Expenses and Termination Fees

Generally, all fees and expenses incurred in connection with the merger and the transactions contemplated by the merger agreement will be paid by the party incurring those expenses. The merger agreement provides that, if the merger agreement is terminated under certain circumstances, Omega or Aviv may be obligated to pay the other party a termination fee of \$65 million. For more information see “The Merger Agreement — Termination of the Merger Agreement — Effect of Termination Generally.”

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Material United States Federal Income Tax Consequences of the Merger

The merger is intended to qualify as a reorganization, within the meaning of Section 368(a) of the Internal Revenue Code. Assuming the merger qualifies as a reorganization, a U.S. holder of Aviv common stock generally will not recognize any gain or loss upon receipt of Omega common stock in exchange for Aviv common stock in the merger. It is a condition to the completion of the merger that Omega and Aviv receive written opinions from their respective counsel to the effect that the merger will qualify as a reorganization, within the meaning of Section 368(a) of the Internal Revenue Code.

Tax matters are very complicated and the tax consequences of the merger to each Aviv stockholder may depend on such stockholder's particular facts and circumstances. Aviv stockholders are urged to consult their tax advisors to understand fully the tax consequences of the merger. For more information see "Material U.S. Federal Income Tax Consequences."

Accounting Treatment of the Merger

In accordance with U.S. generally accepted accounting principles, which we refer to as GAAP, Omega will account for the merger as a business combination with Omega treated as the acquirer of Aviv for accounting purposes. Under business combination accounting rules, the assets acquired and liabilities assumed will be recorded as of the merger effective time, at their respective fair value, and added to those of Omega. Any excess of purchase price over the fair values will be recorded as goodwill. Omega's consolidated financial statements issued after the merger will include Aviv assets acquired and retained by Omega in the merger from the merger effective time, but not for periods prior to the completion of the merger. See "The Merger — Accounting Treatment."

Litigation Relating to the Merger

Four putative class actions have been filed by purported stockholders of Aviv against Aviv, its directors, Omega and Merger Sub challenging the merger. The four cases are styled as follows:

- Michael Rauschier v. Aviv REIT Inc. et al., Circuit Court for Baltimore City, State of Maryland, Case No. 24-C-14-006352, filed on November 12, 2014.

- Stephen Bushansky v. Aviv REIT, Inc. et al., Circuit Court for Baltimore City, State of Maryland, Case No. 24-C-14-006451, filed on November 17, 2014.

- Gary Danley v. Aviv REIT, Inc. et al., Circuit Court for Baltimore City, State of Maryland, Case No. 24-C-14-006552, filed on November 24, 2014.

- Andrew Wolf v. Craig Bernfield et al., Circuit Court for Baltimore City, State of Maryland, Case No. 24-C-14-006751, filed on December 2, 2014.

The lawsuits seek injunctive relief preventing the parties from consummating the merger, rescission of the transactions contemplated by the merger agreement, imposition of a constructive trust in favor of the class upon any benefits improperly received by the defendants, compensatory damages, and litigation costs including attorneys' fees. In addition, the Aviv board of directors has received a stockholder litigation demand letter dated November 17, 2014, from a law firm representing Gary Danley, who is the named plaintiff in the putative class action filed on November 24, 2014. The letter alleges that the Aviv directors violated fiduciary duties to Aviv, and demands that the Aviv board take action to ensure that the consideration provided in the merger is fair to Aviv and its stockholders and otherwise seek appropriate remedies for Aviv.

The four cases have been transferred to the Business and Technology Case Management Program of the Circuit Court, Baltimore City, Maryland. The plaintiffs in each case amended their complaints to add allegations that the disclosures in the Form S-4 filed with the Securities and Exchange Commission on January 5, 2015 in connection with the merger, are inadequate to allow Aviv shareholders to make an informed decision whether to approve the merger. On

January 28, 2015, the court entered a stipulated consolidation order consolidating the four lawsuits into a single proceeding styled In re Aviv REIT Inc. Stockholder Litigation, Case No. 24-C-14-006352. On February 6, 2015, the parties filed a stipulation

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providing that the Second Amended Complaint filed by plaintiff Andrew Wolf shall serve as the operative consolidated complaint. On the same date, (1) Aviv, the Aviv Partnership and the Aviv directors filed a motion to dismiss the consolidated complaint and (2) Omega, Merger Sub and the Omega Partnership separately moved to dismiss the consolidated complaint as to them. The plaintiffs have moved to expedite the discovery period. A hearing to consider the motions to dismiss and the plaintiffs' request to expedite discovery has been scheduled for February 27, 2015.

Aviv and Omega management believe that these actions have no merit and intend to defend vigorously against them.

Comparison of Rights of Omega and Aviv Stockholders

Aviv stockholders will have different rights once they become Omega stockholders following the merger, due to differences between the governing documents of Omega and Aviv. See "Comparison of Rights of Omega Stockholders and Aviv Stockholders."

Selected Historical Information of Omega

The following selected historical financial information of Omega for each of the years during the three year period ended December 31, 2013 and the selected balance sheet data as of December 31, 2013 and 2012 has been derived from Omega's audited consolidated financial statements contained in its Annual Report on Form 10-K for the year ending December 31, 2013, filed with the SEC on February 11, 2014, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical financial information of Omega for each of the years ended December 31, 2010 and 2009 and the selected balance sheet data as of December 31, 2011, 2010 and 2009 have been derived from Omega's audited consolidated financial statements, which are not incorporated by reference in this document. The selected historical financial information as of September 30, 2014 and for the nine months ended September 30, 2013 and 2014, is unaudited and has been derived from Omega's unaudited condensed consolidated financial statements contained in Omega's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the SEC on November 7, 2014, which is incorporated by reference into this joint proxy statement/prospectus. Interim results for the nine months ended September 30, 2014 are not necessarily indicative of, and are not projections for, the results to be expected for the fiscal year ending December 31, 2014 or of the combined company following the merger.

You should read this selected historical financial information together with the financial statements filed with the SEC and incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of Omega. See "Where You Can Find More Information; Incorporation by Reference."

Omega Healthcare Investors, Inc.

	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
Operating data:							
Revenues from core operations	\$ 179,008	\$ 250,985	\$ 292,204	\$ 350,460	\$ 418,714	\$ 307,577	\$ 373,466
Revenues from nursing home operations(1)	18,430	7,336	—	—	—	—	—
Total revenues	\$ 197,438	\$ 258,321	\$ 292,204	\$ 350,460	\$ 418,714	\$ 307,577	\$ 373,466
Interest expense(2)	\$ 39,075	\$ 90,602	\$ 86,899	\$ 106,096	\$ 92,048	\$ 66,083	\$ 93,580

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Income from continuing operations	82,111	58,436	52,606	120,698	172,521	125,315	164,359
Net income available to common stockholders	73,025	49,350	47,459	120,698	172,521	125,315	164,359
Other financial data:							
Depreciation and amortization	\$ 44,694	\$ 84,623	\$ 100,337	\$ 112,983	\$ 128,646	\$ 96,386	\$ 92,856
Funds from operations(3)	117,125	134,132	172,470	222,154	302,733	222,852	258,012
Adjusted EBITDA(4)	170,375	236,347	278,849	334,329	401,704	295,888	360,706

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	December 31, 2009	2010	2011	2012	2013	September 30, 2014
(in thousands)						
Consolidated balance sheet data:						
Gross investments ⁽⁵⁾	\$ 1,803,743	\$ 2,504,818	\$ 2,831,132	\$ 3,325,533	\$ 3,924,917	\$ 4,386,155
Total assets	1,655,033	2,304,007	2,557,312	2,982,005	3,462,216	3,857,502
Revolving line of credit	94,100	—	272,500	158,000	326,000	3,000
Term loan	—	—	—	100,000	200,000	200,000
Other long-term borrowings	644,049	1,176,965	1,278,900	1,566,932	1,498,418	2,098,380
Total debt ⁽⁶⁾	738,149	1,176,965	1,551,400	1,824,932	2,024,418	2,301,380
Stockholders' equity	865,227	1,004,066	878,484	1,011,329	1,300,103	1,406,377

(1)
Relates to nursing home revenue of owned and operated assets.

(2)
Includes interest refinancing costs, gains and losses on refinancings and amortization of deferred financing costs.

(3)
Omega considers Funds from operations, which Omega refers to as FFO to be a key measure of a REIT's performance which should be considered along with, but not as an alternative to, net income and cash flow as a measure of operating performance and liquidity. See the table and the related footnotes below for reconciliation of net income available to common stockholders to FFO available to common stockholders. Omega calculates and reports FFO in accordance with the definition and interpretive guidelines issued by the National Association of Real Estate Investment Trusts, and consequently, FFO is defined as net income available to common stockholders, adjusted for the effects of asset dispositions and certain non-cash items, primarily depreciation and amortization and impairments on real estate assets.

(4)
See the table and the related footnotes on page 24 for reconciliation of net income to EBITDA and Adjusted EBITDA. EBITDA is defined as earnings before interest, taxes, depreciation and amortization. Adjusted EBITDA is defined as earnings before interest, taxes, depreciation, amortization, gain or loss on asset sales-net, litigation settlement, provisions for impairment and certain non-recurring revenues and expenses. Omega believes that the presentation of Adjusted EBITDA provides useful information regarding Omega's ability to service debt and provides useful information to investors regarding Omega's results of operations because these measures are useful for trending, analyzing and benchmarking the performance and value of Omega's business.

(5)
Omega defines gross investments as total investments before accumulated depreciation.

(6)

Total debt includes long-term debt and current maturities of long-term debt. Total debt also includes \$21.8 million, \$25.3 million, \$31.9 million, \$19.0 million and \$14.8 million of premiums resulting from the assumption of debt as of December 31, 2010, 2011, 2012, 2013 and September 30, 2014, respectively.

The following table is a reconciliation of net income available to common stockholders to FFO available to common stockholders.

	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
Net income available to common stockholders	\$ 73,025	\$ 49,350	\$ 47,459	\$ 120,698	\$ 172,521	\$ 125,315	\$ 164,359
(Deduct gain) add back loss from real estate dispositions	(753)	4	(1,670)	(11,799)	1,151	1,151	(2,863)
	\$ 72,272	\$ 49,354	\$ 45,789	\$ 108,899	\$ 173,672	\$ 126,466	\$ 161,496
Elimination of non-cash items included in net income:							
Depreciation and amortization	44,694	84,623	100,337	112,983	128,646	96,386	92,856
Add back impairments on real estate properties	159	155	26,344	272	415	—	3,660
Funds from operations available to common shareholders	\$ 117,125	\$ 134,132	\$ 172,470	\$ 222,154	\$ 302,733	\$ 222,852	\$ 258,012

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The following table is a reconciliation of net income to EBITDA and Adjusted EBITDA.

	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)					(in thousands)	
Net income	\$ 82,111	\$ 58,436	\$ 52,606	\$ 120,698	\$ 172,521	\$ 125,315	\$ 164,359
Depreciation and amortization	44,694	84,623	100,337	112,983	128,646	96,386	92,856
Interest expense(1)	39,075	90,602	86,899	106,096	92,048	66,083	93,580
EBITDA	\$ 165,880	\$ 233,661	\$ 239,842	\$ 339,777	\$ 393,215	\$ 287,784	\$ 350,795
Adjustments:							
Nursing home revenues	(18,430)	(7,336)	—	—	—	—	—
Nursing home expenses	20,632	7,998	653	—	—	—	—
Litigation settlement	(4,527)	(1,111)	—	—	—	—	—
Acquisition costs	1,561	1,554	1,204	909	245	134	399
(Gain) loss on assets sold-net	(753)	4	(1,670)	(11,799)	1,151	1,151	(2,863)
Deduct revenue from unamortized securities discount	—	(789)	—	—	—	—	—
One-time cash revenue	—	—	—	(536)	(1,405)	—	(585)
One-time non-cash deferred mortgage interest income	—	—	—	(236)	—	—	—
Provisions for real estate impairment	159	155	26,344	272	415	—	3,660
Provisions for uncollectible mortgages,	3,935	—	6,439	—	2,141	2,386	2,730

notes and accounts receivable							
Restricted stock amortization expense	1,918	2,211	6,037	5,942	5,942	4,433	6,570
Adjusted EBITDA	\$ 170,375	\$ 236,347	\$ 278,849	\$ 334,329	\$ 401,704	\$ 295,888	\$ 360,706

(1)
Includes interest refinancing costs, gains and losses on refinancing and amortization of deferred financing costs.

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Selected Historical Information of Aviv

The following selected historical financial information of Aviv for each of the years during the three year period ended December 31, 2013 and the selected balance sheet data as of December 31, 2013 and 2012 has been derived from Aviv's audited consolidated financial statements contained in its Annual Report on Form 10-K for the year ending December 31, 2013, filed with the SEC on February 20, 2014, which is incorporated by reference into this joint proxy statement/prospectus. The selected historical financial information of Aviv for each of the years ended December 31, 2010 and 2009 and the selected balance sheet data as of December 31, 2011, 2010, and 2009 have been derived from Aviv's audited consolidated financial statements, which are not incorporated by reference in this document. The selected historical financial information as of and for the nine months ended September 30, 2014 and 2013, is unaudited and has been derived from Aviv's unaudited condensed consolidated financial statements contained in Aviv's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2014, filed with the SEC on October 31, 2014, which is incorporated by reference into this joint proxy statement/prospectus. Interim results for the nine months ended September 30, 2014 and 2013 are not necessarily indicative of, and are not projections for, the results to be expected for the fiscal year ending December 31, 2014 or of the combined company following the merger.

You should read this selected historical financial information together with the financial statements filed with the SEC and incorporated by reference into this joint proxy statement/prospectus and their accompanying notes and management's discussion and analysis of operations and financial condition of Aviv. See "Where You Can Find More Information; Incorporation by Reference."

Aviv REIT, Inc.

Operating data:	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
Total revenues	\$ 84,888	\$ 89,402	\$ 97,128	\$ 126,972	\$ 141,067	\$ 102,606	\$ 132,436
Interest expense	27,069	23,730	38,667	50,983	44,244	32,115	39,433
Depreciation and amortization	16,920	17,246	20,272	26,892	33,226	24,399	31,470
Income from continuing operations	32,889	37,326	11,547	4,007	23,071	12,031	31,951
Net income	33,681	37,982	11,313	8,593	23,071	12,031	31,951
Distributions and accretion on Class E Preferred Units	(14,570)	(17,372)	—	—	—	—	—
Net income allocable to noncontrolling interests/limited partnership units of the Partnership	(19,111)	(16,780)	(5,107)	(3,455)	(6,010)	(3,236)	(6,662)
	—	3,830	6,206	5,138	17,061	8,795	25,289

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Net income
allocable to
stockholders

Balance Sheet data:	December 31,					September 30,
	2009	2010	2011	2012	2013	2014
	(in thousands)					
Gross real estate investments	\$ 636,409	\$ 703,049	\$ 919,384	\$ 1,102,832	\$ 1,310,790	\$ 1,714,898
Loan receivables, net	28,970	36,610	33,031	32,639	41,686	43,272
Total assets	665,130	731,400	951,421	1,099,529	1,330,433	1,677,488
Debt	480,105	440,576	600,474	705,153	686,406	840,888
Stockholders' equity	—	223,767	241,712	326,568	434,292	610,383
Noncontrolling interests	1,177	21,389	5,547	(6,065)	134,153	147,857
Total equity	74,562	245,156	247,259	320,503	568,445	758,240

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Other Information	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
FFO(1)	\$ 50,601	\$ 54,812	\$ 35,647	\$ 42,177	\$ 55,781	\$ 36,404	\$ 68,220
Normalized FFO(1)	51,054	56,505	46,459	55,995	70,156	49,295	75,745
AFFO(1)	43,523	52,408	50,197	52,085	79,520	58,646	78,332
EBITDA	77,639	78,931	70,241	86,464	100,540	68,544	102,853
Adjusted EBITDA(1)	78,498	84,743	94,180	110,215	128,762	95,226	120,159
Ratio of earnings to fixed charges(2)	2.23x	2.60x	1.29x	1.17x	1.51x	1.37x	1.80x

(1)

See “Aviv’s Presentation of Non-GAAP Measures” below.

(2)

For purposes of the ratio of earnings to fixed charges, earnings consists of net income before fixed charges. Fixed charges consist of interest expensed and capitalized and amortized premiums, preferred dividends, discounts and capitalized expenses related to indebtedness.

Aviv’s Presentation of Non-GAAP Financial Information

Aviv uses financial measures that are derived on the basis of methodologies other than in accordance with United States generally accepted accounting principles, or GAAP. The “non-GAAP” financial measures used in this section include FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA. Aviv derives these measures as follows:

- The National Association of Real Estate Investment Trusts, or NAREIT, defines FFO as net income (computed in accordance with GAAP), excluding gains and losses from sales of property (net) and impairments of depreciated real estate, plus real estate depreciation and amortization (excluding amortization of deferred financing costs) and after adjustments for unconsolidated partnerships and joint ventures. Applying the NAREIT definition to Aviv’s financial statements results in FFO representing net income before depreciation and amortization, impairment of assets, and gain (loss) on sale of assets (net).

- Normalized FFO represents FFO before loss on extinguishment of debt, reserves for uncollectible loan receivables, transaction costs, severance costs, and change in fair value of derivatives.

- AFFO represents Normalized FFO before amortization of deferred financing costs, non-cash stock-based compensation, straight-line rental income (net) and rental income from intangible amortization (net).

- EBITDA represents net income before interest expense (net), amortization of deferred financing costs and depreciation and amortization.

Adjusted EBITDA represents EBITDA before impairment of assets, gain (loss) on sale of assets (net), transaction costs, write off of straight-line rents, non-cash stock-based compensation, loss on extinguishment of debt, reserves for uncollectible loan receivables and change in fair value of derivatives.

Aviv's management uses FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA as important supplemental measures of Aviv's operating performance and liquidity. FFO is intended to exclude GAAP historical cost depreciation and amortization of real estate and related assets, which assumes that the value of real estate assets diminishes ratably over time. Historically, however, real estate values have risen or fallen with market conditions. The term FFO was designed by the real estate industry to address this issue and as an indicator of a company's ability to incur and service debt. Because FFO, Normalized FFO, and AFFO exclude depreciation and amortization unique to real estate, impairment, gains and losses from property dispositions and extraordinary items and because EBITDA and Adjusted EBITDA exclude certain non-cash charges and adjustments and amounts spent on interest and taxes, they provide Aviv's management with performance measures that, when compared year over year or with other REITs, reflect the impact to operations from trends in occupancy rates, rental rates, operating costs, development activities

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and, with respect to FFO, Normalized FFO, and AFFO, interest costs, in each case providing perspectives not immediately apparent from net income. In addition, Aviv believes that FFO, Normalized FFO, AFFO, EBITDA and Adjusted EBITDA are frequently used by securities analysts, investors and other interested parties in the evaluation of REITs.

Aviv offers these measures to assist the users of Aviv's financial statements in assessing Aviv's financial performance and liquidity under GAAP, but these measures are non-GAAP measures and should not be considered measures of liquidity, alternatives to net income or indicators of any other performance measure determined in accordance with GAAP, nor are they indicative of funds available to fund Aviv's cash needs, including Aviv's ability to make payments on its indebtedness. In addition, Aviv's calculations of these measures are not necessarily comparable to similar measures as calculated by other companies, including Omega, that do not use the same definition or implementation guidelines or interpret the standards differently from Aviv. Investors should not rely on these measures as a substitute for any GAAP measure, including net income, cash flows provided by operating activities or revenues.

The following table is a reconciliation of Aviv's net income to FFO, Normalized FFO, and AFFO:

Funds from Operation	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
Net Income	\$ 33,681	\$ 37,982	\$ 11,313	\$ 8,593	\$ 23,071	\$ 12,031	\$ 31,951
Depreciation and amortization	16,920	17,246	20,272	26,892	33,226	24,399	31,470
Loss on impairment	—	96	5,233	11,117	500	—	2,341
(Gain) loss on sale of assets, net	—	(512)	(1,171)	(4,425)	(1,016)	(26)	2,458
Funds from Operations	50,601	54,812	35,647	42,177	55,781	36,404	68,220
Loss on extinguishment of debt	—	2,296	3,807	28	10,974	10,974	501
Reserve for uncollectible loan receivables	—	750	1,512	6,531	11	11	3,211
Transaction costs	7,441	1,578	5,493	7,259	3,114	1,906	3,813
Severance costs	—	—	—	—	276	—	—
Change in fair value of derivatives	(6,988)	(2,931)	—	—	—	—	—
Normalized Funds from Operations	51,054	56,505	46,459	55,995	70,156	49,295	75,745
Amortization of deferred financing costs	550	1,008	2,665	3,543	3,459	2,516	2,944
	406	1,632	1,972	1,689	11,752	10,930	3,602

Non-cash stock(unit)-based compensation							
Straight-line rental income, net	(6,389)	(3,056)	467	(7,656)	(4,478)	(2,998)	(3,420)
Rental income from intangible amortization, net	(2,098)	(3,681)	(1,366)	(1,486)	(1,369)	(1,097)	(539)
AFFO	\$ 43,523	\$ 52,408	\$ 50,197	\$ 52,085	\$ 79,520	\$ 58,646	\$ 78,332

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The following table is a reconciliation of Aviv's net income to EBITDA and Adjusted EBITDA:

EBITDA	Year Ended December 31,					Nine Months Ended September 30,	
	2009	2010	2011	2012	2013	2013	2014
	(in thousands)						
Net income	\$ 33,681	\$ 37,982	\$ 11,313	\$ 8,593	\$ 23,071	\$ 12,031	\$ 31,951
Interest expense, net	26,488	22,695	35,991	47,436	40,784	29,598	36,488
Amortization of deferred financing costs	550	1,008	2,665	3,543	3,459	2,516	2,944
Depreciation and amortization	16,920	17,246	20,272	26,892	33,226	24,399	31,470
EBITDA	77,639	78,931	70,241	86,464	100,540	68,544	102,853
Loss on impairment	—	96	5,233	11,117	500	—	2,341
(Gain) loss on sale of assets, net	—	(512)	(1,171)	(4,425)	(1,016)	(26)	2,458
Transaction costs	7,441	1,578	5,493	7,259	3,114	1,906	3,813
Write off of straight-line rents	—	2,903	7,093	1,552	2,887	2,887	1,380
Non-cash stock (unit)-based compensation	406	1,632	1,972	1,689	11,752	10,930	3,602
Loss on extinguishment of debt	—	2,296	3,807	28	10,974	10,974	501
Reserve for uncollectible loan receivables	—	750	1,512	6,531	11	11	3,211
Change in fair value of derivatives	(6,988)	(2,931)	—	—	—		
Adjusted EBITDA	\$ 78,498	\$ 84,743	\$ 94,180	\$ 110,215	\$ 128,762	\$ 95,226	\$ 120,159

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Unaudited Pro Forma Condensed Consolidated Financial Information

On October 30, 2014, Omega, Merger Sub, the Omega Partnership, Aviv and the Aviv Partnership entered into the merger agreement. Subject to the terms and conditions of the merger agreement, Aviv will merge with and into Merger Sub with Merger Sub surviving as a wholly owned subsidiary of Omega.

The following unaudited pro forma condensed consolidated balance sheet as of September 30, 2014, reflects Omega's financial position as if the merger, Omega's issuance of 10,925,000 shares of common stock on February 9, 2015 in an underwritten public offering, and the other transactions described in the notes to the unaudited pro forma condensed consolidated financial information were completed as of September 30, 2014. The unaudited pro forma condensed consolidated statements of operations for the year ended December 31, 2013, and for the nine months ended September 30, 2014, reflect the results of Omega's operations as if the merger, the public offering, and the other transactions described in the notes to the unaudited pro forma condensed consolidated financial information unaudited pro forma condensed consolidated financial information were completed as of January 1, 2013. These unaudited pro forma condensed consolidated financial information should be read in connection with (i) Omega's and Aviv's condensed consolidated unaudited financial statements, and related notes thereto, as of and for the three and nine months ended September 30, 2014, (ii) Omega's and Aviv's audited consolidated financial statements, and the related notes thereto, as of and for the fiscal year ended December 31, 2013, and (iii) Aviv's unaudited pro forma condensed consolidated financial information for the year ended December 31, 2013 and the nine months ended September 30, 2014 included in Aviv's Current Report on Form 8-K as filed with the SEC on December 23, 2014, each of which is incorporated by reference into this joint proxy statement/prospectus.

This unaudited pro forma condensed consolidated financial information is provided for informational purposes only. Omega's financial position and results of operations may be significantly different than what is presented in these unaudited pro forma condensed consolidated financial statements. In the opinion of management, all adjustments necessary to reflect the effects of the merger, this offering and the other transactions described in the notes to the unaudited pro forma condensed consolidated financial information have been included.

The purchase accounting for the merger described in the notes and reflected in this unaudited pro forma condensed consolidated financial information is based on preliminary estimates of the fair value of assets acquired and liabilities assumed. Actual amounts allocated to assets acquired and liabilities assumed when the acquisition is completed could change significantly from those used in the unaudited pro forma condensed consolidated financial statements.

This unaudited pro forma condensed consolidated financial information is not necessarily indicative of Omega's expected financial position, or Omega's results of operations, for any future period. Differences could result from numerous factors, including future changes in Omega's portfolio of investments, changes in interest rates, changes in Omega's capital structure, changes in property level operating expenses, changes in property level revenues, including rents expected to be received on Omega's existing leases or leases Omega may enter into, and for other reasons. Actual future results are likely to be different from amounts presented in the unaudited pro forma condensed consolidated financial information and such differences could be significant.

TABLE OF CONTENTS**OMEGA HEALTHCARE INVESTORS, INC.**Pro Forma Condensed Consolidated Balance Sheet
(Unaudited)
(in thousands)

As of September 30, 2014

	Omega Historical	Omega Pro Forma Adjustments	Acquisition of Aviv	Notes	Omega Offering Adjustments	Notes	Pro Forma Combined
	A	B	C		O		
ASSETS							
Real estate properties							
Land and buildings	\$ 3,143,356	\$ —	\$ 2,872,647	D	\$ —		\$ 6,016,003
Less accumulated depreciation	(794,105)	—	—		—		(794,105)
Real estate properties—net	2,349,251	—	2,872,647	D	—		5,221,898
Investment in direct financing leases	536,687	—	13,480	E	—		550,167
Mortgage notes receivables—net	647,590	—	27,684	E	—		675,274
	3,533,528	—	2,913,811		—		6,447,339
Other investments—net	51,852	—	15,588	E	—		67,440
	3,585,380	—	2,929,399		—		6,514,779
Assets held for sale—net	6,670	—	—		—		6,670
Total investments	3,592,050	—	2,929,399		—		6,521,449
Cash and cash equivalents	452	—	13,534	F	—		13,986
Restricted cash	31,821	—	—		—		31,821
Accounts receivable—net	162,628	—	2,011	F	—		164,639
Other assets	70,551	3,984	24,288	F	(2,689)	P	96,134
Goodwill	—	—	574,617	G	—		574,617
Total assets	\$ 3,857,502	\$ 3,984	\$ 3,543,849		\$ (2,689)		\$ 7,402,646
LIABILITIES AND STOCKHOLDERS' EQUITY							
Revolving credit facility	\$ 3,000	\$ —	\$ 1,073,046	H	\$ (230,496)	Q	\$ 845,550
Term loan	200,000	—	—		—		200,000

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Secured borrowings	256,403	—	180,000	I	—		436,403
Unsecured borrowings—net	1,841,977	—	—		(198,149)	R	1,643,828
Accounts payable and other liabilities	149,745	3,984	92,713	J	—		246,442
Total liabilities	2,451,125	3,984	1,345,759		(428,645)		3,372,223
Equity							
Stockholders' equity							
Common stock	12,741	—	4,557	K	1,092	S	18,390
Common stock—additional paid-in capital	2,131,033	—	1,835,031	L	438,404	S	4,404,468
Cumulative net earnings	1,091,008	—	(56,300)	M	(13,540)	T	1,021,168
Cumulative dividends paid	(1,828,405)	—	—		—		(1,828,405)
Total stockholders' equity	1,406,377	—	1,783,288		425,956		3,615,621
Noncontrolling interest—operating partnership	—	—	414,802	N	—		414,802
Total equity	1,406,377	—	2,198,090		425,956		4,030,423
Total liabilities and equity	\$ 3,857,502	\$ 3,984	\$ 3,543,849		\$ (2,689)		\$ 7,402,646

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OMEGA HEALTHCARE INVESTORS, INC.

Pro Forma Condensed Consolidated Statement of Operations
(Unaudited)

(in thousands, except per share data)

Nine Months Ended September 30, 2014

	Omega Historical AA	Omega Pro Forma Adjustment BB	Aviv Historical CC	Aviv Pro Forma Adjustments	Notes	Omega Offering Adjustments KK	Notes	Pro Forma Combined
Revenue:								
Rental income	\$ 289,696	\$ —	\$ 127,941	\$ 28,329	DD	\$ —		\$ 445,966
Income from direct financing leases	42,441	—	1,103	—		—		43,544
Mortgage interest income	36,132	—	2,160	—		—		38,292
Other investment income—net	5,197	—	1,232	—		—		6,429
Total operating revenue	373,466	—	132,436	28,329		—		534,231
Expenses:								
Depreciation and amortization	92,856	—	31,470	31,574	EE	—		155,900
General and administrative	18,781	—	16,960	—		—		35,741
Acquisition costs	399	—	3,813	—		—		4,212
Impairment on real estate properties	3,660	—	2,341	—		—		6,001
Provisions for uncollectable mortgages, notes and accounts receivable	2,730	—	3,509	—		—		6,239
Total operating expenses	118,426	—	58,093	31,574		—		208,093
Income before other income and expense	255,040	—	74,343	(3,245)		—		326,138
Other income (expense):								
Interest income	36	—	—	—		—		36
Interest expense	(87,401)	—	(36,489)	17,005	FF	14,533	LL	(92,352)

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Interest–amortization of deferred financing costs	(3,111)	(747)	(2,944)	2,944	GG	375	LL	(3,483)
Interest–refinancing gain (costs)	(3,068)	—	(501)	501	HH	—		(3,068)
Total other expense	(93,544)	(747)	(39,934)	20,450		14,908		(98,867)
Income before gain (loss) on assets sold	161,496	(747)	34,409	17,205		14,908		227,271
Gain/(loss) on assets sold–net	2,863	—	(2,458)	—		—		405
Net income	164,359	(747)	31,951	17,205		14,908		227,676
Net income allocable to noncontrolling interest–operating partnerships	—	—	(6,662)	(5,168)	II	(123)	MM	(11,953)
Net income allocable to stockholders	\$ 164,359	\$ (747)	\$ 25,289	\$ 12,037		\$ 14,785		\$ 215,723
Per Share–Basic:								
Weighted average shares–basic	126,132		43,577	1,992	JJ	10,925	NN	182,626
Net income allocable to stockholders	\$ 1.30		\$ 0.58					\$ 1.18
Per Share–Diluted:								
Weighted average shares–diluted	126,895		57,128	(1,284)	JJ	10,925	NN	193,664
Net income allocable to stockholders	\$ 1.30		\$ 0.56					\$ 1.18

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OMEGA HEALTHCARE INVESTORS, INC.

Pro Forma Condensed Consolidated Statement of Operations
(Unaudited)

(in thousands, except per share data)

Year Ended December 31, 2013

	Omega Historical	Omega Pro Forma Adjustment	Aviv Historical	Aviv Pro Forma Adjustments	Notes	Omega Offering Adjustments	Notes	Pro Forma Combined
	AA	BB	CC			KK		
Revenue:								
Rental income	\$ 375,135	\$ —	\$ 136,513	\$ 36,077	DD	\$ —		\$ 547,725
Income direct financing leases	5,203	—	1,456	—		—		6,659
Mortgage interest income	29,351	—	2,944	—		—		32,295
Other investment income—net	9,025	—	154	—		—		9,179
Total operating revenue	418,714	—	141,067	36,077		—		595,858
Expenses:								
Depreciation and amortization	128,646	—	33,226	41,797	EE	—		203,669
General and administrative	21,588	—	26,886	—		—		48,474
Acquisition costs	245	—	3,114	—		—		3,359
Impairment on real estate properties	415	—	500	—		—		915
Provisions for uncollectable mortgages, notes and accounts receivable	2,141	—	68	—		—		2,209
Total operating expenses	153,035	—	63,794	41,797		—		258,626
Income before other income and expense	265,679	—	77,273	(5,720)		—		337,232
Other income (expense):								
Interest income	41	—	—	—		—		41
Interest expense	(100,381)	—	(40,785)	14,806	FF	19,378	LL	(106,982)
	(2,779)	(996)	(3,459)	3,459	GG	500	LL	(3,275)

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Interest–amortization of deferred financing costs								
Interest–refinancing gain (costs)	11,112	—	(10,974)	10,974	HH	—		11,112
Total other expense	(92,007)	(996)	(55,218)	29,239		19,878		(99,104)
Income before gain (loss) on assets sold	173,672	(996)	22,055	23,519		19,878		238,128
Gain/(loss) on assets sold–net	(1,151)	—	1,016	—		—		(135)
Net income	172,521	(996)	23,071	23,519		19,878		237,993
Net income allocable to noncontrolling interest–operating partnerships	—	—	(6,010)	(6,117)	II	(367)	MM	(12,494)
Net income allocable to stockholders	\$ 172,521	\$ (996)	\$ 17,061	\$ 17,402		\$ 19,511		\$ 225,499
Per Share–Basic:								
Weighted average shares–basic	117,257		33,701	11,868	JJ	10,925	NN	173,751
Net income allocable to stockholders	\$ 1.47		\$ 0.51					\$ 1.30
Per Share–Diluted:								
Weighted average shares–diluted	118,100		44,324	11,520	JJ	10,925	NN	184,869
Net income allocable to stockholders	\$ 1.46		\$ 0.49					\$ 1.29

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NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED PRO FORMA FINANCIAL INFORMATION

Note 1. Basis of Pro Forma Presentation

Omega has one reportable segment consisting of investments in healthcare-related real estate properties. Omega's core business is to provide financing and capital to the long-term healthcare industry with a particular focus on SNFs located in the United States. Omega's core portfolio consists of long-term leases and mortgage agreements. All of Omega's leases are "triple-net" leases, which require the tenants to pay all property-related expenses. Omega's mortgage revenue is derived from fixed-rate mortgage loans, which are secured by first mortgage liens on the underlying real estate and personal property of the mortgagor.

On October 30, 2014, Omega, Merger Sub, the Omega Partnership, Aviv and the Aviv Partnership entered into the merger agreement. Subject to the terms and conditions of the merger agreement, Aviv will merge with and into Merger Sub with Merger Sub surviving as a wholly owned subsidiary of Omega.

The merger, including transaction and funding related costs, is currently expected to be funded through:

- the assumption, by Omega, of indebtedness with a fair value of approximately \$1.2 billion (as of September 30, 2014) of which Omega anticipates repaying \$1.0 billion;
- the issuance, by Omega, of approximately 45.5 million shares of Omega's common stock, par value \$0.10 per share; and
- the issuance, by Omega, of approximately 10.3 million partnership units which are redeemable for cash or, at the option of Omega, Omega common stock.

On December 17, 2014, Aviv, through an indirect wholly-owned subsidiary of Aviv's operating partnership, acquired 28 properties located in five states. These properties were acquired for \$305.0 million, excluding related acquisition expenses of \$1.3 million. Aviv funded the acquisition of these properties with a combination of availability under its line of credit of \$125.0 million and the issuance of \$180.0 million of secured debt on the properties.

On February 9, 2015, Omega issued 10.9 million shares of common stock in an underwritten public offering (the "Offering"). The proceeds of the Offering will be used to redeem its \$200 million 7.5% senior notes due 2020 and to repay outstanding revolving credit facility borrowings. The following unaudited pro forma consolidated financial information reflects the issuance of 10.9 million shares of common stock at a public offering price of \$42.00 per share, before underwriting discount and expenses payable by Omega, and the use of proceeds therefrom.

Note 2. Adjustments to Unaudited Pro Forma Condensed Consolidated Balance Sheet

A.

Represents the historical condensed consolidated balance sheet of Omega as of September 30, 2014, as contained in the unaudited historical condensed consolidated financial statements and notes thereto filed on Form 10-Q and incorporated by reference herein.

B.

Represents the estimated deferred financing costs expected to be incurred related to increasing Omega's credit facility by \$550 million. Omega is increasing the credit facility to ensure it has the capital available to fund the merger, including the anticipated repayment of debt assumed and the payment of transaction and funding related costs related to the merger.

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C.

Represents adjustments related to Omega's acquisition of Aviv, which is expected to close early in the second quarter of 2015. The preliminary estimated fair value of assets to be acquired and consideration to be given is as follows (dollars in thousands):

Preliminary estimated fair value of real estate properties acquired	\$ 2,872,647
Preliminary estimated fair value of direct financing leases acquired	13,480
Preliminary estimated fair value of mortgage notes acquired	27,684
Preliminary estimated fair value of other investments acquired	15,588
Total preliminary estimated fair value of investments acquired	2,929,399
Preliminary estimated fair value of other assets acquired, including goodwill	614,450
Total preliminary estimated fair value of total assets acquired	\$ 3,543,849
Estimated equity to be issued(a)	\$ 1,839,588
Estimated partnership units to be issued(a)	414,802
Estimated repayment of debt (see note H)	1,016,746
Assumption of debt (see note I)	180,000
Assumption of other liabilities	92,713
Total consideration to be given	\$ 3,543,849

(a)

Omega anticipates issuing approximately 45.5 million shares of common stock in the merger, and approximately 10.3 million Omega partnership units in exchange for 11.4 million Aviv partnership units. The Omega partnership units will initially be exchangeable for 10.3 million shares of Omega common stock. The estimated issuance price per share is based on the closing price of Omega's common stock on the New York Stock Exchange on February 11, 2015. The purchase price will be adjusted based on the share price of Omega's common stock at closing, consistent with the requirements of ASC 805, Business Combinations, and therefore, the estimated value of the assets acquired, including goodwill, is subject to change. If the price per share of Omega's common stock were to increase by 1% or decrease by 1%, the value of the shares and partnership units issued would increase or decrease by approximately \$23 million, respectively.

D.

Represents Omega's preliminary purchase price allocation based on estimated fair value of real estate assets acquired and leases assumed as follows (dollars in thousands):

Land	\$ 281,788
Building and improvements	2,590,859
Real estate properties-net	\$ 2,872,647
In-place lease intangibles	\$ 154(a)
Customer relationships	236(a)
Above market lease intangible	15,072(a)
	\$ 15,462
Below market lease liability	\$ 21,074(b)

(a)

Included in Other assets.

(b)

Included in Accounts payable and other liabilities.

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E.

Represents Omega's preliminary purchase price allocations based on estimated fair value to direct financing leases, mortgage notes and other investments acquired as follows (dollars in thousands):

Direct financing leases acquired	\$ 13,480
Mortgages notes acquired	\$ 27,684
Other investments acquired	\$ 15,588

F.

Represents the preliminary estimated fair value of other assets anticipated to be acquired, including the other assets acquired identified in footnote D (a), accounts receivable, prepaid expenses, cash and deposits.

G.

Represents the estimated goodwill resulting from the merger. As noted in footnote C (1), the purchase price will be adjusted based on the share price of Omega's common stock at closing, consistent with the requirements of ASC 805, Business Combinations, and therefore, the estimated fair value of the assets acquired, including goodwill, is subject to change.

H.

Represents amounts that Omega anticipates borrowing under its revolving credit facility to (i) fund estimated transaction costs of approximately \$56.3 million and (ii) repay (or, as the case may be, to escrow for the redemption of) debt that Omega expects to assume at closing, including borrowings under Aviv's credit facility, secured borrowing agreement and notes payable with an estimated fair value of approximately \$1.02 billion.

I.

Represents the debt that Omega expects to assume, excluding the debt Omega expects to repay (or for the redemption of which Omega expects to escrow funds) at closing. The estimated fair value of the debt is \$180.0 million, which approximates the stated loan amount.

J.

Represents the estimated fair value of accounts payable and other liabilities assumed as part of the merger.

K.

Represents the estimated par value of Omega's common stock to be issued in the merger (45.5 million at \$0.10 per share).

L.

Represents the estimated value of the additional paid in capital of shares to be issued (45.5 million at \$40.27 per share). The share price was based on the closing price of Omega's shares on the New York Stock Exchange as of February 11, 2015.

M.

Represents the estimated transaction costs.

N.

Represents the estimated value of approximately 10.3 million Omega partnership units issued in exchange for 11.4 million Aviv partnership units. The share price was based on the closing price of Omega's shares on the New York Stock Exchange as of February 11, 2015.

O.

Represents the estimated impact of the Offering and the use of proceeds therefrom.

P.

Represents the write-off of approximately \$2.7 million in deferred financing costs associated with Omega's \$200 million 7.5% senior notes due 2020 that are being redeemed early through the use of proceeds from the Offering.

Q.

Represents the use of proceeds from the Offering to pay down the revolving credit facility.

R.

Represents the redemption of Omega's \$200 million 7.5% senior notes due 2020 net of the write-off of approximately \$1.9 million in original issue discount associated with the senior notes.

S.

Represents the estimated proceeds from the issuance of 10.9 million shares at a public offering price of \$42.00 per share, net of underwriting discount and estimated offering expenses of \$19.4 million.

T.

Represents the estimated cost of redeeming the \$200 million 7.5% senior notes due 2020, including a prepayment penalty and other costs of approximately \$9.0 million and \$4.5 million write-off of deferred financing costs and debt discount associated with the \$200 million 7.5% senior notes due 2020.

TABLE OF CONTENTS**Note 3 Adjustments to Unaudited Pro Forma Condensed Consolidated Statement of Operations**

AA.

Represents the historical consolidated statements of operations of Omega for the nine months ended September 30, 2014 (unaudited) and for the year ended December 31, 2013 as contained in the historical consolidated financial statements included in previous filings with the Securities and Exchange Commission and incorporated by reference herein.

BB.

Represents the estimated amortization of additional deferred financing costs related to increasing Omega's credit facility. Omega is increasing the credit facility to ensure it has the capital available to fund the merger, including the anticipated repayment of debt assumed and the payment of transaction and funding related costs related to the merger.

CC.

Represents the historical consolidated statements of operations of Aviv for the nine months ended September 30, 2014 (unaudited) and for the year ended December 31, 2013 as contained in the historical consolidated financial statements included in previous filings with the Securities and Exchange Commission and incorporated by reference herein.

DD.

Represents (i) an adjustment to reflect the straight-line impact on Aviv's existing leases as if the merger occurred on January 1, 2013, (ii) an adjustment to reflect the straight-line rental impact of Aviv's acquisition of 28 facilities on December 17, 2014 as if the acquisition occurred on January 1, 2013 and (iii) the amortization of above and below market leases assumed. The following table highlights the components of the revenue adjustments for the periods presented (dollars in thousands):

	Year Ended December 31, 2013	Nine Months Ended September 30, 2014
Adjustment to reflect the impact of Aviv's existing leases	\$ 6,097	\$ 5,752
Adjustment to reflect the impact of 28 facilities acquired on December 17, 2014 by Aviv	29,391	22,043
Adjustment to reflect (above)/below market leases assumed—net	589	534
	\$ 36,077	\$ 28,329

EE.

Represents (i) an adjustment to reflect depreciation and amortization expense on Aviv's existing facilities assuming the merger occurred on January 1, 2013 based on the fair value of the assets acquired, and (ii) an adjustment to reflect depreciation and amortization expense on Aviv's acquisition of 28 facilities on December 17, 2014 as if the acquisition occurred on January 1, 2013. The following table highlights the components of the adjustments for the periods presented (dollars in thousands):

	Year Ended December 31, 2013	Nine Months Ended September 30, 2014
Adjustment to reflect the impact of Aviv's existing facilities	\$ 31,587	\$ 23,916
Adjustment to reflect the impact of 28 facilities acquired on December 17, 2014 by Aviv	10,210	7,658

\$ 41,797

\$ 31,574

FF.

Represents the estimated interest expense that Omega would have incurred assuming the merger occurred on January 1, 2013. Omega plans to repay all Aviv debt, other than the \$180 million of secured debt issued by Aviv as part of the 28 facility acquisition, through borrowings of \$1.02 billion on its credit facility. The interest expense adjustment replaces Aviv's historical interest with the estimated interest expense that would have been recorded if the borrowings outstanding consisted of (i) \$1.02 billion of borrowings under Omega's credit facility, (ii) \$56.3 million of borrowings to fund the transaction related expenses and (iii) \$180 million of secured borrowings.

GG.

Represents the elimination of Aviv's historical interest—amortization of deferred financing costs. Omega assumed Aviv's borrowings were replaced by the use of Omega's credit facility; therefore, amortization of deferred financing costs related to Aviv's debt would not have existed.

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- HH.
Represents the elimination of Aviv's historical interest—refinancing costs. Omega assumed Aviv's borrowings were replaced by the use of Omega's credit facility borrowings; therefore, no interest refinancing costs would have existed.
- II.
Represents the additional portion of net income allocable to the noncontrolling interest—operating partnership that results from the merger and the impact of the above noted adjustments.
- JJ.
Represents the impact to the weighted average shares outstanding assuming the merger occurred on January 1, 2013. Omega expects to issue approximately 45.5 million common shares in exchange for Aviv's common stock and net common stock equivalents outstanding as of September 30, 2014. It also expects to issue approximately 10.3 million partnership units in exchange for 11.4 million Aviv's partnership units outstanding as of September 30, 2014.
- KK.
Represents the estimated impact of the Offering and the use of proceeds therefrom.
- LL.
Represents the estimated reduction in interest expense as a result of the redemption of Omega's \$200 million 7.5% senior notes due 2020 and the paydown of amounts outstanding under the revolving credit facility.
- MM.
Represents the additional portion of net income allocable to the noncontrolling interest—operating partnership that results from the use of proceeds from the Offering.
- NN.
Represents the issuance of 10.9 million shares in the Offering.

Unaudited Comparative Per Share Information

The following tables set forth, for the nine months ended September 30, 2014 and for the fiscal year ended December 31, 2013, selected per share information for shares of Omega common stock on a historical and pro forma combined basis and for shares of Aviv common stock on a historical and pro forma equivalent basis, each on an unaudited basis after giving effect to the merger. Omega will account for the merger as a business combination with Omega treated as the acquirer of Aviv for accounting purposes. The data is derived from and should be read in conjunction with the Omega and Aviv audited consolidated financial statements and related notes, the unaudited condensed consolidated interim financial statements of Omega and Aviv and related notes, and the unaudited pro forma condensed consolidated financial information and related notes, which are incorporated by reference and included elsewhere in this joint proxy statement/prospectus. The Aviv adjusted historical information reflects Aviv's acquisition of 28 properties for \$305 million on December 17, 2014, and is based on Aviv's unaudited pro forma consolidated statement of income for the nine months ended September 30, 2014 and the year ended December 31, 2013 included in Aviv's Current Report on Form 8-K, as filed with the SEC on December 23, 2014 and incorporated by reference into this joint proxy statement/prospectus.

The pro forma consolidated Aviv equivalent information shows the effect of the merger from the perspective of an owner of shares of Aviv common stock.

The unaudited pro forma consolidated per share data is presented for illustrative purposes only and is not necessarily indicative of the operating results or financial position that would have occurred if the transactions had been completed at the beginning of the earliest period presented, nor is it necessarily indicative of future operating results or financial position. The pro forma adjustments are estimates based upon information and assumptions available at the time of the filing of this joint proxy statement/ prospectus.

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The pro forma income from continuing operations per share includes the combined income from continuing operations of Omega and Aviv on a pro forma basis as if the transactions were completed on January 1, 2013.

	Omega		Aviv	
	Historical	Pro Forma Combined	Adjusted Historical	Pro Forma Equivalent
For the nine months ended September 30, 2014				
Income available to common stockholders				
Basic	\$ 1.30	\$ 1.17	\$ 0.73	\$ 1.05
Diluted	\$ 1.30	\$ 1.16	\$ 0.70	\$ 1.05
Dividends per share	\$ 1.50	\$ 1.38	\$ 1.08	\$ 1.24
Book value per share	\$ 11.08	\$ 19.32	\$ 13.25	\$ 17.39

	Omega		Aviv	
	Historical	Pro Forma Combined	Adjusted Historical	Pro Forma Equivalent
For the year ended December 31, 2013				
Income per available to common stockholders				
Basic	\$ 1.47	\$ 1.27	\$ 0.75	\$ 1.14
Diluted	\$ 1.46	\$ 1.25	\$ 0.74	\$ 1.13
Dividends per share	\$ 1.86	\$ 1.70	\$ 1.40	\$ 1.53
Book value per share	\$ 11.01	N/A	\$ 12.80	\$ N/A

Comparative Omega and Aviv Market Price and Distribution Information

Omega's Market Price Data

The shares of Omega common stock are listed on the NYSE under the symbol "OHI." This table sets forth, for the periods indicated, the high and low closing per share sales prices of Omega common stock, as reported on the NYSE composite transaction reports, and dividends declared per share of Omega common stock.

	Price Per Omega Common Share		Dividends Declared Per Omega Common Share
	High	Low	
2013			
First Quarter	\$ 30.36	\$ 24.30	\$ 0.45
Second Quarter	\$ 37.61	\$ 29.11	\$ 0.46
Third Quarter	\$ 34.15	\$ 27.51	\$ 0.47
Fourth Quarter	\$ 33.89	\$ 29.79	\$ 0.48
2014			
First Quarter	\$ 33.65	\$ 29.56	\$ 0.49
Second Quarter	\$ 38.10	\$ 33.35	\$ 0.50
Third Quarter	\$ 38.68	\$ 34.00	\$ 0.51
Fourth Quarter	\$ 40.29	\$ 34.26	\$ 0.52
2015			
First Quarter (through	\$, 2015)	\$	\$ 0.53

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The following table sets forth the closing per share sales prices of shares of Omega common stock as reported on the NYSE on October 30, 2014, the last full trading day before the public announcement of the execution and delivery of the merger agreement by Omega and Aviv, and on _____, 2015, the latest practicable trading day before the date of the joint proxy statement/prospectus:

	Omega Common Shares
October 30, 2014	\$ 38.85
_____, 2015	\$

The market price of shares of Omega common stock will fluctuate between the date of this joint proxy statement/prospectus and the merger effective time.

Aviv's Market Price Data

The shares of Aviv common stock are listed on the NYSE under the symbol "AVIV." This table sets forth, for the periods indicated, the high and low closing per share sales prices of Aviv common stock, as reported on the NYSE composite transaction reports, and dividends declared per share of Aviv common stock.

	Price Per Aviv Common Share		Dividends Declared Per Aviv Common Share
	High	Low	
2013			
First Quarter	\$ 24.06	\$ 22.55	\$ N/A
Second Quarter	\$ 30.45	\$ 23.70	\$ 0.384
Third Quarter	\$ 26.29	\$ 21.64	\$ 0.36
Fourth Quarter	\$ 26.00	\$ 22.80	\$ 0.36
2014			
First Quarter	\$ 25.98	\$ 23.00	\$ 0.36
Second Quarter	\$ 29.21	\$ 24.22	\$ 0.36
Third Quarter	\$ 29.26	\$ 26.35	\$ 0.36
Fourth Quarter	\$ 35.57	\$ 26.29	\$ 0.36
2015			
First Quarter (through _____, 2015)	\$	\$	\$

Aviv Recent Closing Prices

The following table sets forth the closing per share sales prices of shares of Aviv common stock as reported on the NYSE on October 30, 2014, the last full trading day before the public announcement of the execution and delivery of the merger agreement by Omega and Aviv, and on _____, 2015, the latest practicable trading day before the date of the joint proxy statement/prospectus:

	Aviv Common Shares
October 30, 2014	\$ 30.10
_____, 2015	\$

The market price of shares of Aviv common stock will fluctuate between the date of this joint proxy statement/prospectus and the merger effective time.

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RISK FACTORS

In addition to the other information included and incorporated by reference into this joint proxy statement/ prospectus, including the matters addressed under “Cautionary Statement Concerning Forward-Looking Statements,” you should carefully consider the following risks before deciding how to vote your shares of Omega or Aviv common stock, as applicable. In addition, you should read and consider the risks associated with each of the businesses of Omega and Aviv because these risks will also affect Omega following the merger. These risks can be found in Omega’s and Aviv’s respective Annual Reports on Form 10-K, as amended, for the year ended December 31, 2013, and other reports filed by Omega and Aviv with the SEC, which are incorporated by reference into this joint proxy statement/prospectus. You should also read and consider the other information in this joint proxy statement/prospectus and the other documents incorporated by reference into this joint proxy statement/prospectus. See “Where You Can Find More Information; Incorporation by Reference.”

Risk Factors Relating to the Merger

The exchange ratio is fixed and will not be adjusted in the event of any change in either Omega’s or Aviv’s stock price. Upon the closing of the merger, each share of Aviv common stock will be converted into the right to receive 0.90 of a share of Omega common stock, with cash paid in lieu of fractional shares. This exchange ratio was fixed in the merger agreement and will not be adjusted for changes in the market price of either Omega common stock or Aviv common stock. Changes in the price of Omega common stock prior to the merger will affect the market value of the merger consideration that Aviv stockholders will receive on the date of the merger. Stock price changes may result from a variety of factors (many of which are beyond either company’s control), including the following factors:

- market reaction to the announcement of the merger and Omega’s prospects following the merger effective time;
- changes in the business, operation, assets, liabilities, financial position and prospects of either company or in market assessments thereof;
- changes in the operating performance of Omega, Aviv or similar companies;
- changes in market valuations of similar companies;
- market assessments of the likelihood that the merger will be completed;
- interest rates, general market and economic conditions and other factors generally affecting the price of Omega’s and Aviv’s common stock;
- federal, state and local legislation, governmental regulation and legal developments in the businesses in which Aviv and Omega operate;
- dissident stockholder activity;
- changes that affect Omega’s and Aviv’s industry, the U.S. or global economy, or capital, financial or securities markets generally; and

- other factors beyond the control of either Omega or Aviv, including those described or referred to elsewhere in “Risk Factors.”

The price of Omega common stock at the closing of the merger may vary from its price on the date the merger agreement was executed, on the date of this joint proxy statement/prospectus and on the date of the Omega and Aviv special meetings. As a result, the market value of the merger consideration represented by the exchange ratio will also vary. For example, based on the range of closing prices of Omega common stock during the period from October 30, 2014, the last trading day before public announcement of the merger, through _____, 2015, the latest practicable date the date of this joint proxy statement/ prospectus, the exchange ratio of 0.90 shares of Omega common stock represented a market value ranging from a low of \$ _____ to a high of \$ _____.

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Because the merger will be completed after the date of the special meetings, at the time of your special meeting, you will not know the exact market value of the Omega common stock that Aviv stockholders will receive upon completion of the merger. As a result, you should consider the following two risks:

- If the market price of Omega common stock declines between the date the merger agreement was signed or the date of the Aviv special meeting and the merger effective time, Aviv stockholders will receive shares of Omega common stock that have a market value upon completion of the merger that is less than the market value of such shares calculated pursuant to the exchange ratio on the date the merger agreement was signed or on the date of the Aviv special meeting, respectively.

- If the market price of Omega common stock increases between the date the merger agreement was signed or the date of the Omega special meeting and the merger effective time, Aviv stockholders will receive shares of Omega common stock that have a market value upon completion of the merger that is greater than the market value of such shares calculated pursuant to the exchange ratio when the merger agreement was signed or the date of the Omega special meeting, respectively.

Completion of the merger is subject to many conditions and if these conditions are not satisfied or waived, the merger will not be completed. Failure to complete the merger could have material adverse effects on Omega and Aviv. The completion of the merger is subject to a number of conditions, including the approval by Omega stockholders of the Omega Stock Issuance and the Omega Stock Charter Amendment and the approval by Aviv stockholders of the Merger Approval Proposal, which make the completion and the timing of the completion of the merger uncertain. See “The Merger Agreement — Conditions to Completion of the Merger.” In addition, either Omega or Aviv may terminate the merger agreement if the merger is not completed by May 31, 2015, subject to extension as described in the merger agreement, so long as its failure to perform the merger agreement has not resulted in the failure of the merger to be completed by such date.

There can be no assurance that the conditions to closing of the merger will be satisfied or waived or that the merger will be completed. Failure to consummate the merger may adversely affect Omega’s or Aviv’s results of operations and business prospects for the following reasons, among others:

- each of Omega and Aviv will incur certain transaction costs, regardless of whether the merger closes;

- the proposed merger, whether or not it closes, will divert the attention of certain management and other key employees of Omega and Aviv from ongoing business activities, including the pursuit of other opportunities that could be beneficial to Omega or Aviv, respectively; and

- the market price of shares of Omega and Aviv common stock could decline to the extent that the current market price reflects, and is positively affected by, a market assumption that the transactions contemplated by the merger agreement will be completed.

There may be unexpected delays in the consummation of the merger, which could impact the ability to timely achieve the benefits associated with the merger.

The merger agreement provides that either Omega or Aviv may terminate the merger agreement if the merger has not occurred by May 31, 2015, subject to extension as described in the merger agreement. See “The Merger Agreement — Covenants and Agreements — Financing.” Certain events may delay the consummation of the merger. Some of the events that could delay the consummation of the merger include failure to timely receive stockholder approval, failure to consummate the partnership combination or failure to satisfy the other closing conditions to which the merger is subject. Neither Omega nor Aviv can assure you that the conditions to the completion of the merger will be

satisfied or waived, if permitted, or that any adverse effect, event, development or change will not occur, or provide any assurances as to whether or when the merger will be completed. Any delay in the completion of the merger could materially reduce the benefits expected to be obtained by Omega and Aviv in the merger.

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The merger agreement contains provisions that could discourage a potential competing acquirer of either Aviv or Omega from making a favorable proposal and, in specified circumstances, could require Omega or Aviv to pay a termination fee of \$65 million to the other party.

The merger agreement contains certain provisions that restrict Aviv's ability to solicit, initiate, knowingly encourage or facilitate or, subject to certain exceptions, engage in discussions or negotiations with respect to, or enter into any acquisition agreement with respect to, a competing acquisition proposal. Further, even if the Aviv board of directors withdraws or qualifies its recommendation with respect to approval of the merger and the other transactions contemplated by the merger agreement, unless the merger agreement has been terminated in accordance with its terms, Aviv will still be required to submit the merger and the other transactions contemplated by the merger agreement to a vote at the Aviv special meeting. In addition, Omega generally has an opportunity to offer to modify the terms of the transactions contemplated by the merger agreement in response to any competing acquisition proposal before the Aviv board of directors may withdraw or qualify its recommendation with respect to the merger. The merger agreement also contains provisions that restrict Omega's ability to approve or effect other merger transactions. See "The Merger Agreement — Covenants and Agreements — Non-Solicitation" and "The Merger Agreement — Termination of the Merger Agreement."

Aviv will be required to pay to Omega a termination fee of \$65 million in certain circumstances, including if Omega terminates the merger agreement because the Aviv board of directors changes its recommendation with respect to the merger prior to the approval of the merger by Aviv stockholders, Aviv breaches the non-solicitation provisions described above in any material respect or Aviv terminates the merger agreement to enter into a definitive agreement that constitutes a superior proposal. Omega will be required to pay to Aviv a termination fee of \$65 million in certain circumstances, including if Aviv terminates the merger agreement because the Omega board of directors changes its recommendation with respect to the merger prior to the approval of the Omega Stock Issuance by Omega stockholders. See "The Merger Agreement — Termination of the Merger Agreement — Termination Fee."

These provisions could discourage a potential competing acquirer or merger partner that might have an interest in acquiring all or a significant portion of Aviv's portfolio from considering or proposing such a transaction, even if it were prepared to pay consideration with a higher per share cash or market value than the per share market value proposed to be received or realized in the transactions contemplated by the merger agreement. These provisions also might result in a potential competing acquirer or merger partner proposing to pay a lower price to holders of Aviv common stock than it might otherwise have proposed to pay because of the added expense of the \$65 million termination fee that may become payable to Omega. Similarly, such provisions could discourage a potential party that might have an interest in Omega from pursuing a transaction while the merger with Aviv is pending, even if such transaction would be in the best interests of Omega's stockholders.

If the merger agreement is terminated and after the termination either Omega or Aviv determines to seek another business combination, Omega or Aviv, as applicable, may not be able to negotiate a transaction with another party on terms comparable to, or better than, the terms of the transactions contemplated by the merger agreement.

The pendency of the merger could adversely affect the business and operations of Omega and Aviv.

In connection with the pending merger, some tenants, operators, borrowers, managers or vendors may delay or defer decisions related to their business dealings with Aviv, which could negatively impact the revenues, earnings, cash flows or expenses of Aviv, regardless of whether the merger is completed. Similarly, employees of Aviv may experience uncertainty about their future roles with the combined company following the merger, which may materially adversely affect the ability of Aviv to attract and retain key personnel during the pendency of the merger. In addition, due to operating covenants in the merger agreement, each of Omega and Aviv may be unable, during the pendency of the merger, to pursue certain strategic transactions, undertake certain significant capital projects, undertake certain significant financing transactions and otherwise pursue other actions that are not in the ordinary course of business without the consent of the other, even if such actions would prove beneficial Omega or Aviv, respectively.

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Certain of Omega's and Aviv's respective directors and officers have interests in the transactions contemplated by the merger agreement that are different from, or in addition to, the interests of Omega's and Aviv's stockholders generally, which may create potential conflicts of interest or the appearance thereof.

Certain of Omega's and Aviv's respective directors and officers have interests in the transactions contemplated by the merger agreement that are different from, or in addition to, the interests of Omega's and Aviv's stockholders generally, which may create potential conflicts of interest or the appearance thereof. With respect to Aviv, such interests include, among other interests, the receipt of by Aviv's non-employee directors and executive officers of consideration in respect of their outstanding equity awards, a new employment that Omega intends to enter into with Steven Insoft, severance and separation payments to which certain executive officers may be entitled in connection with the merger, the acceleration of certain equity awards in connection with the merger, and the ownership of Aviv Partnership units. See "The Merger — Interests of Aviv's Directors and Executive Officers in the Merger." With respect to Omega, such interests include, among other interests, the relationship of Thomas F. Franke, a director of Omega, with Laurel Health Care, an operator of properties which include 23 SNFs, 4 assisted living facilities, one independent living facility and one office building, recently acquired by Aviv. See "The Merger — Interests of Omega's Directors and Executive Officers in the Merger." The Omega and Aviv boards of directors, as applicable, were aware of these interests, among other matters, in approving the merger agreement and the merger, and in recommending that Omega stockholders vote for the Omega Stock Issuance proposal and Aviv stockholders vote for the Merger Approval Proposal. See "The Merger — Interests of Omega's Directors and Executive Officers in the Merger" and "The Merger — Interests of Aviv's Directors and Executive Officers in the Merger."

The ownership percentage of Omega and Aviv common stockholders will be diluted by the merger.

The merger will dilute the ownership percentage of Omega common stockholders and result in Aviv common stockholders having an ownership stake in Omega following the merger effective time that is smaller than their current stake in Aviv. Upon completion of the merger, Omega estimates that existing Omega stockholders will own approximately 70% of the outstanding Omega common stock on a fully diluted basis and former Aviv stockholders will own approximately 30% of the outstanding Omega common stock on a fully diluted basis after giving effect to the issuance of Omega Partnership units in respect of the outstanding Aviv Partnership units and various assumptions regarding share issuances by Omega prior to the merger effective time. Consequently, Aviv stockholders, as a general matter, may have less influence over the management and policies of Omega after the merger effective time than they currently exercise over the management and policies of Aviv.

The fairness opinions obtained from the financial advisors to the Omega board of directors and the Aviv board of directors will not reflect subsequent developments.

In connection with the proposed merger, the Omega board of directors received an oral opinion on October 30, 2014, later confirmed by delivery of a written opinion from Morgan Stanley & Co. LLC, dated as of October 30, 2014, and the Aviv board of directors received a written opinion from Goldman, Sachs & Co., dated as of October 31, 2014, in each case regarding the fairness of the exchange ratio to be paid and/or received in the merger. The opinions do not reflect developments that may occur or may have occurred after the date of the opinions, including changes to the operations and prospects of Omega or Aviv, changes in general market and economic conditions or regulatory or other factors. Any such changes, or other factors on which the opinions are based, may materially alter or affect the relative values of Omega or Aviv. See "The Merger — Opinion of Omega's Financial Advisor" and "The Merger — Opinion of Aviv's Financial Advisor."

The shares of Omega common stock to be received by Aviv common stockholders as a result of the merger will have rights different from the shares of Aviv common stock.

Upon completion of the merger, the rights of former Aviv common stockholders who become Omega common stockholders will be governed by the charter and bylaws of Omega and the Maryland General Corporation Law. The rights associated with Aviv common stock are different from the rights associated with Omega common stock. See "Comparison of Rights of Omega Stockholders and Aviv Stockholders."

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The unaudited pro forma condensed combined financial information in this joint proxy statement/prospectus is presented for illustrative purposes only and the operating results and financial condition of Omega following completion of the transactions contemplated by the merger agreement may differ and such differences may be material.

The unaudited pro forma condensed combined financial information in this joint proxy statement/ prospectus is presented for illustrative purposes only and is not necessarily indicative of what Omega's actual financial position or results of operations would have been had the transactions contemplated by the merger agreement been completed on the dates indicated. Further, Omega's actual results and financial position following the completion of the merger may differ materially and adversely from the unaudited pro forma condensed combined financial data that is included in this joint proxy statement/prospectus. The unaudited pro forma condensed combined financial information reflects adjustments based upon preliminary estimates of the fair value of assets to be acquired and liabilities to be assumed. The final acquisition accounting will be based upon the actual purchase price and the fair value of the assets and liabilities of Omega as of the merger effective time. In addition, subsequent to the merger closing date, there will be further refinements of the acquisition accounting as additional information becomes available. Accordingly, the final acquisition accounting may differ materially from the pro forma condensed combined financial information reflected in this document. See "Summary — Unaudited Pro Forma Condensed Consolidated Financial Information."

Risks Relating to an Investment in Omega Common Stock Following the Merger

Omega expects to incur substantial expenses related to the merger.

Omega will incur substantial expenses in connection with consummating the merger and integrating Aviv's business, operations, networks, systems, technologies, policies and procedures with its own. While Omega expects to incur a certain level of transaction and integration expenses, factors beyond Omega's control could affect the total amount or the timing of its integration expenses. Many of the expenses that will be incurred, by their nature, are difficult to estimate accurately at the present time. As a result, the transaction and integration expenses associated with the merger could, particularly in the near term, exceed the savings that Omega expects to achieve from the elimination of duplicative expenses and the realization of economies of scale and cost savings related to the integration of the businesses following the completion of the merger.

The future results of Omega will suffer if Omega does not effectively manage its expanded portfolio and operations following the merger.

The merger is expected to result in certain benefits to Omega, including, among others, providing Omega with the potential to significantly grow its healthcare real estate portfolio with stable and diversified assets and expand its relationships with tenants and operators to produce future acquisition and development opportunities. There can be no assurance, however, regarding when or the extent to which Omega will be able to realize these benefits, which may be difficult, unpredictable and subject to delays. The merger involves the combination of two companies which currently operate as independent public companies. Even though the companies are operationally similar, the combined company will be required to devote significant management attention and resources to integrating the business practices and operations of Omega and Aviv. It is possible that the integration process could result in the distraction of Omega's management, the disruption of Omega's ongoing business or inconsistencies in Omega's operations, services, standards, controls, procedures and policies, any of which could adversely affect the ability of the combined company to maintain relationships with operators, vendors and employees or to fully achieve the anticipated benefits of the merger. There may also be potential unknown or unforeseen liabilities, increased expenses, delays or regulatory conditions associated with integrating Aviv's portfolio into Omega's.

Following the merger, Omega will have an expanded portfolio and operations and likely will continue to expand its operations through additional acquisitions and other strategic transactions, some of which may involve complex challenges. The future success of Omega will depend, in part, upon its ability to manage its expansion opportunities, integrate new operations into its existing business in an efficient and timely manner, successfully monitor its operations, costs, regulatory compliance and service quality, and

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maintain other necessary internal controls. There can be no assurance that Omega's expansion or acquisition opportunities will be successful, or that it will realize its expected operating efficiencies, cost savings, revenue enhancements, synergies or other benefits.

Following the merger, the combined company may be unable to retain key employees.

The success of Omega after the merger will depend in part upon its ability to retain key Aviv and Omega employees. Key employees may depart either before or after the merger because of issues relating to the uncertainty and difficulty of integration or a desire not to remain with the combined company following the merger. Accordingly, no assurance can be given that Omega, Aviv and, following the merger, the combined company will be able to retain key employees to the same extent as in the past.

The market price of Omega common stock may decline as a result of the merger.

The market price of Omega common stock may decline as a result of the merger for a number of reasons, including if Omega does not achieve the perceived benefits of the merger as rapidly or to the extent anticipated by financial or industry analysts, or the effect of the merger on Omega's financial results is not consistent with the expectations of financial or industry analysts. In addition, if the merger is consummated, Omega's stockholders will own interests in a company operating an expanded business with a different mix of properties, risks and liabilities. Current stockholders may not wish to continue to invest in Omega if the merger is consummated, or for other reasons may wish to dispose of some or all of their shares of Omega common stock. If, following the consummation of the merger, there is selling pressure on Omega common stock that exceeds demand at the market price, the price of Omega common stock could decline.

Omega cannot assure you that it will be able to continue paying distributions at the rate currently paid by Omega.

As noted elsewhere in this joint proxy statement/prospectus, Omega expects to continue its current distribution practices following the merger. However, Omega common stockholders may not receive distributions following the merger equivalent to those currently paid by Omega for various reasons, including the following:

- as a result of the merger and the issuance of shares of Omega common stock in connection with the merger, the total amount of cash required for Omega to pay dividends at its current rate will increase;

- Omega may not have enough cash to pay such distributions due to changes in Omega's cash requirements, capital spending plans, cash flows or financial position or as a result of unknown or unforeseen liabilities incurred in connection with the merger;

- decisions on whether, when and in what amounts to make any future distributions will remain at all times entirely at the discretion of the Omega board of directors, which reserves the right to change Omega's dividend practices at any time and for any reason;

- Omega may desire to retain cash to maintain or improve its credit ratings; and

- Omega's declaration and payment of distributions is subject to compliance with restrictions contained in Omega's debt instruments, including its revolving credit facility and senior notes, and may be subject to restrictions in similar instruments and agreements governing future debt that Omega may incur.

Omega's stockholders have no contractual or other legal right to distributions that have not been declared.

Legal Risks Related to the Merger

An adverse judgment in a lawsuit challenging the merger may prevent the merger from becoming effective or from becoming effective within the expected timeframe.

Stockholders of Aviv have filed lawsuits challenging the merger, which may name Omega as a defendant. Four lawsuits have been filed by purported stockholders of Aviv. All of these lawsuits name

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Aviv, the Aviv board of directors, the Aviv Partnership, Omega, the Merger Sub and the Omega Partnership as defendants. All of the named plaintiffs claim to be Aviv stockholders and purport to represent all holders of Aviv common stock. Each complaint generally alleges that the Aviv board of directors breached fiduciary duties owed to the plaintiffs and the other public stockholders of Aviv, and that we, the Merger Sub and/or the Omega Partnership aided and abetted those breaches. Several of these complaints assert both direct and derivative claims. Among other remedies, the complaints seek injunctive relief prohibiting the defendants from completing the proposed merger or, in the event that an injunction is not awarded, unspecified money damages, costs and attorneys' fees. The four lawsuits have been consolidated into a single action that is pending in the Circuit Court for Baltimore City, State of Maryland. Omega and Aviv cannot assure you as to the outcome of such lawsuits, including the amount of costs associated with defending these claims or any other liabilities that may be incurred in connection with the litigation of these claims. If plaintiffs are successful in obtaining an injunction prohibiting the parties from completing the merger on the agreed-upon terms, such an injunction may delay the completion of the merger in the expected timeframe, or may prevent it from being completed altogether. Whether or not any plaintiff's claim is successful, this type of litigation is often expensive and diverts management's attention and resources, which could adversely affect the operation of Omega's and Aviv's business.

Counterparties to certain significant agreements with Aviv may have consent rights in connection with the mergers. Aviv is party to certain agreements that give the counterparty certain rights, including consent rights, in connection with "change in control" transactions or otherwise. Under certain of these agreements, the mergers may constitute a "change in control" or otherwise give rise to consent rights and, therefore, the counterparty may assert its rights in connection with the mergers. Any such counterparty may request modifications of its agreements as a condition to granting a waiver or consent under those agreements, and there can be no assurance that such counterparties will not exercise their rights under the agreements, including termination rights where available. In addition, the failure to obtain consent under one agreement may be a default under other agreements and, thereby, trigger rights of the counterparties to such other agreements, including termination rights where available.

Tax Risks

Omega may incur adverse tax consequences if Aviv has failed or fails to qualify as a REIT for United States federal income tax purposes.

Each of Omega and Aviv has operated in a manner that it believes has allowed it to qualify as a REIT for U.S. federal income tax purposes under the Internal Revenue Code and intends to continue to do so through the time of the merger. Omega intends to operate in a manner that it believes allows it to qualify as a REIT after the merger. Neither Omega nor Aviv has requested or plans to request a ruling from the Internal Revenue Service, which we refer to as the IRS, that it qualifies as a REIT. Qualification as a REIT involves the application of highly technical and complex Internal Revenue Code provisions for which there are only limited judicial and administrative interpretations. The complexity of these provisions and of the applicable Treasury Regulations that have been promulgated under the Internal Revenue Code is greater in the case of a REIT that holds its assets through a partnership (which Omega will do after the merger). The determination of various factual matters and circumstances not entirely within the control of Omega or Aviv may affect its ability to qualify as a REIT. In order to qualify as a REIT, each of Omega and Aviv must satisfy a number of requirements, including requirements regarding the ownership of its stock and the composition of its gross income and assets. Also, a REIT must make distributions to stockholders aggregating annually at least 90% of its net taxable income, excluding any capital gains.

If Aviv has failed or fails to qualify as a REIT for United States federal income tax purposes and the merger is completed, Omega may inherit significant tax liabilities and could lose its REIT status. Even if Omega retains its REIT status, if Aviv loses its REIT status for a taxable year before the merger or that includes the merger, Omega will face serious tax consequences that could substantially reduce its cash available for distribution to its stockholders because:

- Omega, as the successor by merger to Aviv, would generally inherit any corporate income tax liabilities of Aviv, including penalties and interest;

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- Omega would be subject to tax on the built-in gain on each asset of Aviv existing at the time of the merger if Omega were to dispose of an Aviv asset during a specified period (generally ten years) following the merger; and

- Omega could be required to pay a special distribution and/or employ applicable deficiency dividend procedures (including penalties and interest payments to the IRS) to eliminate any earnings and profits accumulated by Aviv for taxable periods that it did not qualify as a REIT.

As a result of these factors, Aviv's failure before the merger to qualify as a REIT could impair Omega's ability after the merger to expand its business and raise capital, and could materially adversely affect the value of Omega's common stock.

Finally, Aviv has availed itself of the self-determination provisions and the deficiency dividend procedures under the REIT sections of the Internal Revenue Code and supporting Treasury Regulations and IRS pronouncements to remedy certain potential technical violations of the REIT requirements. If there is an adjustment to Aviv's REIT taxable income or dividends paid deductions as a result of Aviv taking such action, or other determinations by the IRS, Omega could be required to further implement the deficiency dividend procedures in order to maintain Aviv's REIT status or take other steps to remedy any past non-compliance by Aviv. Any such further implementation of the deficiency dividend procedures could require Omega to make significant distributions to its stockholders and to pay significant penalties and interest to the IRS, which could impair Omega's ability after the merger to expand its business and raise capital, reduce its cash available for distribution to its stockholders and materially adversely affect the value of Omega's common stock.

The merger may have adverse tax consequences.

The merger is intended to qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code. It is a condition to the completion of the merger that Bryan Cave LLP, counsel to Omega, and Sidley Austin LLP, counsel to Aviv, each render an opinion that the merger will qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code. These tax opinions represent the legal judgment of counsel rendering the opinion and are not binding on the IRS or the courts. If the merger were to fail to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code, then each holder of Aviv common stock generally would recognize a gain or loss, as applicable, equal to the difference between (i) the sum of the cash and the fair market value of the shares of Omega common stock received in the merger and (ii) the Aviv stockholder's adjusted tax basis in its shares of Aviv common stock. Since only Omega common stock will be exchanged for Aviv common stock in the merger, Aviv stockholders will need to use cash from other sources or may be required to sell their Omega common stock received in the merger in or to satisfy the resulting tax liability. See "Material U.S. Federal Income Tax Consequences."

Other Risks

Omega and Aviv face other risks.

The foregoing risks are not exhaustive, and you should be aware that, following the merger, the combined company will face various other risks, including those discussed in reports filed by Omega and Aviv with the SEC. See "Where You Can Find More Information; Incorporation by Reference."

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CAUTIONARY STATEMENT CONCERNING FORWARD-LOOKING STATEMENTS

This joint proxy statement/prospectus, including information included or incorporated by reference into this joint proxy statement/prospectus, includes forward-looking statements within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act. All statements regarding Omega's, Aviv's or their respective operators' or borrowers' expected future financial position, results of operations, cash flows, funds from operations, dividends and dividend plans, financing plans, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, merger integration, growth opportunities, dispositions, expected lease income, continued qualification as a REIT, plans and objectives of management for future operations and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "seek," "target," "goal," "project," "estimate," "will" and other similar expressions or the negative form of the same are forward-looking statements. Such forward-looking statements are inherently uncertain, and security holders must recognize that actual results may differ from the companies' expectations.

These forward-looking statements are subject to a number of risks, uncertainties and assumptions, most of which are difficult to predict and many of which are beyond Omega's and Aviv's control. These include the factors described under "Risk Factors," as well as:

- the possibility that the proposed transactions will not close, including by the failure to obtain applicable stockholder approvals or the failure to satisfy other closing conditions under the merger agreement or by the termination of the merger agreement;
- the possibility that the anticipated benefits from the merger may not be realized or may take longer to realize than expected;
- unexpected costs or unexpected liabilities that may arise from the transactions contemplated by the merger agreement, whether or not completed;
- each company's success in implementing its business strategy and its ability to identify, underwrite, finance, consummate and integrate diversifying acquisitions or investments;
- increases in each company's cost of borrowing as a result of changes in interest rates and other factors;
- each company's ability to pay down, refinance, restructure and/or extend its indebtedness as it becomes due;
- each company's ability and willingness to maintain its qualification as a REIT due to economic, market, legal, tax or other considerations;
- the outcome of any legal proceedings that may be instituted against Omega, Aviv or others following announcement of the merger;
- changes in the financial position of each company's operators and borrowers;
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the ability and willingness of each company's operators to renew their leases with the company upon expiration of the leases and each company's ability to reposition its properties on the same or better terms in the event such leases expire and are not renewed by the operators or in the event the company exercises its right to replace an existing operator upon default;

- year-over-year changes in the Consumer Price Index and the effect of those changes on the rent escalators and each company's earnings;

- the impact of increased operating costs and uninsured professional liability claims on the liquidity, financial condition and results of operations on each company's operators and borrowers, and the ability of those operators and borrowers to accurately estimate the magnitude of those claims;

- the nature and extent of future competition;

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- changes in general economic conditions and/or economic conditions in the markets in which each company may, from time to time, compete and the effect of those changes on the company's revenues and its ability to access the capital markets or other sources of funds; and

- the extent of future or pending healthcare reform and regulation, including cost containment measures and changes in reimbursement policies, procedures and rates.

The foregoing list of factors is not exhaustive. Additional information concerning these and other risk factors is contained in Omega's and Aviv's respective Annual Reports on Form 10-K for the fiscal year ended December 31, 2013, subsequent Annual Reports on Form 10-K, subsequent Quarterly Reports on Form 10-Q, recent Current Reports on Form 8-K and other SEC filings, as such filings may be amended from time to time. All subsequent written and oral forward looking statements concerning Omega, Aviv and the transactions contemplated by the merger agreement or other matters attributable to Omega or Aviv or any person acting on their behalf are expressly qualified in their entirety by the cautionary statements above.

All forward looking statements, expressed or implied, included in this joint proxy statement/prospectus are expressly qualified in their entirety by this cautionary statement. This cautionary statement should also be considered in connection with any subsequent written or oral forward looking statements that Omega, Aviv or persons acting on their behalf may issue.

Except as otherwise required by applicable law, Omega and Aviv disclaim any duty to update any forward looking statements, all of which are expressly qualified by the statements in this section. See "Where You Can Find More Information; Incorporation by Reference."

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THE COMPANIES

Omega Healthcare Investors, Inc.

Omega Healthcare Investors, Inc., which we refer to as Omega, is a self-administered real estate investment trust, which we refer to as a REIT, investing in income-producing healthcare facilities, principally long-term care facilities, located in the United States. Omega provides lease or mortgage financing to qualified operators of skilled nursing facilities, which we refer to as SNFs, and, to a lesser extent, assisted living facilities, which we refer to as ALFs, independent living facilities and rehabilitation and acute care facilities, which we refer to as specialty facilities.

As of December 31, 2014, Omega's portfolio of investments included 560 operating healthcare facilities located in 37 states and operated by 50 third-party operators. We use the term "operator" to refer to Omega's tenants and mortgagees and their affiliates which manage and/or operate Omega's properties.

Omega was incorporated in the State of Maryland on March 31, 1992. Omega's principal executive offices are located at 200 International Circle, Suite 3500, Hunt Valley, Maryland 21030, and its telephone number is (410) 427-1700.

Additional information regarding Omega is set forth in documents on file with the SEC and incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information; Incorporation by Reference."

Aviv REIT, Inc.

Aviv is a self-administered REIT specializing in the ownership and triple-net leasing of post-acute and long-term care SNFs and other healthcare properties in the United States through Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, which we refer to as the Aviv Partnership.

Aviv does not conduct business itself, other than acting as the sole general partner of the Aviv Partnership, issuing public equity from time to time and guaranteeing the unsecured debt of the Aviv Partnership. Instead, the Aviv Partnership indirectly holds all real estate assets of the company, and generates its cash rental stream by triple-net leasing its properties to third-party operators who have responsibility for the operation of the facilities. Leases typically include rent escalation provisions designed to provide the Aviv Partnership with organic growth in its rental stream.

As of December 31, 2014, the Aviv Partnership's portfolio consisted of 346 properties located in 30 states and operated by 37 third-party operators. In addition, the Aviv Partnership derives income from other investments, consisting primarily of secured loans to third-party operators of its facilities.

Aviv was incorporated in the State of Maryland on July 30, 2010. The Aviv Partnership was formed on July 30, 2010, and was the successor to a Delaware limited partnership of the same name formed on March 4, 2005 in connection with the roll-up of various affiliated entities. Aviv's principal offices are located at 303 W. Madison Street, Suite 2400, Chicago, Illinois 60606, and its telephone number is (312) 855-0930. Additional information regarding Aviv and the Aviv Partnership is set forth in documents on file with the SEC and incorporated by reference in this joint proxy statement/prospectus. See "Where You Can Find More Information; Incorporation by Reference."

Merger Sub

OHI Healthcare Properties Holdco, Inc., a wholly owned subsidiary of Omega, which we refer to as Merger Sub, is a Delaware corporation formed on October 22, 2014, for the purpose of effecting the merger. Upon completion of the merger, Aviv will be merged with and into Merger Sub and the name of the combined company will be OHI Healthcare Properties Holdco, Inc. Merger Sub has not conducted any activities other than those incidental to its formation and the matters contemplated by the merger agreement.

The Combined Company Following the Merger

Omega and Aviv expect that following the merger, Omega will be the largest REIT in the United States focused primarily on SNFs as measured by number of properties. Based on Omega and Aviv properties as of September 30, 2014, following the completion of the merger, Omega is expected to have a portfolio of investments including 906 facilities located in 41 states and operated by 81 different operators.

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THE OMEGA SPECIAL MEETING

Date, Time, Place and Purpose of Omega's Special Meeting

The special meeting of the stockholders of Omega will be held at Embassy Suites, 213 International Circle, Hunt Valley, Maryland 21030, on Friday, March 27, 2015, commencing at 10:00 a.m., local time. At the Omega special meeting, Omega stockholders will be asked to vote on the following proposals:

1.
a proposal to approve the issuance of shares of Omega common stock to be issued in the merger, which we refer to as the Omega Stock Issuance;
2.
a proposal to amend Omega's charter to increase the number of shares of Omega common stock authorized for issuance, which we refer to as the Omega Stock Charter Amendment;
3.
a proposal to amend Omega's charter to declassify Omega's board of directors and provide that directors shall be elected for one-year terms, which we refer to as the Omega Declassification Charter Amendment;
4.
a proposal to amend Omega's charter to remove the supermajority voting requirement for future amendments relating to the terms of directors, which we refer to as the Omega Future Amendment Charter Amendment; and
5.
a proposal to approve the adjournment of the Omega special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Omega Stock Issuance proposal and the Omega Stock Charter Amendment proposal, which we refer to as the Omega Adjournment Proposal.

Recommendation of the Omega Board

The Omega board of directors has carefully considered the terms of the merger agreement and has unanimously approved the merger agreement and the transactions contemplated by the merger agreement, and directed that the foregoing proposals be submitted for consideration at the Omega special meeting. The Omega board of directors unanimously recommends that the Omega stockholders vote (i) "FOR" the proposal to approve the Omega Stock Issuance, (ii) "FOR" the proposal to approve the Omega Stock Charter Amendment, (iii) "FOR" the proposal to approve the Omega Declassification Charter Amendment, (iv) "FOR" the proposal to approve the Omega Future Amendment Charter Amendment, and (v) "FOR" the Omega Adjournment Proposal. The merger cannot be completed without the approval by Omega stockholders of the proposals to approve the Omega Stock Issuance and the Omega Stock Charter Amendment. See "The Merger — Omega's Reasons for the Merger; Recommendation by the Omega Board of Directors."

Record Date; Who Can Vote at Omega's Special Meeting

The Omega board of directors has fixed the close of business on February 12, 2015, as the record date for determination of Omega common stockholders entitled to receive notice of, and to vote at, Omega's special meeting and any postponements or adjournments of the special meeting. Only holders of record of Omega common stock at the close of business on the record date are entitled to receive notice of, and to vote at, Omega's special meeting. As of Omega's record date, there were 138,617,823 shares of Omega common stock outstanding and entitled to be voted at Omega's special meeting, held by approximately 2,763 holders of record.

Each holder of record of common stock on the record date will be entitled to one vote for each share held on all matters to be voted upon at the Omega special meeting.

Vote Required for Approval; Quorum

The Omega Stock Issuance proposal and the Omega Adjournment Proposal each require the affirmative vote of the holders of a majority of the votes cast on each such proposal. The affirmative vote of a majority of the outstanding shares of Omega common stock entitled to vote thereon is required to

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approve the Omega Stock Charter Amendment and Omega Future Amendment Charter Amendment proposals. The affirmative vote of holders of at least 80% of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Declassification Charter Amendment proposal.

At the Omega special meeting, the presence in person or by proxy of stockholders entitled to vote a majority of the outstanding shares of Omega common stock entitled to vote at such meeting shall constitute a quorum. Abstentions will be counted in determining whether a quorum is present at the Omega special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in “street name,” will not be counted in determining whether a quorum is present.

Abstentions and Broker Non-Votes

Abstentions will have the same effect as votes “AGAINST” the Omega Stock Charter Amendment, the Omega Declassification Charter Amendment and the Omega Future Amendment Charter Amendment proposals. Abstentions will have no effect on the Omega Stock Issuance proposal and the Omega Adjournment Proposal.

Failures to vote, which include failures to provide instructions to your broker or other nominee if your shares are held in “street name,” will have no effect on the Omega Stock Issuance proposal and the Omega Adjournment Proposal, and will be counted as a vote “AGAINST” the Omega Stock Charter Amendment, Omega Declassification Charter Amendment and Omega Future Amendment Charter Amendment proposals.

Manner of Voting

Omega stockholders may submit their votes for or against the proposals to be voted on at the Omega special meeting in person or by proxy. Omega stockholders can submit their votes in the following ways:

- Via the Internet. Omega stockholders may authorize a proxy by providing instructions over the Internet by going to the website listed on their proxy card or voting instruction form. Once at the website, they should follow the instructions to vote.
- By Telephone. Omega stockholders may authorize a proxy by providing instructions using the toll-free number listed on their proxy card or voting instruction form.
- By Mail. Omega stockholders may authorize a proxy by completing, signing, dating and returning their proxy card or voting instruction form in the preaddressed postage paid envelope provided.
- In Person. Omega stockholders may vote in person at the Omega special meeting. If shares of Omega common stock are held in the name of a broker or other nominee, Omega common stockholders must obtain a “legal proxy,” executed in their favor, from the broker or other nominee (which may take several days), to be able to vote in person at Omega’s special meeting.

Omega common stockholders should refer to their proxy cards or the information forwarded by their broker or other nominee to see which options are available to them.

The Internet and telephone voting procedures are designed to authenticate stockholders and to allow them to confirm that their instructions have been properly recorded. If you provide voting instructions over the Internet or by telephone, then you do not need to return a written proxy card or voting instruction card by mail.

The method by which Omega common stockholders vote will in no way limit their right to vote at Omega’s special meeting if they later decide to attend the meeting and vote in person.

All shares of Omega common stock entitled to vote and which are represented by properly completed proxies received prior to the Omega special meeting, which are not revoked, will be voted at the Omega special meeting as instructed on the proxies. If you properly submit a proxy card, but do not indicate how your shares of Omega common stock should be voted on a matter, the shares of Omega common stock

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represented by your proxy card will be voted as the Omega board of directors unanimously recommends and therefore “FOR” the proposal to approve the Omega Stock Issuance, “FOR” the proposal to approve the Omega Stock Charter Amendment, “FOR” the proposal to approve the Omega Declassification Charter Amendment, “FOR” the proposal to approve the Omega Future Amendment Charter Amendment and “FOR” the Omega Adjournment Proposal. If you do not provide voting instructions to your broker or other nominee, your shares of Omega common stock will NOT be voted at the Omega special meeting and will be considered broker non-votes.

Shares Held in “Street Name”

If your shares are held in “street name,” the availability of telephone and internet voting will depend on the voting processes of the applicable bank or brokerage firm. Therefore, it is recommended that you follow the voting instructions on the form you receive from your bank or brokerage firm.

Revocation of Proxies or Voting Instructions

You may revoke your proxy or change your vote at any time before your proxy is voted at the Omega special meeting. If you are a holder of record, you can do this in any of the three following ways:

- by sending a written notice to the Corporate Secretary of Omega at 200 International Circle, Suite 3500, Hunt Valley, Maryland 21030 in time to be received before the Omega special meeting stating that you would like to revoke your proxy;

- by completing, signing and dating another proxy card and returning it by mail in time to be received before the Omega special meeting or by completing a later dated proxy over the Internet or by telephone, in which case your later dated proxy will be recorded and your earlier proxy revoked; or

- if you are a holder of record, you can attend the Omega special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone at the special meeting will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the Corporate Secretary of Omega no later than the beginning of the applicable special meeting. If your shares are held in street name by your broker or nominee, you should contact them to change your vote.

Tabulation of the Votes

Omega will appoint an Inspector of Election for Omega’s special meeting to tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

Directors, officers and employees of Omega may solicit proxies on behalf of Omega in person or by telephone, facsimile or other means, for which they will not receive any additional compensation. Omega has engaged D.F. King & Co., Inc. to assist it in the solicitation of proxies. Omega has agreed to pay D.F. King a fee of \$12,500, plus reasonable out of pocket expenses for its services to solicit proxies. In accordance with the regulations of the SEC and the NYSE, Omega also will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of Omega common stock.

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PROPOSALS SUBMITTED TO OMEGA STOCKHOLDERS

Proposal 1: Approval of the Omega Stock Issuance

Omega is asking its stockholders to approve the issuance of shares of Omega common stock to Aviv stockholders in connection with the merger, which we refer to as the Omega Stock Issuance. For a detailed discussion of the terms and conditions of the merger, see “The Merger Agreement.” As discussed in the section entitled “The Merger — Omega’s Reasons for the Merger; Recommendation by the Omega Board of Directors,” after careful consideration, the Omega board of directors, by a unanimous vote of all directors, unanimously approved the merger agreement and the transactions contemplated by the merger agreement. The approval of the Omega Stock Issuance proposal is a condition precedent to the completion of the merger. The Omega Stock Issuance is dependent upon the approval of the Omega Stock Charter Amendment.

The proposal to approve the Omega Stock Issuance requires the affirmative vote of the holders of a majority of the votes cast on such proposal. For purposes of this proposal, a failure to vote, a failure to instruct your broker, bank or nominee to vote or an abstention from voting will have no effect.

The Omega board of directors unanimously recommends that Omega stockholders vote “FOR” the proposal to approve the Omega Stock Issuance.

Proposal 2: Approval of the Omega Stock Charter Amendment

Omega is asking its stockholders to approve an amendment to its charter to increase the number of authorized shares of Omega common stock, which we refer to as the Omega Stock Charter Amendment. Currently, Omega’s charter authorizes an aggregate of 220,000,000 shares of capital stock, consisting of 200,000,000 shares of Omega common stock and 20,000,000 shares of Omega preferred stock. Completion of the merger requires approval of the Omega Stock Charter Amendment because the number of shares of Omega common stock to be issued to Aviv stockholders in connection with the merger, together with the number of shares of Omega common stock outstanding, currently reserved for issuance and to be reserved for issuance following the merger, will exceed the current aggregate number of authorized shares of Omega common stock.

If the Omega Stock Charter Amendment is approved, upon the filing of the Omega Stock Charter Amendment with the State Department of Assessments and Taxation of the State of Maryland:

- the total number of authorized shares of Omega capital stock will be increased from 220,000,000 to 370,000,000;
- the total number of authorized shares of Omega common stock will be increased from 200,000,000 to 350,000,000; and
- the total number of authorized shares of Omega preferred stock will remain at 20,000,000 shares.

Omega intends to file the Omega Stock Charter Amendment, if approved, with the State Department of Assessments and Taxation of the State of Maryland prior to the effectiveness of the merger. A copy of the proposed Omega Stock Charter Amendment is included in Annex F to this joint proxy statement/ prospectus. You are urged to read the Omega Stock Charter Amendment in full.

The affirmative vote of a majority of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Stock Charter Amendment proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have the same effect as a vote “AGAINST” the Omega Stock Charter Amendment proposal. The Omega Stock Charter Amendment is required in order to provide the shares necessary for the Omega Stock Issuance.

The Omega board of directors unanimously recommends that Omega stockholders vote “FOR” the proposal to approve the Omega Stock Charter Amendment.

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Proposal 3: Approval of the Omega Declassification Charter Amendment

Omega is asking its stockholders to approve an amendment to its charter to declassify Omega's board of directors and provide that directors shall be elected for one-year terms, which we refer to as the Omega Declassification Charter Amendment. Omega's charter currently provides that Omega's board of directors be classified into three groups of directors, with each class of directors serving staggered, three-year terms and the term of office of one class expiring each year. The Omega Declassification Charter Amendment would eliminate the classified board of directors and begin the de-staggering of board of director terms, beginning in 2015. If the Omega Declassification Charter Amendment is approved, directors, and any replacement for any such director, would initially continue to serve the remainder of their elected three-year terms, whereupon, at the annual meeting of Omega stockholders to be held in 2017 and at each annual meeting of stockholders thereafter, all directors shall be elected to hold office for a term expiring at the next annual meeting of stockholders.

Omega intends to file the Omega Declassification Charter Amendment, if approved, with the State Department of Assessments and Taxation of the State of Maryland prior to the effectiveness of the merger. A copy of the proposed Omega Declassification Charter Amendment is included in Annex F to this joint proxy statement/prospectus. You are urged to read the Omega Declassification Charter Amendment in full.

The affirmative vote of holders of at least 80% of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Declassification Charter Amendment proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have the same effect as a vote "AGAINST" the Omega Declassification Charter Amendment.

The board of directors unanimously recommends that Omega stockholders vote "FOR" the proposal to approve the Omega Declassification Charter Amendment.

Proposal 4: Approval of the Omega Future Amendment Charter Amendment

Omega is asking its stockholders to approve an amendment to its charter to remove the supermajority voting requirement for future amendments relating to the terms of directors, which we refer to as the Omega Future Amendment Charter Amendment. Omega's charter currently provides that the affirmative vote of holders of not less than 80% of the outstanding shares of Omega common stock entitled to vote thereon shall be required to repeal or amend any provision of Section 5.03(b) of Omega's charter. If the Omega Future Amendment Charter Amendment is approved, then, upon filing of the Omega Future Amendment Charter Amendment with the State Department of Assessments and Taxation of the State of Maryland, the affirmative vote of a majority of the outstanding shares of Omega common stock entitled to vote thereon will be required to amend Omega's charter relating to the terms of directors.

Omega intends to file the Omega Future Amendment Charter Amendment, if approved, with the State Department of Assessments and Taxation of the State of Maryland prior to the effectiveness of the merger. A copy of the proposed Omega Future Amendment Charter Amendment is included in Annex F to this joint proxy statement/prospectus. You are urged to read the Omega Future Amendment Charter Amendment in full.

The affirmative vote of a majority of the outstanding shares of Omega common stock entitled to vote thereon is required to approve the Omega Future Amendment Charter Amendment proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have the same effect as a vote "AGAINST" the Omega Future Amendment Charter Amendment proposal.

The Omega board of directors unanimously recommends that Omega stockholders vote "FOR" the proposal to approve the Omega Future Amendment Charter Amendment.

Proposal 5: Approval of the Omega Adjournment Proposal

Omega stockholders are being asked to approve any adjournments of the Omega special meeting, if necessary, to solicit additional proxies in favor of the Omega Stock Issuance proposal and the Omega Stock Charter Amendment proposal if there are insufficient votes at the time of such adjournment to approve such proposals.

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If, at the Omega special meeting, the number of shares of Omega common stock present, or represented by proxy, and voting in favor of (i) the proposal to approve the Omega Stock Issuance, and (ii) the proposal to approve the Omega Stock Charter Amendment, is insufficient to approve such proposals, Omega may move to adjourn the Omega special meeting in order to enable the Omega board of directors to solicit additional proxies for the approval of such proposals.

Omega is asking its stockholders to authorize the holder of any proxy solicited by the Omega board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the Omega special meeting to another time and place for the purpose of soliciting additional proxies. If the Omega stockholders approve this proposal, Omega could adjourn the Omega special meeting and any adjourned session of the Omega special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Omega stockholders who have previously voted.

Approval of any adjournments of the Omega special meeting, if necessary, to solicit additional proxies requires the affirmative vote of the holders of a majority of the votes cast on such proposal. For purposes of the Omega Adjournment Proposal, a failure to vote, a failure to instruct your broker, bank or nominee to vote or an abstention from voting will have no effect.

The Omega board of directors unanimously recommends that Omega stockholders vote “FOR” the Omega Adjournment Proposal.

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THE AVIV SPECIAL MEETING

Date, Time, Place and Purpose of Aviv's Special Meeting

The special meeting of the stockholders of Aviv will be held at the offices of Sidley Austin LLP, One South Dearborn Street, Chicago, Illinois, 60603, on Friday, March 27, 2015, commencing at 9:00 a.m., (Central Time). At the Aviv special meeting, Aviv stockholders will be asked to vote on the following proposals:

1. a proposal to approve the merger and the other transactions contemplated by the merger agreement, which we refer to as the Merger Approval Proposal;
2. a proposal to approve the adjournment of the Aviv special meeting to a later date or dates, if necessary or appropriate, to solicit additional proxies if there are not sufficient votes to approve the Merger Approval Proposal, which we refer to as the Aviv Adjournment Proposal; and
3. a non-binding advisory proposal to approve certain compensation arrangements for Aviv's named executive officers in connection with the transactions contemplated by the merger agreement, which we refer to as the Aviv Compensation Proposal.

Recommendation of the Aviv Board

The Aviv board of directors has carefully considered the terms of the merger agreement and has unanimously (i) approved the merger agreement and the transactions contemplated by the merger agreement, (ii) determined and declared that the merger and the other transactions contemplated by the merger are advisable, fair to and in the best interest of Aviv, and (iii) directed that the foregoing proposals be submitted for consideration at the Aviv special meeting. The Aviv board of directors unanimously recommends that the Aviv stockholders vote (a) "FOR" the Merger Approval Proposal, (b) "FOR" the Aviv Adjournment Proposal and (c) "FOR" the Aviv Compensation Proposal. The merger cannot be completed without the approval by Aviv stockholders of the Merger Approval Proposal. See "The Merger — Aviv's Reasons for the Merger; Recommendation by the Aviv Board of Directors."

Record Date; Who Can Vote at Aviv's Special Meeting

The Aviv board of directors has fixed the close of business on February 12, 2015, as the record date for determination of Aviv common stockholders entitled to receive notice of, and to vote at, Aviv's special meeting and any postponements or adjournments of the special meeting. Only holders of record of Aviv common stock at the close of business on the record date are entitled to receive notice of, and to vote at, Aviv's special meeting. On the Aviv record date, there were 48,479,146 shares of Aviv common stock outstanding and entitled to vote at the Aviv special meeting, held by approximately 29 holders of record.

Each share of Aviv common stock is entitled to one vote on each proposal to be voted on at the Aviv special meeting.

Vote Required for Approval; Quorum

The Aviv Adjournment Proposal and the Aviv Compensation Proposal each require the affirmative vote of the holders of a majority of the votes cast on such proposal. The Merger Approval Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Aviv common stock entitled to vote on such proposal.

At the Aviv special meeting, the presence in person or by proxy of stockholders entitled to vote a majority of the outstanding shares of Aviv common stock entitled vote at such meeting on any matter shall constitute a quorum.

Abstentions will be counted in determining whether a quorum is present at the Aviv special meeting. Failures to vote, which include failure to provide instructions to your broker or other nominee if your shares are held in "street name," will not be counted in determining whether a quorum is present.

Abstentions and Broker Non-Votes

Abstentions will have no effect on the Aviv Adjournment Proposal or the Aviv Compensation Proposal, and will have the same effect as a vote "AGAINST" the Merger Approval Proposal.

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Failures to vote, which include failures to provide instructions to your broker or other nominee if your shares are held in “street name,” will have no effect on the Aviv Adjournment Proposal or the Aviv Compensation Proposal, and will have the same effect as a vote “AGAINST” the Merger Approval Proposal.

Manner of Voting

Aviv stockholders may submit their votes for or against the proposals to be voted on at the Aviv special meeting in person or by proxy. Aviv stockholders can vote in advance in the following ways:

- Via the Internet. Aviv stockholders may authorize a proxy by providing instructions over the Internet by going to the website listed on their proxy card or voting instruction form. Once at the website, they should follow the instructions to vote.

- By Telephone. Aviv stockholders may authorize a proxy by providing instructions using the toll-free number listed on their proxy card or voting instruction form.

- By Mail. Aviv stockholders may authorize a proxy by completing, signing, dating and returning their proxy card or voting instruction form in the preaddressed postage paid envelope provided.

- In Person. Aviv stockholders may vote in person at the Aviv special meeting. If shares of Aviv common stock are held in the name of a broker or other nominee, Aviv common stockholders must obtain a “legal proxy,” executed in their favor, from the broker or other nominee (which may take several days), to be able to vote in person at Aviv’s special meeting.

Aviv common stockholders should refer to their proxy cards or the information forwarded by their broker or other nominee to see which options are available to them.

The Internet and telephone voting procedures are designed to authenticate stockholders and to allow them to confirm that their instructions have been properly recorded. If you provide voting instructions over the Internet or by telephone, then you do not need to return a written proxy card or voting instruction card by mail.

The method by which Aviv common stockholders vote will in no way limit their right to vote at Aviv’s special meeting if they later decide to attend the meeting and vote in person.

All shares of Aviv common stock entitled to vote and which are represented by properly completed proxies received prior to the Aviv special meeting, which are not revoked, will be voted at the Aviv special meeting as instructed on the proxies. If you properly submit a proxy card, but do not indicate how your shares of Aviv common stock should be voted on a matter, the shares of Aviv common stock represented by your proxy card will be voted as the Aviv board of directors unanimously recommends and therefore “FOR” the Merger Approval Proposal, “FOR” the Aviv Adjournment Proposal and “FOR” the Aviv Compensation Proposal. If you do not provide voting instructions to your broker or other nominee, your shares of Aviv common stock will NOT be voted at the Aviv special meeting and will be considered broker non-votes.

Shares Held in “Street Name”

If your shares are held in “street name,” the availability of telephone and internet voting will depend on the voting processes of the applicable bank or brokerage firm. Therefore, it is recommended that you follow the voting instructions on the form you receive from your bank or brokerage firm.

Revocation of Proxies or Voting Instructions

You may revoke your proxy or change your vote at any time before your proxy is voted at the Aviv special meeting. If you are a holder of record, you can do this in any of the three following ways:

- by sending a written notice to the Corporate Secretary of Aviv at 303 W. Madison Street, Suite 2400, Chicago, Illinois 60606 in time to be received before the Aviv special meeting stating that you would like to revoke your proxy;

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- by completing, signing and dating another proxy card and returning it by mail in time to be received before the Aviv special meeting or by completing a later dated proxy over the Internet or by telephone, in which case your later dated proxy will be recorded and your earlier proxy revoked; or

- if you are a holder of record, you can attend the Aviv special meeting and vote in person, which will automatically cancel any proxy previously given, or you may revoke your proxy in person, but your attendance alone at the special meeting will not revoke any proxy that you have previously given.

If you choose either of the first two methods, you must submit your notice of revocation or your new proxy to the Corporate Secretary of Aviv no later than the beginning of the special meeting. If your shares are held in street name by your broker or nominee, you should contact them to change your vote.

Tabulation of the Votes

Aviv will appoint an Inspector of Election for Aviv's special meeting to tabulate affirmative and negative votes and abstentions.

Solicitation of Proxies

Directors, officers and employees of Aviv may solicit proxies on behalf of Aviv in person or by telephone, facsimile or other means, for which they will not receive any additional compensation. Aviv has engaged D.F. King & Co., Inc. to assist it in the solicitation of proxies. Aviv has agreed to pay D.F. King a fee of \$10,000, plus out of pocket expenses for its services to solicit proxies. In accordance with the regulations of the SEC and the NYSE, Aviv also will reimburse brokerage firms and other custodians, nominees and fiduciaries for their expenses incurred in sending proxies and proxy materials to beneficial owners of shares of Aviv common stock.

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PROPOSALS SUBMITTED TO AVIV STOCKHOLDERS

Proposal 1: Approval of the Merger

Aviv is asking its stockholders to approve the merger and the other transactions contemplated by the merger agreement. For a detailed discussion of the terms and conditions of the merger, see “The Merger Agreement.” As discussed in the section entitled “The Merger — Aviv’s Reasons for the Merger; Recommendation by the Aviv Board of Directors.” After careful consideration, the Aviv board of directors, by a unanimous vote of all directors, unanimously approved the merger agreement and the transactions contemplated by the merger agreement. The merger cannot be completed without the approval by Aviv stockholders of the Merger Approval Proposal.

The Merger Approval Proposal requires the affirmative vote of holders of a majority of the outstanding shares of Aviv common stock entitled to vote on such proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have the same effect as a vote “AGAINST” the merger and the other transactions contemplated by the merger agreement.

The Aviv board of directors unanimously recommends that Aviv stockholders vote “FOR” the Merger Approval Proposal.

In considering the recommendation of the Aviv board of directors, Aviv stockholders should be aware that the directors and executive officers of Aviv have interests in the proposed transaction that are in addition to, or different from, any interests they might have as stockholders. See “The Merger — Interests of Aviv’s Directors and Officers in the Merger.”

Proposal 2: Approval of the Aviv Adjournment Proposal

Aviv stockholders are being asked to approve any adjournments of the Aviv special meeting, if necessary, to solicit additional proxies in favor of the Merger Approval Proposal if there are insufficient votes at the time of such adjournment to approve such proposal.

If, at the Aviv special meeting, the number of shares of Aviv common stock present, or represented by proxy, and voting in favor of the Merger Approval Proposal is insufficient to approve such proposal, Aviv may move to adjourn the Aviv special meeting in order to enable the Aviv board of directors to solicit additional proxies for the approval of such proposal.

Aviv is asking its stockholders to authorize the holder of any proxy solicited by the Aviv board of directors to vote in favor of granting discretionary authority to the proxy holders, and each of them individually, to adjourn the Aviv special meeting to another time and place for the purpose of soliciting additional proxies. If the Aviv stockholders approve this proposal, Aviv could adjourn the Aviv special meeting and any adjourned session of the Aviv special meeting and use the additional time to solicit additional proxies, including the solicitation of proxies from Aviv stockholders who have previously voted.

Approval of any adjournments of the Aviv special meeting, if necessary, to solicit additional proxies, requires the affirmative vote of the holders of a majority of the votes cast on such proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have no effect. The Aviv board of directors unanimously recommends that Aviv stockholders vote “FOR” the Aviv Adjournment Proposal.

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Proposal 3: Approval of the Aviv Compensation Proposal

Golden Parachute Compensation

This section sets forth the information required by Item 402(t) of Regulation S-K regarding the compensation for each named executive officer of Aviv that is based on or otherwise relates to the merger. This compensation is referred to as “golden parachute” compensation by the applicable SEC disclosure rules, and in this section we use such term to describe the merger-related compensation payable to Aviv’s named executive officers. The “golden parachute” compensation payable to Aviv’s named executive officers is subject to a non-binding advisory vote of Aviv stockholders, as described in this section.

The amounts set forth below have been calculated assuming (1) that the merger is completed on April 1, 2015 and, where applicable, that each executive officer experiences a qualifying termination of employment as of April 1, 2015, and (2) a per share price of Aviv common stock of \$33.61, the average closing price per share of Aviv’s common stock over the first five business days following the announcement of the merger agreement. For further information regarding the consideration to be received in settlement of equity-based awards, see “The Merger Agreement — Consideration to be Received in the Merger.”

The amounts indicated below are estimates of amounts that would be payable to the named executive officers, and such estimates are based on multiple assumptions that may or may not actually occur, including assumptions described in this joint proxy statement/prospectus. Some of the assumptions are based on information not currently available and, as a result, the actual amounts, if any, to be received by any named executive officer may differ in material respects from the amounts set forth below. All dollar amounts set forth below have been rounded to the nearest whole number.

Golden Parachute Payments(1)

Named Executive Officer	Cash(2)	Equity(3)	Perquisites/ Benefits(4)	Other	Total
Craig M. Bernfield Chairman and Chief Executive Officer	\$ 1,330,667	\$ 3,114,033	\$ —	\$ —	\$ 4,444,700
Mark L. Wetzel Chief Financial Officer and Treasurer	1,656,000	3,051,682	19,200	—	4,726,882
Steven J. Insoft President and Chief Operating Officer	—(5)	2,421,601	—	—	2,421,601
Samuel H. Kovitz Executive Vice President, General Counsel and Secretary	426,250	864,550	—	—	1,290,800
Donna M. O’Neill Chief Information and Accounting Officer	270,317	691,190	—	—	961,507

(1)

All amounts reflected in the table are attributable to double-trigger arrangements (i.e., the amounts are triggered by the change in control that will occur upon completion of the merger and payment is conditioned upon the officer’s qualifying termination of employment as of or following the merger effective time), except for (a) the accelerated vesting and payment in cancellation of outstanding PSU awards, which will occur upon completion of the merger and with respect to which payment is not conditioned upon the officer’s qualifying termination of employment and (b) time-based RSUs, which vest as described in note (A) to footnote (3) below.

(2)

Amounts reflect cash severance benefits that would be payable in a lump sum payment under the agreements entered into with each of the named executive officers, including (a) in the case of Mr. Bernfield, a specified cash severance

payment under his transition agreement, assuming he remains employed with Omega or an Omega subsidiary in good standing through the scheduled separation date (see “The Merger — Interests of Aviv’s Directors and Executive Officers in the Merger — Transition Agreements”), (b) in the case of Mr. Wetzel, a payment under his existing employment agreement equal to two times the sum of (i) his annual salary and (ii) the average of his three most

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recent annual incentive cash payments received from Aviv (or, if fewer than three such payments, the highest) upon a termination without cause or resignation for good reason (see “The Merger — Interests of Aviv’s Directors and Executive Officers in the Merger — Employment Agreement with Mark L. Wetzel”), (c) in the case of Mr. Kovitz, a payment equal to the sum of (i) his remaining base salary until the expiration of the one-year period following completion of the merger, and (ii) a prorated target bonus for the year of termination under his change in control agreement upon a termination without cause or resignation for good reason prior to the one-year anniversary of the merger (see “The Merger — Interests of Aviv’s Directors and Executive Officers in the Merger — Change in Control Agreements”) and (d) in the case of Ms. O’Neill, a specified cash severance payment under her transition agreement, assuming she remains employed with Omega or an Omega subsidiary in good standing through the scheduled separation date (see “The Merger — Interests of Aviv’s Directors and Executive Officers in the Merger — Transition Agreements”). Following a termination of employment, Messrs. Bernfield and Kovitz and Ms. O’Neill are subject to confidentiality restrictive covenants, while Mr. Wetzel is subject to non-competition and non-solicitation restrictive covenants for two years following a termination of employment and a confidentiality restrictive covenant which continues indefinitely.

(3)

Amounts reflect the consideration to be received by each named executive officer in connection with the accelerated vesting of RSUs and PSUs held by each of the named executive officers. As noted above, vesting of the PSUs will occur upon the merger effective time. RSUs will vest as described in note (A) below. Excluded from this amount for Mr. Wetzel is 25,767 of unvested RSUs (or, based on the assumed merger price of \$33.61, approximately \$866,000) that will vest on March 1, 2015, independent of the occurrence of the Merger.

The consideration to be received by each named executive officer with respect to the accelerated vesting of RSUs and PSUs held by each of the named executive officers is summarized in the following table:

Named Executive Officer	Unvested Time-Based Restricted Stock Units (RSUs) (#)(A)	Unvested Time-Based RSUs \$(A)	Unvested Performance- Based Restricted Stock Units (PSUs) (#)(B)	Unvested PSUs \$(B)
Craig M. Bernfield	15,676	\$ 526,870	76,976	\$ 2,587,163
Mark L. Wetzel	47,578	1,599,125	43,218	1,452,557
Steven J. Insoft	12,190	409,706	59,860	2,011,895
Samuel H. Kovitz	4,355	146,372	21,368	718,178
Donna M. O’Neill	3,483	117,064	17,082	574,126

(A)

Time-based RSUs outstanding as of the completion of the merger and held by a participant who is terminated by Aviv as of the completion of the merger will fully vest, and time-based RSUs outstanding as of the completion of the merger and held by a participant who continues to be employed by Omega immediately following the completion of the merger will remain in effect until such award expires, is terminated, is forfeited or is settled in accordance with its terms; provided, that if the participant is terminated by Omega or an Omega subsidiary without cause (or resignation for good reason in the case of Mr. Kovitz) before the first anniversary of the completion of the merger, such outstanding RSU will fully vest.

(B)

PSUs granted prior to the completion of the merger under an Aviv equity plan that remains in place for participants employed or engaged by Aviv as of the completion of the merger will vest and be deemed earned as of the completion

of the merger to the extent the applicable performance goals have been achieved as of (i) December 31, 2014 with respect to awards with performance periods that started before December 31, 2014 and (ii) the date of the completion of the merger with respect to awards with performance periods that started upon or after December 31, 2014, and each PSU will be payable in shares of Omega common stock.

(4)

For Mr. Wetzel, the amount reflects continued healthcare coverage for Mr. Wetzel and his dependents for a period of 12 months following termination of employment.

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(5)

Upon completion of the Merger, Omega intends to enter into a new employment agreement with Mr. Insoft pursuant to which he will serve as Omega's Chief Development Officer. See "The Merger — Interests of Aviv's Directors and Executive Officers in the Merger — Employment Agreement with Steven Insoft."

Aviv Compensation Proposal

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 and Rule 14a-21(c) of the Exchange Act, Aviv is seeking stockholder approval of a non-binding advisory proposal to approve the compensation of Aviv's named executive officers that is based on or otherwise relates to the merger as disclosed above in this section. The non-binding advisory proposal gives Aviv stockholders the opportunity to express their views on the merger-related compensation of Aviv's named executive officers.

Accordingly, Aviv is requesting stockholders to approve the following resolution, on a non-binding advisory basis: "RESOLVED, that the compensation that may be paid or become payable to Aviv's named executive officers, in connection with the merger, and the agreements or understandings pursuant to which such compensation may be paid or become payable, in each case as disclosed pursuant to Item 402(t) of Regulation S-K in "Proposal 3: Approval of the Aviv Compensation Proposal — Golden Parachute Compensation," are hereby APPROVED."

Approval of the non-binding advisory proposal to approve certain compensation arrangements for Aviv's named executive officers in connection with the transactions contemplated by the merger agreement requires the affirmative vote of the holders of a majority of the votes cast on such proposal. For purposes of this proposal, a failure to vote, a failure to instruct your bank, broker or nominee to vote or an abstention from voting will have no effect.

The Aviv board of directors unanimously recommends that Aviv stockholders vote "FOR" the Aviv Compensation Proposal.

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THE MERGER

The following is a description of the material aspects of the merger. While Omega and Aviv believe that the following description covers the material terms of the merger, the description may not contain all of the information that may be important to you. You should read this joint proxy statement/prospectus carefully and in its entirety, including the merger agreement attached to this joint proxy statement/prospectus as Annex A and incorporated herein by reference, for a more complete understanding of the merger.

Effects of the Merger

The merger agreement provides for the merger of Aviv with and into OHI Healthcare Properties Holdco, Inc., a wholly owned subsidiary of Omega formed for the purpose of effecting the merger, which we refer to as Merger Sub. Merger Sub will be the surviving entity in the merger and will continue to be a wholly owned subsidiary of Omega. In the merger, each outstanding share of Aviv common stock (other than shares of Aviv common stock owned by Aviv or any wholly owned subsidiary of Aviv, which will be cancelled) will be exchanged for the right to receive 0.90 of a share of Omega common stock. The exchange ratio is fixed and will not be adjusted to reflect stock price changes prior to the closing of the merger. No fractional shares will be issued in the merger, and cash will be paid in lieu thereof. Omega stockholders will continue to own their existing Omega shares of common stock following the consummation of the merger.

The merger agreement provides that substantially all of the assets of Aviv and its subsidiaries that are transferred to any of Omega's subsidiaries as contemplated by the merger agreement shall be combined with substantially all of the assets of Omega and its subsidiaries in a manner such that all such assets (other than Omega's direct and indirect equity interests in Merger Sub and the Omega Healthcare Properties Limited Partnership, which we refer to as the Omega Partnership, an entity taxable as a partnership for U.S. federal income tax purposes) are owned or held directly or indirectly through the Omega Partnership, as of, or as soon as commercially practical after, the merger effective time. We refer to this combination of assets as the partnership combination. Each limited partner (other than Aviv) owning limited partner units in the Aviv Healthcare Properties Limited Partnership, which we refer to as the Aviv Partnership, will own a number of limited partnership units in the Omega Partnership equal to the number of units held in the Aviv Partnership at the merger effective time multiplied by the exchange ratio. Omega and/or its subsidiaries will own a number of units in the Omega Partnership equal to the number of shares of Omega common stock issued and outstanding immediately after the merger effective time. Following the merger effective time, the Omega Partnership units may be redeemed for cash or, at the election of Omega, for Omega common stock at the initial ratio of one share of Omega common stock per unit redeemed, subject to subsequent adjustment as provided in the partnership agreement of the Omega Partnership.

Background of the Merger

As part of its normal strategic planning process, the Omega board of directors periodically engages in an in-depth strategic planning review and discussion. At these meetings, the Omega board of directors assesses various alternative strategies, including corporate merger and acquisition opportunities within the long term care real estate sector. In recent years, this strategic planning process led to an increased emphasis on maintaining a robust acquisition pipeline, targeting larger portfolio acquisitions, expanding Omega's capital expenditures/improvements financing program, and considering the merits of opportunities to diversify Omega's existing portfolio, including the possible acquisition of independent and assisted living properties and medical office buildings.

As part of its normal strategic planning process, the Aviv board of directors periodically engages in an in-depth strategic planning review and discussion. At these meetings, the Aviv board of directors assesses various alternative strategies, including corporate merger and acquisition opportunities within the long term care real estate sector. During the first half of 2014, Craig Bernfield, Chief Executive Officer of Aviv, was advised by representatives of Goldman, Sachs & Co., which we refer to as Goldman Sachs, that a company in the industry, which we refer to as Company A, was interested in meeting to discuss strategic matters. Also during the first half of 2014, Mr. Bernfield was informed by representatives of Goldman Sachs, as well as other sources, that another company, which we refer to as Company B, was interested in meeting to discuss strategic matters.

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In light of these inquiries, Mr. Bernfield contacted Paul J. Taubman of PJT Capital LP, whom we refer to as PJT Capital, to request PJT Capital's assistance in vetting these inquiries and evaluating other strategic alternatives. Mr. Bernfield informally retained PJT Capital on behalf of Aviv given Mr. Taubman's substantial experience, track record and reputation as an advisor on mergers and acquisitions. On May 2, 2014, a representative of PJT Capital contacted the chief executive officer of Company B to discuss Company B's interest in exploring strategic opportunities with Aviv. The chief executive officer of Company B expressed that Company B did not have an interest in pursuing strategic discussions.

Messrs. Taubman and Bernfield worked to assess the viability of Company A and Company B as counterparties to a strategic transaction with Aviv. Mr. Taubman, in consultation with Mr. Bernfield, also began to assess whether there were other strategic transactions that would be in the best interests of Aviv and its shareholders.

On May 21, 2014, Mr. Bernfield, Steven Insoft, the President and Chief Operating Officer of Aviv and Mr. Taubman met with executives of Company A at the offices of Company A. Representatives of Goldman Sachs arranged and were present at the meeting. After the meeting, representatives of PJT Capital followed up with the representatives of Company A to discuss whether Company A was interested in pursuing further discussions.

On May 27, 2014, the Aviv board of directors held a regular in person meeting with Mr. Taubman participating by phone. During the executive session of the meeting, Mr. Bernfield informed the board of directors that he had received inquiries suggesting that Company A and Company B could potentially be interested in exploring a strategic combination with Aviv and that he had asked Mr. Taubman to assist in the discussions with Company A and Company B. Mr. Bernfield introduced Mr. Taubman and asked Mr. Taubman to discuss his expertise and qualifications. In addition to discussing his expertise and credentials, Mr. Taubman discussed the significant level of merger and acquisition activity broadly, the likelihood of additional consolidation in the REIT industry, and reviewed the recent discussions with Company A and Company B. Following the discussion, the Aviv board of directors authorized Mr. Bernfield to formally retain one or more financial advisors to assist in exploring discussions to understand if Company A and/or Company B had genuine interest in Aviv as well as evaluating possible strategic combinations to determine whether any attractive opportunities existed.

Following the Aviv board meeting, Mr. Bernfield contacted representatives of Goldman Sachs to assist Aviv as co-financial advisor along with PJT Capital. Mr. Bernfield selected Goldman Sachs as a financial advisor to Aviv in addition to PJT Capital given its reputation as a leading bank and its expertise in the REIT sector.

On or about June 2, Company A publicly announced that it had entered into a definitive agreement to sell itself to an unrelated third party.

On or about June 17, 2014, Mr. Bernfield, Mr. Insoft, and the chief executive officer of Company B, as well as another senior executive of Company B, met in Aviv's offices in Chicago. The meeting was arranged and facilitated by representatives of Goldman Sachs. Subsequent to the meeting, representatives of Goldman Sachs had conversations with representatives of Company B, and Company B reiterated that it was not interested in pursuing a strategic transaction with Aviv at such time.

Representatives of PJT Capital and Goldman Sachs evaluated and discussed with Aviv management on a number of occasions potential strategic combination partners, including Company A and Company B and the strategic landscape as it is related to Aviv. During these discussions, Mr. Bernfield, Mr. Taubman, and Goldman Sachs also identified Omega as a potential strategic counterparty because Omega had the most similar asset portfolio, business model and strategy as Aviv's. It was concluded that Mr. Taubman should contact Omega to see if it had any interest in discussing a potential strategic combination with Aviv.

On June 27, 2014, Mr. Taubman called Taylor Pickett, Chief Executive Officer of Omega and Mr. Pickett expressed willingness to have preliminary conversations with Aviv. During the month of July, representatives of Goldman Sachs also contacted two other companies in the industry and, although the representatives of Goldman Sachs did not state that Aviv was potentially exploring strategic alternatives, informally inquired whether such companies had interest in discussing potential strategic transactions with other parties, including potentially Aviv. Both of these companies informed representatives of Goldman Sachs that they were not interested at such time.

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On July 16, 2014, Messrs. Bernfield, Taubman and Pickett met in Mr. Taubman's office in New York to discuss the possibility and relative merits of a strategic combination of Omega and Aviv. During the meeting, the parties discussed the relative valuation of the companies, as well as other topics of import in the context of a strategic combination such as matters related to the board of directors and governance and the future management of the combined companies.

On July 24, 2014, the Aviv board of directors held a regular in person meeting. During the meeting, Mr. Taubman summarized the activities since the last Aviv board meeting on May 27, 2014. Representatives of PJT Capital and Goldman Sachs discussed the evaluation of potential strategic partners and the review and evaluation process that had been undertaken regarding strategic alternatives for Aviv, including the discussions with Omega. Representatives of PJT Capital and Goldman Sachs then each noted for the Aviv board that in their respective views there was no evidence that other companies in the industry would be interested in pursuing a strategic transaction and Omega was a strong strategic fit for Aviv. Mr. Bernfield along with representatives of PJT Capital and Goldman Sachs discussed the potential for meaningful value creation through a combination with Omega given its similar asset portfolio, business model and strategy. Representatives of Goldman Sachs reviewed with the Aviv board certain financial information regarding Omega and pro forma financial data (all of which was derived from publicly available information) regarding a possible strategic combination of Aviv and Omega. Mr. Bernfield and representatives of PJT Capital and Goldman Sachs also discussed with the Aviv board the view that the combination of Aviv and Omega could be a strategic fit and responded to questions about the possible combination with Omega, as well as other strategic alternatives. Following these discussions, the Aviv board authorized and directed Mr. Bernfield and Aviv's financial advisors to continue their discussions with Omega.

Following the Aviv board meeting, Aviv's outside counsel, Sidley Austin LLP, whom we refer to as Sidley Austin, prepared a mutual confidentiality agreement to facilitate the exchange of confidential information in connection with Omega's and Aviv's evaluation of a potential combination. Omega's outside counsel, Bryan Cave LLP, whom we refer to as Bryan Cave, negotiated the terms of the mutual confidentiality and standstill agreement with Sidley Austin. On July 30, 2014, Omega and Aviv executed a mutual confidentiality and standstill agreement which permitted Aviv to disclose the terms of a possible transaction with Omega to third parties with whom Aviv may have discussions regarding a possible transaction as long as Omega's identity was not disclosed.

During August and continuing into early September, representatives from the Omega and Aviv management teams reviewed reciprocal due diligence information and discussed, in general terms, a potential strategic transaction. During this time, Mr. Pickett had a series of discussions with Messrs. Bernfield and Taubman to discuss various aspects of the potential transaction, including, among other things, on a preliminary basis, the consideration to be received by Aviv's stockholders in a combination of Omega and Aviv, which discussions focused on the premium to be received by Aviv's stockholders and Omega's requirement that any transaction should be expected to be accretive to Omega's adjusted funds from operations. Messrs. Bernfield and Pickett also discussed, among other things, that the transaction would be a strategic combination, principally structured as a share for share exchange, with Mr. Pickett continuing as the chief executive officer of the combined company, and the preservation of Aviv's operating partnership through the Partnership Combination and the goal that the transaction be tax free to both Aviv's stockholders and the unit holders of the Aviv operating partnership. Messrs. Pickett, Bernfield and Taubman discussed what they believed to be the potential benefits of a strategic combination and how such benefits could translate into an economic proposal that would be in the best interest of stockholders of both companies. During these preliminary discussions, as the parties identified and quantified the potential combination benefits, Omega proposed that the consideration to be received by Aviv stockholders for each share of Aviv common stock would be 0.75 of a share of Omega common stock and \$4.25 in cash. As the discussions continued and the parties continued to evaluate the potential benefits of a combination, Omega proposed to increase the cash portion of the consideration to \$4.60 per share of Aviv stock. During the course of these discussions, Messrs. Pickett, Bernfield and Taubman also discussed certain governance issues, such as representation on the Omega board of directors for designees of Aviv, the desirability of declassifying Omega's board of directors and the prospective post-merger integration of Omega and Aviv. As the discussions progressed, Mr. Taubman, with the approval of Mr. Bernfield, communicated to Mr. Pickett that Aviv would potentially be amenable to an all stock combination provided the overall economic and strategic terms were sufficiently attractive. Mr. Taubman further expressed the

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view to Mr. Pickett that an all stock transaction should enable Omega to offer additional value to Aviv shareholders while preserving the combined company's debt capacity to enable it to enhance organic growth while also being consistent with Omega's objectives of having a transaction that would be accretive to Omega's adjusted funds from operations.

On August 19, 2014, the Omega board of directors held a special telephonic meeting in which members of Omega senior management and representatives of Bryan Cave participated. During the course of this meeting, the Omega directors were generally briefed on recently announced and completed transactions in the long term care real estate sector. Mr. Pickett briefed the Omega board of directors on his conversations with Messrs. Bernfield and Taubman, noting that Omega previously entered into a confidentiality agreement with Aviv and that both parties were exchanging information and engaging in preliminary discussions regarding their respective business operations. Mr. Pickett noted that the confidentiality agreement permitted Aviv to disclose the proposed terms and conditions of a possible transaction with Omega to third parties with whom Aviv may have discussions regarding a possible transaction as long as Omega's identity was not disclosed.

At this meeting, the Omega directors discussed the strategic rationale for the proposed combination, noting that both companies pursue a similar business model focusing on skilled nursing, and that Omega's lower cost of capital provides a competitive advantage for growth of a combined company. The Omega directors also discussed the enhanced operator and geographic diversification that would result from a combination with Aviv and the potential benefits of Aviv's development of an assisted and independent living platform, which represented approximately 11% of Aviv's total portfolio rent at the time. The Omega directors also discussed Aviv's Chicago-based team responsible for identifying and arranging for the acquisition of real estate with the potential for development and lease to operators, which could enhance the sourcing of new deals for the combined company and enhance Omega's existing acquisition pipeline.

In addition, the Omega directors focused on balancing Omega's desire for a transaction accretive to adjusted funds from operations with Aviv's desire for a premium for its stockholders, noting that the then-current discussions contemplated that Omega would issue its common stock in exchange for Aviv common stock pursuant to a fixed exchange ratio and pay the agreed upon premium in cash. The Omega management representatives informed the Omega directors that in light of the strategic nature of the combination and significant pro forma ownership that Aviv investors would have in the combined company, Aviv would require representation on the Omega board of directors and also expressed a desire for the Omega board of directors to be declassified. Finally, it was noted that Aviv had one stockholder that beneficially owned approximately 43% of Aviv's outstanding voting power. Bryan Cave representatives discussed generally the desirability of a voting agreement with such stockholder as well as other potential deal protection terms that could be included in a merger agreement in the context of a strategic combination. At the conclusion of the meeting, the Omega board of directors was of the view that it would be prudent to further consider the merits of a transaction with Aviv based upon these preliminary discussions.

On August 20, 2014, the Aviv board held a special telephonic meeting. Also participating in the meeting were representatives of PJT Capital, Goldman Sachs and Sidley Austin. Mr. Bernfield and a representative of PJT Capital updated the Aviv board on the status of discussions with Omega and reviewed with the board strategic benefits to be realized from a possible combination of the companies, including the resulting scale of the combined companies, the additional operators, the enhanced geographic and operator diversification, the strengths of the combined management team, as well as the enhanced access to capital and the lower cost of capital available to Omega and resulting from the combination of the companies. The board asked questions and a discussion about the merits of a potential transaction ensued. A representative of Sidley Austin then reviewed with the Aviv board its fiduciary obligations in considering a potential strategic transaction. The Aviv board authorized and directed continued discussions with Omega regarding the exploration of a potential strategic combination.

On August 21 and August 22, 2014, Messrs. Pickett and Taubman discussed governance issues, including the declassification of the Omega board of directors and the number of Omega directors to be designated by the Aviv incumbent directors following the merger. Finally, Messrs. Pickett and Taubman discussed the timetable for continued negotiation, diligence, and the preparation of definitive documents.

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On August 25, 2014, Messrs. Bernfield, Pickett and Insoft met in Chicago and discussed a variety of topics related to the transaction and the combination of the two companies, including potential post-merger operational integration and synergies. Governance issues were also discussed, including the number of Aviv designees to the Omega board of directors following the merger.

On September 2, 2014, Messrs. Bernfield and Pickett discussed changing the form of merger consideration to be received by Aviv shareholders from a combination of stock and cash to all stock with an exchange ratio in the range of 0.88 to 0.92 of a share of Omega common stock for each share of Aviv common stock. Messrs. Bernfield and Pickett discussed Omega's requirement that any transaction be expected to be accretive to Omega's adjusted funds from operations, Aviv's requirement that its stockholders receive an appropriate premium and whether the exchange ratio range under consideration met each party's objectives. They also discussed the number of Aviv designees to the Omega board of directors following the merger, tentatively agreeing to propose to their respective boards of directors that Aviv would be entitled to designate either two or three directors on the Omega board of directors following the merger. Messrs. Bernfield and Pickett also discussed director succession generally and agreed to an informal shared goal of reducing the size of the Omega board of directors over the three years following the merger, with the reduction in size to be accomplished through the normal director retirement process.

On September 7, 2014, the Aviv board held a special telephonic meeting. Representatives of PJT Capital, Goldman Sachs and Sidley Austin also participated. Messrs. Bernfield and Taubman provided the Aviv board with an update of the discussions between Aviv and Omega since the last board meeting, including that the discussions of the type of consideration to be received by Aviv stockholders had changed from a combination of cash and stock to all stock and that as a result of the continuing discussions the parties were focusing on an exchange ratio in the range of 0.88 to 0.92 of a share of Omega common stock for each share of Aviv common stock which appeared to meet Omega's requirement for a transaction that was expected to be accretive to Omega's adjusted funds from operation while at the same time providing an appropriate premium for Aviv's stockholders. Messrs. Bernfield and Taubman also summarized for the Aviv board the discussions regarding the number of Aviv board members to join the board of the combined company, as well as other governance matters and management of the combined company, including that it was contemplated Mr. Insoft would hold a senior management position in the combined company continuing his focus on real estate acquisition and development activities which would be based in Aviv's Chicago office. Representatives of Goldman Sachs reviewed with the Aviv board certain financial information with respect to Aviv and pro forma financial information with respect to the combined company. The financial information was based on internal financial projections for Aviv and Omega provided to Goldman Sachs by Aviv management and approved for Goldman Sachs' use by Aviv. Following a discussion of this information, the Aviv board authorized and directed management and Aviv's advisors to continue their discussions with Omega.

On September 10, 2014, Bernard Korman, Chairman of the Omega board of directors, and Edward Lowenthal, an Omega director and chairman of the nominating and corporate governance committee of Omega's board of directors, met with Mr. Taubman and discussed board governance generally as well as Aviv's desire for the Omega board of directors to be declassified, the number of Aviv designees to the Omega board of directors following the merger, and specific candidates to serve as the Aviv designees. The parties also referred to the need to establish an exchange ratio that would be appropriately attractive to Aviv's stockholders as well as Omega's objective to structure a transaction that was accretive to adjusted funds from operations.

On September 12, 2014, Messrs. Bernfield and Lowenthal met in Chicago and discussed a variety of matters relating to board governance and management, including the background, history and strategy of Aviv. Separately, Messrs. Pickett and Insoft also discussed by telephone post-closing employee and office location matters as well as Mr. Insoft's role in the combined company.

On September 14, 2014, the Aviv board held a special telephonic meeting. Representatives of PJT Capital, Goldman Sachs and Sidley Austin were also present. Messrs. Bernfield and Taubman updated the Aviv board on the status of discussions with Omega, including the latest discussions with respect to governance matters relating to the number of Aviv designees to the Omega board following the merger, the size of the combined company's board and the management of the combined company. Following a discussion of this information, the Aviv board authorized and directed management and Aviv's advisors to continue their discussions with Omega.

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On September 16, 2014, the Omega board of directors held a special telephonic meeting in which members of Omega senior management and representatives of Bryan Cave participated. At the meeting, the Bryan Cave representatives reviewed for the Omega directors the economic terms of the proposed combination of Omega and Aviv contained in a preliminary non-binding indication of interest letter prepared by Bryan Cave that was provided to the Omega directors in advance of the meeting. The draft indication of interest letter contemplated a 0.90 fixed exchange ratio for an all-stock, tax free transaction, the continuation of an UPREIT structure for the combined company, a voting agreement to be entered with certain Aviv stockholders, the declassification of Omega's board of directors, and the right of the Aviv board of directors to designate two members of the Omega board of directors following the merger. Based on the then-prevailing market prices for the common stock of Aviv and Omega, the 0.90 exchange ratio represented approximately a 15% premium for Aviv stockholders. Based on information provided by Omega management, the Omega directors generally agreed that such an exchange ratio would be expected to provide reasonable adjusted funds from operations accretion for Omega stockholders. Omega management generally summarized outstanding corporate governance issues in connection with the proposed combination, and advised the Omega directors of Aviv's continuing position that the Omega board of directors should be declassified and that Aviv should be entitled to designate three members of the Omega board of directors following the merger, given that legacy Aviv stockholders would hold approximately 30% of the equity of the combined company on a pro forma fully diluted basis. Mr. Pickett advised the Omega board of directors that he and Mr. Bernfield previously agreed to a goal of reducing the size of the Omega board of directors following the merger over a reasonable period of time, with the reduction being achieved through the normal director retirement process. The Omega board of directors also reviewed the financial modeling assumptions developed by Omega management and discussed the strategic rationale for pursuing the transaction. Upon completion of the discussion, the Omega board of directors authorized Omega management to move forward with the negotiation of a potential combination with Aviv on substantially the terms set forth in the indication of interest, and authorized Omega management to deliver an executed non-binding indication of interest letter to Aviv if appropriate to move the negotiations forward.

On September 17, 2014, Mr. Pickett provided Mr. Bernfield with a draft of Omega's non-binding indication of interest to acquire all outstanding shares of Aviv common stock in exchange for shares of Omega common stock at a fixed exchange ratio of 0.90, which was equivalent to \$31.70 per share of Aviv common stock based on the \$35.22 closing price of Omega common stock that day, and represented a premium of approximately 15% to the market price of Aviv's common stock at the time.

On September 21, 2014, the Aviv board of directors held a special telephonic meeting. Representatives of PJT Capital, Goldman Sachs and Sidley Austin were also present. Mr. Bernfield and a representative of PJT Capital then provided the Aviv board with an update on the discussions with Omega. As part of the update, a representative of PJT Capital described for the Aviv board the draft non-binding indication of interest provided by Omega. The proposed exchange ratio, the board and related governance issues, and management of the combined company following the merger were discussed. Following a discussion among the Aviv board and its advisors, the Aviv board concluded that management and Aviv's advisors should continue the discussions with Omega.

Commencing on September 22, 2014 and continuing through October 30, 2014, representatives of Morgan Stanley & Co. LLC, Omega's financial advisor, conducted parallel conversations with representatives of Goldman Sachs regarding assumptions used by Omega and Aviv in modeling the combined company and the determination of an exchange ratio that would accomplish the objectives of both Omega regarding the accretion to adjusted funds from operations and Aviv regarding the premium to be received by Aviv's stockholders.

On September 22, 2014, representatives of Bryan Cave and Sidley Austin discussed the process to move forward with regard to document preparation, outstanding due diligence requests, implications for the proposed transaction structure presented by the terms of Aviv's outstanding indebtedness, and the implementation of an UPREIT structure for the combined company in a manner that would result in a non-taxable event to the unit holders of the Aviv Partnership.

On September 26, 2014, at Omega's request, Bryan Cave delivered an initial draft merger agreement to Sidley Austin.

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On September 29, 2014, members of Omega's senior management team met in Hunt Valley, Maryland, with Messrs. Bernfield and Insoft participating by telephone, to conduct reciprocal due diligence on both Omega and Aviv. Representatives of Morgan Stanley, PJT Capital and Goldman Sachs were present with Omega's senior management team at this meeting.

On September 30, 2014, the Omega board of directors held a special telephonic meeting to discuss the status of the negotiations between Omega and Aviv. Omega management and representatives of Bryan Cave participated in the meeting. Omega management confirmed that the transaction terms as then contemplated involved all stock merger consideration at a fixed exchange ratio of 0.90 and that Aviv was seeking three seats on a declassified Omega board of directors following the merger, one of which would be filled by Mr. Bernfield. Omega management advised the Omega directors that financial diligence had been largely completed but legal and operational diligence was still pending.

On October 5, 2014, the Aviv board held a special telephonic meeting. Representatives of PJT Capital, Goldman Sachs and Sidley Austin also participated in the meeting. Mr. Bernfield and a representative of PJT Capital updated the Aviv board on the discussions with Omega since the last Aviv board meeting which included a discussion of the proposed exchange ratio, the board and related governance issues, and the management of the combined company following the merger. Representatives of Goldman Sachs then reviewed with the Aviv board certain financial information (all of which was derived from publicly available information) with respect to Aviv, Omega and the potential combined company. Throughout the review, members of the Aviv board asked questions and discussion ensued. Following the discussion, a representative of Sidley Austin discussed with the Aviv board the draft merger agreement provided by Bryan Cave and several key issues in the draft. The representative of Sidley Austin also noted for the Aviv board that based on information provided by PJT Capital and Goldman Sachs, neither had relationships with or interests in Omega that would result in a conflict with them continuing to represent Aviv in connection with the evaluation of a strategic combination with Omega. The Aviv board authorized and directed management and Aviv's advisors to continue negotiations with Omega.

On October 7, 2014, representatives of Bryan Cave and Sidley Austin discussed high level issues regarding the draft merger agreement focusing primarily on certain termination provisions, the effect of termination, certain restrictions in the no shop provision as well as Omega's proposal that the amount of the termination fee payable in certain events be set at \$80 million.

On October 9, 2014, at Omega's request, Bryan Cave delivered to Sidley Austin a draft voting agreement pursuant to which LG Aviv, Aviv's largest stockholder and an affiliate of Lindsay Goldberg LLC, would be obligated to vote its shares of Aviv common stock in favor of the transaction to the extent it has voting power over such shares. Sidley Austin forwarded the draft voting agreement to Weil Gotshal & Manges LLP, whom we refer to as Weil, counsel to LG Aviv.

On October 10, 2014, at Aviv's request, Sidley Austin provided Bryan Cave with initial comments on the draft merger agreement, which primarily focused on provisions related to deal protection, the size of the termination fee, and Omega's request for payment of the termination fee if Aviv's stockholders fail to approve the transaction.

On October 13, 2014, Messrs. Bernfield, Korman and Lowenthal met in Chicago to discuss the potential Aviv designees to the Omega board of directors following the merger and other governance matters, including the declassification of the Omega board of directors as well as other matters related to the proposed transaction and the history and operating strategy of Aviv. Messrs. Korman and Lowenthal, together with Mr. Bernfield, also met with two Aviv board members who were potential designees to the combined company board of directors following the merger.

Commencing on October 14, 2014 and continuing through October 30, 2014, representatives of Bryan Cave and Sidley had numerous conference calls to negotiate resolution to the remaining issues in the draft merger agreement. During the course of these discussions, Omega agreed to remove the right to a termination fee payable to Omega if Aviv stockholders do not approve the transaction, to include a bilateral right to make an "adverse recommendation change" in the event of an unforeseen positive development other than a competing proposal received pursuant to the no shop clause, and a reduction in the termination fee from \$80 million to \$65 million, which represented approximately 3.0% of the equity value

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of the transaction as of the date of the merger agreement. The parties also agreed to certain provisions that could extend the May 31, 2015, outside termination date in the event it was determined that the indicative terms of financing proposed to be undertaken by Omega in connection with the transaction would have a material adverse effect on the combined company and, following the extended termination date, the right of either party to terminate the transaction. On October 14, 2014, Weil, at the request of LG Aviv, provided comments on the draft voting agreement. Thereafter, representatives of Bryan Cave and Weil had several conference calls to negotiate a resolution to the issues in the draft voting agreement, which included the circumstances under which LG Aviv would be relieved of the obligation to vote its shares in favor of the proposed transaction.

On October 15 and 16, 2014, the Omega board of directors met in person with Omega senior management in Greenville, South Carolina, for a regular quarterly meeting. Representatives of Bryan Cave and Morgan Stanley participated in the meeting. Representatives of Bryan Cave reviewed the material terms of the proposed transaction, including summaries of the merger agreement and the voting agreement that were distributed in advance of the meeting. Senior management of Omega and the Omega directors discussed the strategic rationale for a transaction. The participants discussed at length the proposed combination in general, and specifically the then outstanding issues with respect to the merger and voting agreements and the Omega board of directors provided guidance for negotiating their resolution. Also at this meeting, representatives of Morgan Stanley reviewed their preliminary financial analysis of the merger consideration to be paid by Omega and responded to questions from the directors.

On October 16, 2014, the investment committee of the Aviv board of directors held a special telephonic meeting. Also participating in the meeting were members of Aviv management and representatives of Goldman Sachs and Sidley Austin. Members of management and Goldman Sachs reviewed with the Aviv investment committee the internal projections for Aviv, Omega and the combined company.

On October 19, 2014, the Aviv board held a special in person meeting. Also attending were members of management and representatives of PJT Capital, Goldman Sachs and Sidley Austin. Mr. Bernfield and a representative of PJT Capital began the meeting by updating the board on the discussions with Omega since the last Aviv board meeting. Representatives of Sidley Austin then advised the board that the parties had completed a preliminary tax analysis of the impact of the potential transaction on the limited partners of the Aviv Partnership and that based on such preliminary analysis, certain of the limited partners would be required to recognize gain on their limited partnership interests in connection with the Partnership Combination transaction. Representatives of Sidley Austin noted that the parties were working on potential solutions to the issue with Ernst & Young LLP, tax advisors and auditors to both Omega and Aviv, for both of Aviv's stockholders and the Aviv Partnership's limited partners to achieve a tax efficient transaction. The directors asked a number of questions and a discussion ensued. Following the discussion, a representative of Sidley Austin discussed with the Aviv board their fiduciary duties in connection with considering a potential strategic transaction with Omega. A representative of PJT Capital then discussed the status of negotiations between the parties and gave an overview of the negotiations to date. Following questions from directors and a discussion, Mr. Insoft reviewed the results of the business, financial and legal due diligence conducted on Omega. Representatives of Goldman Sachs then reviewed the internal financial projections for Aviv, Omega and the combined company provided to Goldman Sachs by Aviv management and approved for Goldman Sachs's use by Aviv, Goldman Sachs presented a preliminary financial analysis of the potential transaction. Following this discussion, the representatives of PJT Capital and Goldman Sachs left the meeting. The Aviv board discussed the proposed terms and fees to be paid to PJT Capital and Goldman Sachs and, following discussion, approved the final terms of the engagement letters and the fees for PJT Capital and Goldman Sachs. Once the representatives of PJT Capital and Goldman Sachs returned to the meeting, the Aviv board discussed next steps and following discussion, the Aviv board authorized and directed management and Aviv's advisors to continue the negotiations with Omega.

On October 26, 2014, the Aviv board held a special telephonic meeting. Also participating in the meeting were members of management and representatives of PJT Capital, Goldman Sachs and Sidley Austin. Mr. Bernfield began the meeting by summarizing for the Aviv board the sequence of events that started with the events surrounding Company A and Company B and leading to discussions with Omega.

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Representatives of PJT Capital and Goldman Sachs then each noted for the Aviv board that in their respective views there was no evidence that other companies in the industry would be interested in pursuing a strategic transaction and Omega was a strong strategic fit for Aviv at this time. Directors asked a number of questions and a discussion ensued. A representative of Sidley Austin then reviewed with the Aviv board the terms of the draft merger agreement and voting agreement and the principal open issues. Following a discussion regarding the terms of the agreements, representatives of Goldman Sachs reviewed with the Aviv board Goldman Sachs's preliminary financial analysis. Mr. Insoft described for the Aviv board the severance and retention arrangements being negotiated with respect to employees of Aviv. Mr. Insoft's employment agreement with Omega was also discussed. Following a discussion of these matters, representatives of Sidley Austin led a discussion with the Aviv board regarding the potential tax issue related to certain of the limited partners. A representative of Sidley Austin described the potential solution of having the operating partnership of the combined company incur \$100 million of unsecured indebtedness and a discussion ensued. The representatives of Sidley Austin informed the board that Ernst & Young had advised Aviv that, based upon current tax information and financial projections available to Ernst & Young, this solution would result in a non-taxable transaction for all of the limited partners of Aviv's operating partnership and that such solution had been discussed with, and was acceptable to, Omega and its counsel. Representatives of Goldman Sachs expressed their view that it would not be expected that putting \$100 million of indebtedness at the combined company's operating partnership would adversely affect the combined company's overall cost of capital. Following further discussion, the Aviv board concluded that placing \$100 million of indebtedness at the combined company's operating partnership was an acceptable solution. The Aviv board discussed next steps and following discussion, the Aviv board authorized and directed management and Aviv's advisors to continue the negotiations with Omega.

On October 27, 2014, Omega advised Aviv that in the course of Omega's diligence inquiry regarding REIT compliance matters, a question was raised as to whether dividend payments made with respect to Aviv's common stock during certain taxable years prior to Aviv's initial public offering when Aviv also had preferred stock outstanding would be considered to be non-deductible preferential dividends under the provisions of the Internal Revenue Code. The question focused on the timing of and manner in which the Aviv board of directors' had declared dividends payable with respect to the preferred stock, which Omega's advisors believed was not in full technical compliance with the terms of the preferred stock contained in Aviv's articles of incorporation. Omega's advisors discussed with Sidley Austin, Venable LLP, Aviv's Maryland counsel, and Ernst & Young, whether Aviv's actions were sufficient to meet the requirements for treating dividend payments made on Aviv common stock during these tax years as other than preferential dividends and, if not, possible steps to remedy any technical non-compliance with the preferential dividend rules.

Also on October 27, 2014, the Aviv board of directors held a special telephonic meeting. Also participating in the meeting were members of management and representatives of PJT Capital, Goldman Sachs and Sidley Austin. Representatives of Sidley Austin began the meeting by noting for the Aviv board that Omega's advisors had raised various questions related to Aviv's REIT compliance and that the parties were working to address Omega's concerns. Representatives of Sidley Austin described the concerns raised by Omega's advisors and described the potential resolutions being evaluated which included utilizing the self-determination procedures established by the Internal Revenue Service, whom we refer to as the IRS, by declaring a special dividend that would constitute a dividend under Section 860 of the Internal Revenue Code, which we refer to as the Section 860 dividend. The directors asked questions and a discussion ensued. Following a discussion, the Aviv board authorized and directed management and Aviv's advisors to continue to work towards a solution to address the REIT compliance concerns raised by Omega's advisors and further authorized and directed management and Aviv's advisors to continue to work on the transaction with Omega.

On October 29, 2014, the Omega board of directors, together with members of Omega senior management and representatives of Bryan Cave, held a special telephonic meeting to discuss the proposed transaction. Representatives of Morgan Stanley reviewed their financial analysis of the merger consideration and answered questions from the directors at this meeting. The Omega directors discussed the possible preferential dividend issue and related tax and REIT compliance implications and requested that the Omega audit committee review the issues further and report back to the full Omega board of directors with a recommendation regarding how Omega should proceed. The representatives of Bryan Cave also

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reviewed the remaining outstanding issues on the merger and voting agreements, and the Omega directors provided guidance for negotiating their resolution.

On October 30, 2014, Aviv proposed to address the potential preferential dividend issue by declaring and paying a Section 860 dividend to its stockholders prior to December 31, 2014. Such dividend would be claimed as deductions with respect to the taxable years in question and Aviv would take appropriate steps to file all tax forms and otherwise report to the IRS in the manner required to fully comply with the Section 860 deficiency dividend procedures as established by the IRS.

On October 30, 2014, the Omega audit committee, together with members of Omega senior management and representatives of Bryan Cave, held a special telephonic meeting at which Aviv's REIT compliance and related tax due diligence issues were further reviewed and discussed. Bryan Cave confirmed that the focus of the issue was limited to potential adverse tax consequences to Aviv and that, assuming that the merger with Aviv was consummated, would not adversely impact Omega's status as a REIT following the merger. Estimates of the range of potential adverse tax consequences were discussed along with possible approaches to address the issue including, the payment of a Section 860 dividend as Aviv had proposed. In light of a number of considerations including, without limitation, (i) the highly technical nature of Aviv's potential non-compliance with the preferential dividend provisions, (ii) the steps being taken by Aviv to avail itself of relief under the IRS's self-determination rules, (iii) the payment of Section 860 dividends for the tax years in question and compliance with the Section 860 dividend procedures issued by the IRS, and (iv) the advice received by the audit committee that any further review of the issue by the IRS following the merger could likely be addressed in the context of seeking a closing agreement with the IRS, the audit committee determined to report to the Omega board of directors that the audit committee did not believe such issues presented a material impediment to Omega's ability to move forward with the proposed transaction assuming a definitive merger agreement could be negotiated.

On October 30, 2014, the Omega board of directors held a special telephonic meeting to discuss the proposed merger with Aviv. At the meeting, Omega management and representatives from Bryan Cave provided an update on the issue as well as the proposal by Aviv that it pay a Section 860 dividend prior to December 31, 2014, to remedy the technical REIT compliance issue under the IRS preferential dividend rules. The audit committee reported on its meeting with Omega's tax and legal advisors and confirmed that it did not believe such issues created a material risk so as to constitute an impediment to Omega's ability to move forward with the proposed transaction. Representatives of Bryan Cave then summarized the material terms of Morgan Stanley's engagement and, following discussion, the engagement of Morgan Stanley was unanimously approved. Representatives of Morgan Stanley joined the meeting and reviewed Morgan Stanley's final financial analysis. Representatives of Bryan Cave then provided an update on the negotiations of the merger agreement and the voting agreement, noting that there were no unresolved material issues. Omega management reviewed the strategic rationale and anticipated benefits of the proposed transaction to Omega stockholders. Representatives of Bryan Cave then reviewed the final terms of the proposed merger agreement and the voting agreement and the resolutions that would be submitted to the board of directors for consideration. Morgan Stanley then delivered its oral opinion, later confirmed by delivery of a written opinion dated October 30, 2014, to the Omega board of directors that, as of October 30, 2014, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the exchange ratio of 0.90 pursuant to the merger agreement was fair, from a financial point of view, to Omega. Following discussion and deliberation, the Omega board of directors unanimously approved the merger agreement, the voting agreement and the transactions contemplated by the merger agreement.

On October 30, 2014, the Aviv board held a special telephonic meeting. Also participating in the meeting were members of management and representatives of PJT Capital, Goldman Sachs and Sidley Austin. A representative of Sidley Austin reviewed with the Aviv board their fiduciary obligations in considering the potential transaction. Following the review, a representative of Sidley Austin described the proposed solution to address the REIT compliance concerns raised by Omega's advisors, the tax consequences of the proposed solution and noted that the merger agreement would include a covenant that Aviv declare and pay the Section 860 dividend prior to the end of 2014; the Section 860 dividend was paid to Aviv stockholders on December 19, 2014 as part of Aviv's regular quarterly dividend. Following

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discussion, the Aviv board concluded that the Section 860 dividend was an acceptable solution to address Omega's concerns. A representative of Sidley Austin then reviewed the final terms of the merger agreement and the voting agreement. Following the review, representatives of Goldman Sachs reviewed Goldman Sachs's financial analysis of the proposed transaction and orally delivered to the Aviv board of directors the opinion of Goldman Sachs, which was subsequently confirmed in writing in a written opinion dated October 31, 2014, that, as of the date of such written opinion and based on and subject to the factors, assumptions and limitations, as more fully described under "—Opinion of Aviv's Financial Advisor," the exchange ratio of 0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement was fair from a financial point of view to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock. Following a discussion, the Aviv board unanimously approved the merger agreement, the voting agreement and the transactions contemplated thereby. Aviv and Omega executed the merger agreement and Omega and LG Aviv executed the voting agreement as of October 30, 2014. A joint press release announcing the transaction was released prior to the opening of trading on October 31, 2014.

Omega's Reasons for the Merger; Recommendation by the Omega Board of Directors

After careful consideration, the Omega board of directors, by a unanimous vote of all directors, at a meeting held on October 30, 2014, approved the merger agreement and the transactions contemplated thereby, including the merger. In reaching its decision, the Omega board of directors consulted with Omega's senior management and Omega's financial and legal advisors, and considered a number of factors that the board of directors believed supported its decision, including the following material factors:

- Strategic and Financial Considerations. The Omega board of directors believes that the merger will provide a number of significant strategic and financial opportunities, including the following:

the creation of the largest REIT in the United States focused primarily on SNFs as measured by number of properties, which is expected to position Omega to compete for a broad spectrum of transactions and to grow and invest in existing relationships;

the assembly of a portfolio with greater diversification by geography, asset class and tenant/ operator than Omega currently possesses;

the belief that the merger will be accretive to Omega's adjusted funds from operations and funds available for distribution;

the potential for future growth by combining Aviv's acquisition and real estate development capabilities and Omega's acquisition expertise and the ability to leverage existing relationships with an expanded number of quality operators;

the refinancing of Aviv's outstanding indebtedness with the benefit of Omega's lower cost of capital;

further strengthening of Omega's balance sheet and expected further improvement in Omega's long-term cost of capital and credit profile;

the belief that the combined company's stockholders will benefit from a stable and secure dividend with strong growth potential; and

an opportunity to enhance the level of management depth and experience of the combined company by leveraging the talents of the combined board of directors and management teams.

- Fixed Exchange Ratio. The Omega board of directors considered that the exchange ratio is fixed and that it will not fluctuate as a result of changes in the price of Omega common stock or Aviv common stock and that a fixed exchange ratio limits the impact of external factors on the transaction.

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- Opinion of Financial Advisor. The Omega board of directors considered the opinion of Morgan Stanley that, as of October 30, 2014, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its opinion, the exchange ratio of 0.90 pursuant to the merger agreement was fair, from a financial point of view, to Omega, as more fully described elsewhere in this joint proxy statement/prospectus.

- Familiarity with Business. The Omega board of directors considered its knowledge of the business, operations, financial condition, earnings and prospects of Omega and Aviv, taking into account the results of Omega's due diligence review of Aviv, as well as its knowledge of the current and prospective environment in which Omega and Aviv operate, including economic and market conditions.

- High Likelihood of Consummation. The Omega board of directors considered the commitment on the part of both parties to complete the business combination between Omega and Aviv pursuant to their respective obligations under the terms of the merger agreement, the commitment of LG Aviv to vote all of its shares of Aviv common stock over which it has discretionary voting power (which, after giving effect to an Investment Agreement dated March 25, 2013 between LG Aviv and Aviv, represent approximately 37% of the outstanding shares of Aviv common stock as of the Aviv record date) in favor of the merger agreement and the transactions contemplated thereby and the resulting likelihood that the stockholder approvals needed to complete the transaction would be obtained in a timely manner.

The Omega board of directors also considered a variety of risks and other potentially negative factors concerning the merger agreement and the merger, including the following:

- the possibility that the merger may not be completed, or that completion may be unduly delayed, including because Aviv stockholders may not adopt the merger agreement and approve the merger and the other transactions contemplated by the merger agreement, Omega stockholders may not approve the issuance of shares of Omega common stock to Aviv stockholders in connection with the merger or Omega's charter amendments to declassify the Omega board of directors and increase the number of shares of common stock that Omega is authorized to issue, or because of reasons beyond the control of Omega and/or Aviv;

- the risk that failure to complete the merger would negatively affect the price of Omega common stock and future business and financial results of Omega;

- the potential risk of diverting management focus and resources from operational matters and other strategic opportunities while working to implement the merger and related transactions;

- the risk of not capturing all of the anticipated operational synergies and cost savings between Omega and Aviv and the risk that other anticipated benefits might not be realized within the expected timeframe or at all;

- the substantial costs to be incurred in connection with the merger and related transactions, including the costs of integrating the businesses of Omega and Aviv and the transaction expenses to be incurred in connection with the merger and related transactions;

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the restrictions on the conduct of Omega's business between the date of the merger agreement and the date of the consummation of the merger;

- the potential impact of Aviv's technical non-compliance in past periods with the preferential dividend rules applicable to REITs;
- the ability to refinance Aviv's existing indebtedness and the impact of uncertainty in the capital markets;
- the risks associated with integrating new personnel into the management team and the board of directors;

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- the obligation to pay to Aviv a termination fee of \$65 million if the merger agreement is terminated under certain circumstances; and

- the other factors described under “Risk Factors.”

In addition to considering the factors described above, the Omega board of directors considered the fact that a director of Omega may have interests in the transaction that are different from, or in addition to, the interests of Omega’s stockholders generally. See “—Interests of Omega’s Directors and Executive Officers in the Merger” below.

The above discussion of the factors considered by the Omega board of directors is not intended to be exhaustive, but does set forth the material factors considered by the Omega board of directors. In reaching its determination, the Omega board of directors did not quantify or assign any relative weights to the factors considered, and individual directors may have given different weights to different factors. The Omega board of directors considered all these factors as a whole, including its discussion with, and inquiry of, Omega’s management and financial and legal advisors, and overall considered these factors to be favorable to, and to support, its determination.

For the reasons set forth above, the Omega board of directors unanimously approved the merger agreement and the transactions contemplated thereby. The Omega board of directors unanimously recommends that the Omega stockholders vote “FOR” the proposal to approve the Omega Stock Issuance, “FOR” the proposal to approve the Omega Stock Charter Amendment, “FOR” the proposal to approve the Omega Declassification Charter Amendment, “FOR” the proposal to approve the Omega Future Amendment Charter Amendment and “FOR” the Omega Adjournment Proposal. Aviv’s Reasons for the Merger; Recommendation by the Aviv Board of Directors

Reasons for the Merger

In deciding to declare advisable and approve the merger agreement and the other transactions contemplated by the merger agreement and to recommend that Aviv stockholders approve the Merger Approval Proposal, the Aviv board of directors, with the assistance of management and Aviv’s legal and financial advisors, considered a number of positive factors in their deliberations, including:

- the expectation that the combined company will have a leading SNF platform with enhanced scale and strong operating relationships;

- the belief that Aviv and Omega have complementary portfolios that will give the combined company a high quality portfolio with an enlarged geographic footprint and expanded market presence;

- the belief that the merger will result in a combined company with a strong acquisition platform, combining Aviv’s development and redevelopment strategy with Omega’s established capital expenditure financing program;

- anticipated strong, stable dividend for stockholders with strong growth potential;

- the potential for synergies;

- the expectation that the combined company will have a strong financial profile and an improved cost of capital;

- the various financial analyses prepared by management and financial advisors;

- the opinion, dated October 31, 2014, of Goldman Sachs to the Aviv board of directors that as of such date and subject to the factors, assumptions and limitations set forth therein, the exchange ratio of 0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement was fair from a financial point of view to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock;

- results of management and advisor due diligence performed with respect to Omega;

- publicly available information regarding Omega;

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- Aviv management's overall familiarity with Omega;
- Aviv's historic operations and financial results as well as the prospects for Aviv on a combined basis;
- other strategic alternatives available to Aviv, including continuing to operate on a stand-alone basis;
- that the form of consideration is all stock, which will enable stockholders to continue to participate in the growth prospects of Aviv's business and of the combined company;
- the historic trading prices of Aviv and Omega and the premium to Aviv's trading price;
- the Aviv stockholders' pro forma ownership of the combined company;
- the potential for increased liquidity for Aviv stockholders from owning shares in a more broadly traded stock;
- the course of negotiations with Omega;
- that the Aviv board of directors thoroughly evaluated the potential transaction over the course of 10 meetings;
- the limited closing conditions contained in the merger agreement and the expected likelihood of closing;
- the ability under the merger agreement to negotiate with parties that present a competing proposal and the ability to change recommendation and, prior to the stockholders' meeting, accept a superior proposal, subject to paying a termination fee;
- the ability of the Aviv board of directors to change its recommendation to stockholders in the case of an unforeseen intervening event and that doing so may result in Aviv being required to pay the termination fee;
- the amount of the termination fee and view that it would not prevent a potentially interested party from making a proposal;
- that the Aviv designees to the Omega board will have input in the direction of the combined company; and
- Aviv's right to terminate the agreement and receive a termination fee if the Omega board changes its recommendation of the transaction.

The Aviv board of directors also identified and considered various risks and potentially negative factors concerning the merger agreement, the merger and the other transactions contemplated by the merger agreement. These factors included:

- that Aviv did not run a competitive auction and weighed against this consideration the views of Aviv's management, advisors and board of directors on the likelihood of other potentially interested parties being willing to provide the greater benefits to Aviv's stockholders than those proposed by the potential combination based, in part, on discussions with potential strategic partners identified by Aviv's financial advisors prior to initiating discussions with Omega;
- that the merger agreement does not contain a "go shop" provision, which would have allowed Aviv to solicit competing proposals and weighed against this consideration Aviv's ability under the merger agreement to respond to competing proposals;
- that Omega will be required to raise a substantial amount of financing in order to refinance the indebtedness of Aviv;
- the limitations on Aviv's operations between signing and closing;
- that attempting to close the proposed transaction and integrate the two companies may impact Aviv's ability to conduct its business in the ordinary course;

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- the impact on Aviv if the transaction does not close once announced; and

- the interests that directors and management have in the transaction.

The foregoing discussion is not intended to be an exhaustive list of the information and factors considered by the Aviv board of directors in its consideration of the merger and the other transactions contemplated by the merger agreement, but is merely a summary of the material positive factors and material drawbacks and risks considered by the Aviv board of directors in that regard. In view of the number and variety of factors and the amount of information considered, the Aviv board of directors did not find it practicable to, and did not make specific assessments of, quantify or otherwise assign relative weights to, the specific factors considered in reaching its determination. In addition, the Aviv board did not undertake to make any specific determination as to whether any particular factor, or any aspect of any particular factor, was favorable or unfavorable to its ultimate determination, and individual members of the Aviv board of directors may have given different weights to different factors.

Recommendation by the Aviv Board of Directors

In evaluating the merger and the other transactions contemplated by the merger agreement, the Aviv board of directors consulted with Aviv's legal and financial advisors, as well as management and, after careful consideration in light of the above factors, has unanimously (i) approved the merger agreement and the transactions contemplated by the merger agreement, (ii) determined and declared that the merger and the other transactions contemplated by the merger are advisable, fair to and in the best interest of Aviv, and (iii) directed that the Merger Approval Proposal, the Adjournment Proposal and the Aviv Compensation Proposal be submitted for consideration at the Aviv special meeting.

Accordingly, the Aviv board of directors unanimously recommends that the Aviv stockholders vote "FOR" the Merger Approval Proposal, "FOR" the Aviv Adjournment Proposal and "FOR" the Aviv Compensation Proposal. The merger cannot be completed without the approval by Aviv stockholders of the Merger Approval Proposal.

Opinion of Omega's Financial Advisor

Omega retained Morgan Stanley to provide it with financial advisory services in connection with the proposed merger. Omega selected Morgan Stanley to act as its financial advisor based on Morgan Stanley's qualifications, expertise and reputation, and its knowledge of the business and affairs of Omega. As part of this engagement, the Omega Board requested that Morgan Stanley evaluate the fairness, from a financial point of view, of the exchange ratio pursuant to the merger agreement, to Omega. On October 30, 2014, at a meeting of the Omega board of directors, Morgan Stanley rendered its oral opinion, later confirmed by delivery of a written opinion, that, as of October 30, 2014, and based upon and subject to the various assumptions made, procedures followed, matters considered and qualifications and limitations on the scope of review undertaken by Morgan Stanley as set forth in its written opinion, the exchange ratio of 0.90 pursuant to the merger agreement was fair, from a financial point of view, to Omega.

The full text of the written opinion of Morgan Stanley, dated as of October 30, 2014, is attached to this proxy statement/prospectus as Annex D and is incorporated herein by reference. The summary of the opinion of Morgan Stanley in this proxy statement/prospectus is qualified in its entirety by reference to the full text of the opinion and you should read the opinion in its entirety for a discussion of the assumptions made, procedures followed, matters considered and qualifications and limitations upon the review undertaken by Morgan Stanley in rendering its opinion. Morgan Stanley's opinion is directed to the Omega Board and addresses only the fairness from a financial point of view of the exchange ratio pursuant to the merger agreement to Omega as of the date of such opinion and does not address any other aspect of the merger. The opinion did not in any manner address the prices at which the Omega common stock will trade following consummation of the merger or at any time. Morgan Stanley's opinion does not constitute a recommendation to any holder of Omega common stock or Aviv common stock as to how to vote at the special meetings to be held in connection with the merger or whether to take any other action with respect to the merger.

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In connection with rendering its opinion, Morgan Stanley, among other things:

- reviewed certain publicly available financial statements and other business and financial information of Aviv and Omega, respectively;
- reviewed certain internal financial statements and other financial and operating data concerning Aviv and Omega, respectively;
- reviewed certain financial projections prepared by the managements of Aviv and Omega, respectively;
- reviewed information relating to certain strategic, financial and operational benefits anticipated from the merger, prepared by the managements of Aviv and Omega, respectively;
- discussed the past and current operations and financial condition and the prospects of Aviv, including information relating to certain strategic, financial and operational benefits anticipated from the merger, with senior executives of Aviv;
- discussed the past and current operations and financial condition and the prospects of Omega, including information relating to certain strategic, financial and operational benefits anticipated from the merger, with senior executives of Omega;
- reviewed the pro forma impact of the merger on Omega's funds from operations per share, funds available for distribution per share, cash flow, consolidated capitalization and financial ratios;
- reviewed the reported prices and trading activity for Aviv common stock and Omega common stock;
- compared the financial performance of Aviv and Omega and the prices and trading activity of Aviv common stock and Omega common stock with that of certain other publicly-traded companies comparable with Aviv and Omega, respectively, and their securities;
- reviewed the financial terms, to the extent publicly available, of certain comparable acquisition transactions;
- participated in certain discussions and negotiations among representatives of Aviv and Omega and their financial and legal advisors;
- reviewed the merger agreement and certain related documents; and
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performed such other analyses, reviewed such other information and considered such other factors as Morgan Stanley deemed appropriate.

In arriving at its opinion, Morgan Stanley assumed and relied upon, without independent verification, the accuracy and completeness of the information that was publicly available or supplied or otherwise made available to it by Aviv and Omega, and formed a substantial basis for its opinion. With respect to the financial projections, including information relating to certain strategic, financial and operational benefits anticipated from the merger, Morgan Stanley assumed that they had been reasonably prepared on bases reflecting the best currently available estimates and judgments of the respective managements of Aviv and Omega of the future financial performance of Omega and Aviv. In addition, Morgan Stanley assumed that the merger will be consummated in accordance with the terms set forth in the merger agreement without any waiver, amendment or delay of any terms or conditions, including, among other things, that the merger will be treated as a tax-free reorganization, pursuant to the Internal Revenue Code. Morgan Stanley assumed that in connection with the receipt of all the necessary governmental, regulatory or other approvals and consents required for the proposed merger, no delays, limitations, conditions or restrictions would be imposed that would have a material adverse effect on the contemplated benefits expected to be derived in the proposed merger. Morgan Stanley was advised by Aviv that Aviv has qualified as a REIT for U.S. federal income tax purposes since its formation as a REIT and Morgan Stanley assumed that the merger will not adversely affect the status or operations of Omega as a REIT. Morgan Stanley is not a legal, tax or regulatory advisor. Morgan Stanley is a financial advisor only and relied upon, without independent verification, the assessment of Omega and Aviv and their respective legal, tax or regulatory advisors with respect to legal, tax or regulatory matters. Morgan Stanley expressed no opinion with respect to the fairness

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of the amount or nature of the compensation to any of Aviv's officers, directors or employees, or any class of such persons, relative to the exchange ratio or otherwise. Morgan Stanley did not make any independent valuation or appraisal of the assets or liabilities of Omega, Aviv or any other entity, nor was it furnished with any such valuations or appraisals. Morgan Stanley's opinion was necessarily based on financial, economic, market and other conditions as in effect on, and the information made available to it as of, the date of the opinion. Events occurring after such date may affect Morgan Stanley's opinion and the assumptions used in preparing it, and Morgan Stanley did not assume any obligation to update, revise or reaffirm its opinion.

Summary of Financial Analyses of Morgan Stanley

The following is a summary of the material financial analyses performed by Morgan Stanley in connection with its oral opinion and the preparation of its written opinion letter to the Omega board of directors dated October 30, 2014. The following summary is not a complete description of the financial analyses performed and factors considered by Morgan Stanley in connection with its opinion, nor does the order of analyses described represent the relative importance or weight given to those analyses. The various analyses summarized below were based on the closing prices for the common stock of Omega and Aviv as of October 28, 2014. Some of these summaries of financial analyses include information presented in tabular format. In order to fully understand the financial analyses used by Morgan Stanley, the tables must be read together with the text of each summary. The tables alone do not constitute a complete description of the financial analyses. The analyses listed in the tables and described below must be considered as a whole. Assessing any portion of such analyses and of the factors reviewed, without considering all analyses and factors, could create a misleading or incomplete view of the process underlying Morgan Stanley's opinion. Furthermore, mathematical analysis (such as determining the average or median) is not in itself a meaningful method of using the data referred to below.

Comparable Public Companies Analysis

Morgan Stanley reviewed and compared certain publicly available and internal financial information, ratios and consensus estimates of each of Omega and Aviv with equivalent publicly available financial information and consensus estimates for companies that share business characteristics with Omega and Aviv to derive an implied exchange ratio reference range with respect to Omega and Aviv. These comparable companies included LTC Properties, Inc., Medical Properties Trust, Inc., National Health Investors, Inc., Sabra Health Care REIT, Inc., and CareTrust REIT, Inc. In addition, the comparable companies set for Omega included Aviv and the comparable companies set for Aviv included Omega.

For purposes of this analysis, Morgan Stanley analyzed certain statistics for each of these companies for comparison purposes, including share price to consensus Wall Street research analyst (referred to as Street consensus) estimated 2015 funds from operations, which we refer to as 2015 FFO, share price to Street consensus estimated 2015 adjusted funds from operations, which we refer to as 2015 AFFO, and share premium or discount to Street consensus estimated net asset value, which we refer to as NAV. With respect to the relationships between share price to Street consensus estimated 2015 FFO and 2015 AFFO, Morgan Stanley calculated implied trading multiples for each of the comparable companies and with respect to the relationships between share price to Street consensus NAV, Morgan Stanley calculated implied premiums or discounts as the case may be. The statistics for each of the comparable companies were calculated using their respective closing prices on October 28, 2014 and were based on the most recent publicly available information and Street consensus estimates.

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Morgan Stanley then compared these statistics and multiples of the comparable companies with the corresponding statistics and multiples for Omega and Aviv. The following table reflects the results of this analysis:

	Price/2015E FFO	Price/2015E AFFO	Premium/Discount to NAV
Street consensus estimates			
LTC Properties, Inc.	14.6x	14.8x	22.2%
Medical Properties Trust, Inc.	11.2x	11.4x	18.7%
National Health Investors, Inc.	14.6x	16.2x	42.6%
Sabra Health Care REIT, Inc.	10.8x	12.4x	19.9%
CareTrust REIT, Inc.	15.9x	15.1x	20.8%
Omega Healthcare Investors, Inc.	13.6x	14.3x	52.3%
Aviv REIT, Inc.	14.0x	13.3x	34.6%
Management estimates			
Omega Healthcare Investors, Inc.	12.9x	13.9x	—
Aviv REIT, Inc.	13.2x	13.1x	—

From the comparable companies set, Morgan Stanley applied the second lowest and second highest price to estimated 2015 FFO and estimated 2015 AFFO multiples to Street consensus estimated 2015 FFO and Street consensus estimated 2015 AFFO for each of Omega and Aviv to derive a range of implied share prices for each share of Omega and Aviv common stock. Morgan Stanley also reviewed the percentage premiums to Street consensus NAV from the comparable companies set to Street consensus NAV for each of Omega and Aviv to derive a range of implied share prices for each share of Omega and Aviv. For Omega, the low end of this range was based upon the median of the comparable companies while the high end of this range was calculated by applying a spread to the median of the comparable companies based upon the long-term relative premium to NAV of Omega relative to the comparable companies. For Aviv, the low and high ends of this range were based upon the median and maximum premiums to Street consensus NAV of the comparable companies, respectively. The ranges of implied share prices derived from the above analyses were compared to the (1) closing price per share of Omega common stock on October 28, 2014 of \$39.46 and (2) the closing price of Aviv common stock on October 28, 2014 of \$29.89. The following table reflects the results of this analysis:

	Aviv		Omega	
	Comparable Companies Range	Implied Share Price Range	Comparable Companies Range	Implied Share Price Range
Consensus Estimated 2015 FFO	11.2x – 14.6x	\$23.83 – \$31.00	11.2x – 14.6x	\$32.48 – \$42.25
Consensus Estimated 2015 AFFO	12.4x – 15.1x	\$27.78 – \$33.81	12.4x – 15.1x	\$34.12 – \$41.54
Consensus NAV	21.5% – 52.3%	\$26.97 – \$33.81	21.5% – 43.5%	\$31.48 – \$37.18

Following this analysis, Morgan Stanley then compared the ranges of implied share prices for each of Omega and Aviv. For each metric, Morgan Stanley compared the lowest implied equity value per share for Aviv to the highest implied equity value per share for Omega to derive the lowest exchange ratio implied by each pair of estimates. Similarly, Morgan Stanley compared the highest implied equity value per share for Aviv to the lowest implied equity value per share for Omega to derive the highest exchange ratio implied by each pair of estimates. The implied exchange ratios resulting from this analysis, as compared to the exchange ratio of 0.90x provided for in the merger, were:

	Implied Exchange Ratio Range
Consensus Estimated 2015 FFO	0.56x – 0.95x

Consensus Estimated 2015 AFFO 0.67x – 0.99x

Consensus NAV 0.73x – 1.07x

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No company utilized in the comparable company analysis is identical to Omega or Aviv. In evaluating comparable companies, Morgan Stanley made judgments and assumptions with regard to industry performance, general business, economic, market and financial conditions and other matters, which are beyond Omega and Aviv's control, such as the impact of competition on Omega, Aviv and the industry generally, industry growth, and the absence of any material adverse effect in the financial condition and prospects of Omega, Aviv or the industry, or in the financial markets in general.

Dividend Discount Analysis

Morgan Stanley performed a dividend discount analysis of Aviv common shares to calculate a range of implied present values per share of the distributable cash flows that Aviv was forecasted to generate during the fiscal years ending December 31, 2015 through December 31, 2018 utilizing internal estimates of Aviv's management. Morgan Stanley derived a range of implied terminal values by applying to Aviv's estimated funds available for distribution, which we refer to as FAD, for the calendar year 2019 a range of terminal FAD multiples, the midpoint of which was based on the average of Omega's forward twelve months Street consensus AFFO multiple over the previous two years. Present values (as of December 31, 2014) of Aviv's forecasted dividends and terminal values were then calculated by Morgan Stanley using a discount rate range of 6.9% to 8.9% derived from a cost of equity calculation utilizing the capital asset pricing model. This analysis indicated the following implied per share equity value reference range for Aviv:

Implied Per Share Equity Value Reference Range

\$31.13 to \$37.82

Similarly, Morgan Stanley performed a dividend discount analysis of Omega common shares to calculate a range of implied present values per share of the distributable cash flows that Omega was forecasted to generate during the fiscal years ending December 31, 2015 through December 31, 2018 utilizing internal estimates of Omega's management. Morgan Stanley derived a range of implied terminal values by applying to Omega's estimated FAD for the calendar year 2019 a range of terminal FAD multiples, the midpoint of which was based on the average of Omega's forward twelve months Street consensus AFFO multiple over the previous two years. Present values (as of December 31, 2014) of Omega's forecasted dividends and terminal values were then calculated by Morgan Stanley using a discount rate range of 7.3% to 9.3% derived from a cost of equity calculation utilizing the capital asset pricing model. This analysis indicated the following implied per share equity value reference range for Aviv:

Implied Per Share Equity Value Reference Range

\$38.77 to \$46.93

Following this analysis, Morgan Stanley then compared the ranges of implied equity values for each of Omega and Aviv. First, Morgan Stanley compared the lowest implied equity value per share for Aviv to the highest implied equity value per share for Omega to derive the lowest exchange ratio implied by each pair of estimates. Second, Morgan Stanley compared the highest implied equity value per share for Aviv to the lowest implied equity value per share for Omega to derive the highest exchange ratio implied by each pair of estimates. The implied exchange ratio range resulting from this analysis, as compared to the exchange ratio of 0.90x provided for in the merger agreement, was:

Implied Exchange Ratio Range

0.66x – 0.98x

Selected Precedent Transaction Analysis

Morgan Stanley also performed an analysis of selected precedent transactions involving mergers of healthcare REITs that shared certain characteristics with the merger. Based on publicly available information, Morgan Stanley identified the following 10 publicly announced and completed transactions in which both the target and acquirer owned and operated primarily healthcare properties, the transaction had an aggregate value of greater than \$150 million, and the transaction occurred after January 1, 1998:

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Selected Healthcare REIT Transactions

Transaction Announcement Date	Acquiror	Target
August 2014	Health Care REIT, Inc.	HealthLease Properties Real Estate Investment Trust
June 2014	Ventas, Inc.	American Realty Capital Healthcare Trust, Inc.
December 2011	Ventas, Inc.	Cogdell Spencer Inc.
February 2011	Ventas, Inc.	Nationwide Health Properties, Inc.
January 2007	Ventas, Inc.	Sunrise Senior Living REIT
September 2006	Health Care REIT, Inc.	Windrose Medical Properties Trust
May 2006	Health Care Properties Investors, Inc.	CNL Retirement Properties, Inc.
November 2003	Ventas, Inc.	ElderTrust
August 1999	Health Care Properties Investors, Inc.	American Health Properties, Inc.
June 1998	Healthcare Realty Trust Incorporated	Capstone Capital Corporation

Morgan Stanley reviewed the premiums paid to the target companies' unaffected stock prices (defined as the average stock price for the 10 trading days ending five trading days prior to the announcement of the transaction for such selected precedent transactions). The overall observed first quartile and third quartile unaffected stock price premiums paid in all transactions reviewed were 14.3% and 28.2%, respectively. An implied per share equity value reference range for Aviv was then calculated based on applying those premiums to the closing price per share of Aviv common stock on October 28, 2014. Based on the implied per share equity value reference range calculated in this analysis, Morgan Stanley derived an implied exchange ratio range using the closing price per share of Omega common stock on October 28, 2014. This analysis indicated the following implied per share equity value reference range for a share of Aviv common stock and the following implied exchange ratio range, as compared to the exchange ratio of 0.90x provided for in the merger agreement:

Implied Per Share Equity Value Reference Range	Implied Per Share Merger Consideration
\$34.15 – \$38.32	0.87x – 0.97x

No company or transaction utilized as a comparison in the analysis of selected precedent transactions is identical to Aviv or directly comparable to the merger in business mix, timing and size. Accordingly, an analysis of the results of the foregoing necessarily involves complex considerations and judgments concerning differences in financial and operating characteristics of Aviv and other factors that would affect the value of the companies to which Aviv is being compared. In evaluating the precedent transactions, Morgan Stanley made judgments and assumptions with regard to industry performance, global business, economic, market and financial conditions and other matters, many of which are beyond Aviv's control, such as the impact of competition on Aviv and the industry generally, industry growth and the absence of any adverse material change in the financial conditions and prospects of Aviv or the industry or the financial markets in general, which could affect the public trading value of the companies and the aggregate value of the transactions to which they are being compared.

Contribution Analysis

Morgan Stanley also performed a contribution analysis which reviewed the pro forma contribution of Omega and Aviv to the combined entity and implied contributions based on certain financial metrics using management plans for both Omega and Aviv as provided by both Omega and Aviv management for their separate companies, respectively. Such financial metrics included, for each of Omega and Aviv, management's estimated 2015 annualized first quarter

revenue excluding any non-cash components thereof (which Morgan Stanley refers to as “2015 in-place cash revenue”) and management’s estimated 2015 AFFO. Based on the relative contributions of each company for estimated 2015 in-place cash revenue, Morgan Stanley derived an implied equity contribution for each company by, for both companies, applying a capitalization rate, equal to the average of the implied capitalization rate of Omega and Aviv, to the 2015 in-place cash revenue, to estimate respective enterprise values and equity values for each company. For the

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calculation of the contribution based upon estimated 2015 AFFO, Morgan Stanley derived an implied equity contribution for each company by utilizing management estimated 2015 AFFO per share for each company, and establishing a range by making an adjustment to the Aviv value to incorporate potential projected synergies and interest cost savings. Morgan Stanley also noted the implied exchange ratio derived from the implied equity contributions for both selected metrics.

Contribution Analysis	Implied Exchange Ratio
Estimated 2015 In-Place Cash Revenue	0.94x
Estimated 2015 AFFO	.80x – 0.91x

Other Information

Morgan Stanley observed certain additional factors that were not considered part of Morgan Stanley's financial analyses with respect to its opinion but were referenced for informational purposes, including the following:

- Public market trading price targets for each of Aviv and Omega common shares published by equity research analysts and Green Street Advisors, which reflected Street consensus mean price targets for Aviv and Omega of \$29.19 and \$37.75, respectively, and Green Street Advisors' price targets for Aviv and Omega of \$30.34 and \$36.53, which Morgan Stanley then compared to derive an implied exchange ratio of 0.77x, based on Street consensus price targets, and an implied exchange ratio of 0.83x, based on Green Street Advisors' price targets.
- Estimated NAV per common share of each of Aviv and Omega published by equity research analysts and Green Street Advisors, which reflected Street consensus mean estimates of NAV of Aviv and Omega per common share of \$22.20 and \$25.91, respectively, and Green Street Advisors' estimates of NAV of Aviv and Omega per common share of \$22.25 and \$24.75, which Morgan Stanley then compared to derive an implied exchange ratio of 0.86x, based on Street consensus estimated NAV, and an implied exchange ratio of 0.90x, based on Green Street Advisors' estimated NAV.
- stock price performance of Omega and Aviv for the 12 month period ended on October 28, 2014, from which an implied exchange ratio was calculated for each day during that period by dividing the Aviv closing price for each day by the Omega closing price for the same day. Morgan Stanley then identified the highest implied exchange ratio and the lowest implied exchange ratio for the 12 month period to derive an implied exchange ratio range of 0.71x to 0.82x.

The public market trading price targets per share and the estimated NAV per common share of each of Aviv and Omega published by securities research analysts and Green Street Advisors do not necessarily reflect current market trading prices for such shares and these targets and estimates are subject to uncertainties, including the future financial performance of Aviv and Omega and future financial market conditions.

General

In connection with the review of the proposed merger by the Omega board of directors, Morgan Stanley performed a variety of financial and comparative analyses for purposes of rendering its opinion. The preparation of a financial opinion is a complex process and is not necessarily susceptible to a partial analysis or summary description. In arriving at its opinion, Morgan Stanley considered the results of all of its analyses as a whole and did not attribute any particular weight to any analysis or factor it considered. Morgan Stanley believes that selecting any portion of its analyses, without considering all analyses as a whole, would create an incomplete view of the process underlying its analyses and opinion. In addition, Morgan Stanley may have given various analyses and factors more or less weight than other analyses and factors, and may have deemed various assumptions more or less probable than other assumptions. As a result, the ranges of valuations resulting from any particular analysis described above should not be taken to be Morgan Stanley's view of the actual value of Omega or Aviv.

In performing its analyses, Morgan Stanley made numerous assumptions with respect to industry performance, general business, regulatory, economic, market and financial conditions and other matters.

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Many of these assumptions are beyond the control of Omega and Aviv. Any estimates contained in Morgan Stanley's analyses are not necessarily indicative of future results or actual values, which may be significantly more or less favorable than those suggested by such estimates.

Morgan Stanley conducted the analyses described above solely as part of its analysis of the fairness from a financial point of view of the exchange ratio pursuant to the merger agreement to Omega, and in connection with the delivery of its opinion to the Omega Board. These analyses do not purport to be appraisals or to reflect the prices at which shares of Omega common stock or Aviv common stock might actually trade.

The exchange ratio was determined through arm's-length negotiations between Omega and Aviv and was approved by the Omega board of directors. Morgan Stanley provided advice to the Omega board of directors during these negotiations but did not, however, recommend any specific exchange ratio to Omega or the Omega board of directors, or that any specific exchange ratio constituted the only appropriate exchange ratio for the merger. In addition, Morgan Stanley's opinion did not in any manner address the prices at which the Omega common stock will trade following consummation of the merger or at any time and Morgan Stanley expressed no opinion or recommendation as to how holders of Omega common stock or Aviv common stock should vote at the special stockholder's meeting to be held in connection with the merger. Morgan Stanley's opinion did not address the relative merits of the merger as compared to any other alternative business transaction, or other alternatives, or whether or not such alternatives could be achieved or are available, nor did it address the underlying business decision of Omega to enter into the merger agreement. Morgan Stanley's opinion and presentation to the Omega Board was one of many factors taken into consideration by the Omega board of directors in deciding to approve, adopt and authorize the merger agreement. Consequently, the analyses as described above should not be viewed as determinative of the opinion of the Omega Board with respect to the exchange ratio or of whether the Omega board of directors would have been willing to agree to a different exchange ratio.

Morgan Stanley's opinion was approved by a committee of Morgan Stanley investment banking and other professionals in accordance with its customary practice. Morgan Stanley is a global financial services firm engaged in the securities, investment management and individual wealth management businesses. Its securities business is engaged in securities underwriting, trading and brokerage activities, foreign exchange, commodities and derivatives trading, prime brokerage, as well as providing investment banking, financing and financial advisory services. Morgan Stanley, its affiliates, trustees and officers may at any time invest on a principal basis or manage funds that invest, hold long or short positions, finance positions, and may trade or otherwise structure and effect transactions, for their own account or the accounts of its customers, in debt or equity securities or loans of Omega, Aviv or any other company, or any currency or commodity, that may be involved in the transactions contemplated by the merger agreement, or any related derivative instrument.

Under the terms of its engagement letter, Morgan Stanley provided the Omega board of directors with financial advisory services and a financial opinion and Omega has agreed to pay Morgan Stanley an aggregate fee of \$9,000,000, of which \$1,000,000 was payable upon delivery of Morgan Stanley's written opinion and the remainder of which is contingent upon the closing of the merger. Omega has also agreed to reimburse Morgan Stanley for its expenses, including fees of outside counsel and other professional advisors, incurred in performing its services. In addition, Omega has agreed to indemnify Morgan Stanley and its affiliates, their respective officers, directors, employees and agents and each person, if any, controlling Morgan Stanley or any of its affiliates against certain liabilities and expenses, including certain liabilities under the federal securities laws, relating to or arising out of Morgan Stanley's engagement. In the two years prior to the date of Morgan Stanley's opinion, Morgan Stanley has provided financing services for Omega and Aviv and has received fees of approximately \$1.4 million and \$8.0 million, respectively, in connection with such services. Morgan Stanley may also seek to provide financial advisory and financing services to Omega or Aviv in the future and would expect to receive fees for the rendering of those services.

Opinion of Aviv's Financial Advisor

Goldman Sachs rendered its opinion to Aviv's board of directors that, as of October 31, 2014 and based upon and subject to the factors, assumptions and limitations set forth therein, the exchange ratio of

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0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement was fair from a financial point of view to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock.

The full text of the written opinion of Goldman Sachs, dated October 31, 2014, which sets forth assumptions made, procedures followed, matters considered and limitations on the review undertaken in connection with the opinion, is attached as Annex E. Goldman Sachs provided its opinion for the information and assistance of Aviv's board of directors in connection with its consideration of the merger and the other transactions contemplated by the merger agreement. The Goldman Sachs opinion is not a recommendation as to how any holder of Aviv's common stock should vote with respect to the transaction contemplated by the merger agreement or any other matter.

In connection with rendering the opinion described above and performing its related financial analyses, Goldman Sachs reviewed, among other things:

- the merger agreement;
- annual reports to stockholders and Annual Reports on Form 10-K of Aviv for the three fiscal years ended December 31, 2013 and for Omega for the five fiscal years ended December 31, 2013;
- Aviv's Registration Statement on Form S-11, including the prospectus therein dated March 20, 2013 relating to the public offering of Aviv's common stock;
- certain publicly available research analyst reports for Aviv and Omega;
- certain interim reports to stockholders and Quarterly Reports on Form 10-Q of Aviv and Omega;
- certain other communications from Aviv and Omega to their respective stockholders; and
- certain internal financial analyses and forecasts for Aviv and Omega prepared by their respective managements, in each case, as approved for Goldman Sachs' use by Aviv, which are referred to as "Forecasts," and certain operating synergies projected by the managements of Aviv and Omega to result from the transaction, as approved for Goldman Sachs' use by Aviv, which are referred to as the "Synergies."

Goldman Sachs also held discussions with members of the senior managements of Aviv and Omega regarding their assessment of the strategic rationale for, and the potential benefits of, the transaction and the past and current business operations, financial condition, and future prospects of Aviv and Omega; reviewed the reported price and trading activity for the Aviv common stock and the Omega common stock; compared certain financial and stock market information for Aviv and Omega with similar financial and stock market information for certain other companies the securities of which are publicly traded; reviewed the financial terms of certain recent business combinations in the healthcare REIT and SNF industry and in other industries; and performed such other studies and analyses, and considered such other factors, as it deemed appropriate.

For purposes of rendering this opinion, Goldman Sachs, with the consent of the board of directors of Aviv, relied upon and assumed the accuracy and completeness of all of the financial, legal, regulatory, tax, accounting and other information provided to, discussed with or reviewed by, it, without assuming any responsibility for independent verification thereof. In that regard, Goldman Sachs assumed with the consent of the board of directors of Aviv that the forecasts and synergies related to the merger and the other transactions contemplated by the merger agreement were

reasonably prepared on a basis reflecting the best currently available estimates and judgments of the management of Aviv. Goldman Sachs did not make an independent evaluation or appraisal of the assets and liabilities (including any contingent, derivative or other off-balance-sheet assets and liabilities) of Aviv, the Aviv Partnership, the Omega Partnership or Omega or any of their respective subsidiaries and it was not furnished with any such evaluation or appraisal. Goldman Sachs assumed that all governmental, regulatory or other consents and approvals necessary for the consummation of the transaction will be obtained without any adverse effect Aviv or Omega or on the expected benefits of the transaction in any way meaningful to its analysis. Goldman Sachs has also assumed that the transaction will be consummated on the terms set forth in the merger agreement, without the waiver or modification of any term or condition the effect of which would be in any way meaningful to its analysis.

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Goldman Sachs' opinion does not address the underlying business decision of Aviv to engage in the transaction or the relative merits of the transaction as compared to any strategic alternatives that may be available to Aviv; nor does it address any legal, regulatory, tax or accounting matters. Aviv's board of directors instructed Goldman Sachs not to solicit, and Goldman Sachs did not solicit, interest from other parties with respect to an acquisition of or other business combination with, Aviv, or any alternative transaction. Goldman Sachs' opinion addresses only the fairness from a financial point of view, as of the date of the opinion, of the exchange ratio of 0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock. Goldman Sachs' opinion does not express any view on, and does not address, any other term or aspect of the merger agreement or the transaction, including the treatment of the Aviv Partnership units, the partnership combination, the Omega Partnership restructuring and Section 6.17 of the merger agreement relating to the allocation of Omega Partnership indebtedness to holders of Omega Partnership units, or any term or aspect of any other agreement or instrument contemplated by the merger agreement or entered into or amended in connection with the transaction, including the fairness of the transaction to, or any consideration received in connection therewith by, the holders of any other class of securities, creditors, or other constituencies of Aviv or the Aviv Partnership; nor as to the fairness of the amount or nature of any compensation to be paid or payable to any of the officers, directors or employees of Aviv or Omega, or class of such persons in connection with the transaction, whether relative to the exchange ratio pursuant to the merger agreement or otherwise. Goldman Sachs has not expressed any opinion as to the prices at which shares of Omega common stock will trade at any time or as to the impact of the transaction on the solvency or viability of Aviv, the Aviv Partnership, the Omega Partnership or Omega or the ability of Aviv, the Aviv Partnership, the Omega Partnership or Omega to pay their respective obligations when they become due. Goldman Sachs' opinion was necessarily based on economic, monetary market and other conditions, as in effect on, and the information made available to it as of the date of the opinion and Goldman Sachs assumed no responsibility for updating, revising or reaffirming its opinion based on circumstances, developments or events occurring after the date of its opinion. Goldman Sachs' opinion was approved by a fairness committee of Goldman Sachs.

The following is a summary of the material financial analyses delivered by Goldman Sachs to the Aviv board of directors in connection with rendering the opinion described above. The following summary, however, does not purport to be a complete description of the financial analyses performed by Goldman Sachs, nor does the order of analyses described represent relative importance or weight given to those analyses by Goldman Sachs. Some of the summaries of the financial analyses include information presented in tabular format. The tables must be read together with the full text of each summary and are alone not a complete description of Goldman Sachs' financial analyses. Except as otherwise noted, the following quantitative information, to the extent that it is based on market data, is based on market data as it existed on or before October 29, 2014, the last trading day before Goldman Sachs presented its financial analyses to the Aviv board of directors on October 30, 2014, and is not necessarily indicative of current market conditions.

Implied Premia Analysis.

Based upon the closing price of \$38.83 per share of Omega common stock on October 29, 2014, Goldman Sachs calculated that the exchange ratio of 0.90 shares of Omega common stock reflected an implied value of \$34.95 per share of Aviv common stock.

Using the results of the calculations described above, Goldman Sachs calculated the following premia:

- the implied value of the per share merger consideration as a premium to the closing price of Aviv common stock on October 29, 2014;
- the implied value of the per share merger consideration as a premium to the average share price of Aviv common stock over the 30 trading days ending October 29, 2014;
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the implied value of the per share merger consideration as a premium to the highest price of Aviv common stock over the 52-week period ending October 29, 2014; and

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- the implied value of the per share merger consideration as a premium to the lowest price of Aviv common stock over the 52-week period ending October 29, 2014.

The results of these analyses are summarized as follows:

Reference Point	Premium
10/29/14 Closing Price	17.0%
30 Trading Day Average Price (Ending 10/29/2014)	25.5%
52-week High (52-week Period Ending 10/29/2014)	16.7%
52-week Low (52-week Period Ending 10/29/2014)	53.7%

Illustrative Implied Contribution Analysis.

Goldman Sachs analyzed Aviv’s and Omega’s respective contributions to the pro forma combined company using the Forecasts for each company, on a stand-alone basis, for 2015 for the following metrics:

- net operating income, or NOI, (based on projected in-place assets as of December 31, 2014, which includes the current portfolio as of October 29, 2014 and accounts for future acquisitions through December 31, 2014 (the “in-place assets”));

- earnings before interest, taxes, depreciation, and amortization, or EBITDA;

- EBITDA (based on the in-place assets);

- net income plus depreciation and amortization expenses, normalized for loss on extinguishment of debt and transaction costs, or normalized funds from operations or FFO (based on in-place assets);

- normalized FFO based on FFO before loss on extinguishment of debt and transaction costs;

- normalized FFO, adjusted for amortization of deferred financing costs, non-cash stock-based compensation, straight-line rental income (net) and rental income from intangible amortization (net) (or adjusted FFO, or AFFO) (based on in-place assets); and

- AFFO based on normalized FFO before amortization of deferred financing costs, non-cash stock-based compensation, straight-line rental income (net) and rental income from intangible amortization (net).

For each of the NOI and EBITDA metrics for 2015, Goldman Sachs used blended multiples and implied capitalization rates derived from the market value of Aviv (on October 29, 2014) and Omega (on October 29, 2014). Applying these multiples to the forecasts for these metrics for 2015, Goldman Sachs calculated the illustrative range of implied equity percentages of the pro forma combined company for Aviv. Goldman Sachs then calculated an illustrative range of implied exchange ratios, based on the illustrative range of implied equity percentages (which for the NOI and EBITDA multiples for each company were derived from the market values of Aviv (on October 29, 2014) and Omega (on October 29, 2014)). The following table summarizes this analysis:

Implied Exchange Ratio

Aviv Shareholder Equity of Pro
Forma Combined Company

29.1% – 31.9% 0.74 – 0.84

Illustrative Discounted Cash Flow Analyses.

Goldman Sachs performed illustrative discounted cash flow analyses for each of Aviv, Omega and the pro forma combined company, in each case using the forecasts and calculating for unlevered free cash flow.

Using discount rates ranging from 6.88% to 7.88%, reflecting estimates of the weighted average cost of capital of Aviv, Goldman Sachs calculated an illustrative range of implied enterprise values for Aviv by discounting to present values, as of December 31, 2014, estimates of Aviv's unlevered free cash flows for the years 2015 through 2018, and illustrative terminal values based on an assumed growth rate of 2.00% applied to fiscal year 2018 EBITDA and applying a terminal EBITDA multiple range of 10.7x to 15.2x. Goldman

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Sachs calculated implied equity value per share of Aviv by subtracting the value of Aviv's net debt as of December 31, 2014 according to the forecasts, and dividing the result by the number of fully diluted outstanding Aviv shares according to the forecasts. This analysis resulted in a range of illustrative implied equity values of \$20.73 to \$36.01 per share of Aviv common stock.

Using discount rates ranging from 6.62% to 7.62%, reflecting estimates of the weighted average cost of capital of Omega, Goldman Sachs calculated an illustrative range of implied enterprise values for Omega by discounting to present values, as of December 31, 2014, estimates of Omega's unlevered free cash flows for the years 2015 through 2018, and illustrative terminal values based on an assumed growth rate of 2.00% applied to fiscal year 2018 EBITDA and applying a terminal EBITDA multiple range of 10.7x to 15.2x. Goldman Sachs calculated implied equity value per share of Omega by subtracting the value of Omega's net debt as of December 31, 2014 according to the forecasts, and dividing the result by the number of fully diluted outstanding Aviv shares according to the forecasts. This analysis resulted in a range of illustrative implied equity values of \$26.28 to \$45.91 per share of Omega common stock.

Using discount rates ranging from 6.62% to 7.62%, reflecting an estimate of the weighted average cost of capital of the pro forma combined company, Goldman Sachs also calculated an illustrative range of implied enterprise values for the pro forma combined company by discounting to present values, as of December 31, 2014, estimates of the unlevered free cash flows of the pro forma company for the years 2015 through 2018, and illustrative terminal values based on an assumed growth rate of 2.00% applied to fiscal year 2018 EBITDA and applying a terminal EBITDA multiple range of 10.7x to 15.2x, based on trading multiples of comparable companies as of October 29, 2014.

Goldman Sachs calculated implied equity value per share for the pro forma company by subtracting the value of the net debt of the pro forma company as of December 31, 2014, according to the forecasts and dividing the result by the number of fully diluted outstanding shares of the pro forma company according to the forecasts. This analysis resulted in a range of illustrative implied equity values of \$25.22 to \$45.51 per share of Omega after giving effect to the acquisition of Aviv.

Goldman Sachs the calculated a range of implied exchange ratios using the range of illustrative implied equity values for Omega after giving effect to the acquisition of Aviv, as described above. This analysis indicated an illustrative range of implied exchange ratios of 0.784 to 0.789.

Illustrative Present Value of Future Stock Price Analyses.

Goldman Sachs performed an illustrative analysis of the implied present value of the future stock price of Aviv and the pro forma combined company, which is designed to provide an indication of the present value of a theoretical future value of the equity of Aviv and the pro forma company as a function of Aviv and the pro forma company's respective price / AFFO multiple. For these analyses, Goldman Sachs used the forecasts.

For shares of Aviv common stock, Goldman Sachs performed an analysis of the illustrative present value of the future stock price by first multiplying the forecast of Aviv's AFFO per share by 2015 estimated price/AFFO multiple range of 11.5x to 16.2x, based on trading multiples of comparable companies as of October 29, 2014, to determine illustrative implied future equity values of shares of Aviv common stock. These illustrative implied per share future equity values were then discounted to December 31, 2014, using a discount rate of 8.40%, reflecting an estimate of Aviv's cost of equity. This analysis yielded an illustrative range of implied per share present values of shares of Aviv common stock for the period of December 31, 2014 through December 31, 2016 of \$21.97 to \$34.07.

Goldman Sachs also performed an analysis of the illustrative present value of the future stock price of the pro forma combined company by first multiplying the pro forma combined company's AFFO per share, based on the forecasts and after giving effect to the synergies, by 2015 estimated price/AFFO multiple range of 11.5x to 16.2x, based on trading multiples of comparable companies as of October 29, 2014, to determine illustrative implied future equity values of shares of the combined company. These illustrative implied per share future equity values were then discounted to December 31, 2014, using a discount rate of 8.40%, reflecting an estimate of the cost of equity of the pro forma combined company, assuming no change to the cost of equity of Omega, and then multiplied by a factor of 0.90 per share, representing the

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exchange ratio. This analysis yielded an illustrative range of implied per share present values of shares of the combined company stock to be received by Aviv shareholders with respect to each share of Aviv common stock for the period of December 31, 2015 through December 31, 2016 of \$27.15 to \$38.64.

Illustrative Accretion/Dilution Analysis.

Goldman Sachs calculated an illustrative pro forma AFFO for the combined company for 2015 to 2018, using the forecasts and after giving effect to the synergies. By dividing the illustrative pro forma AFFO by the estimated total number of shares of the combined company's common stock outstanding after giving effect to the proposed merger, Goldman Sachs calculated an illustrative pro forma AFFO per share for the combined company for 2015 to 2018 of approximately \$2.85 to \$3.52, representing an illustrative accretion ranging from 0.25% to 1.19% to the Omega shareholders on an AFFO per share basis. By dividing the illustrative pro forma AFFO by the estimated total number of shares of the combined company's common stock outstanding after giving effect to the proposed merger and applying the 0.90 exchange ratio, Goldman Sachs calculated an illustrative pro forma AFFO per share for the combined company for 2015 to 2018 of approximately \$2.57 to \$3.17, after applying the 0.90 exchange ratio, representing an illustrative accretion ranging from 12.38% to 15.53% to the Aviv shareholders on an AFFO per share basis.

Based on the estimated AFFO for Aviv for 2015 to 2018 reflected in the forecasts, Goldman Sachs calculated an illustrative dividend per share of the combined company's common stock for fiscal year 2015 to 2018, after giving effect to the synergies. By applying the 0.90 exchange ratio under the merger agreement to this illustrative dividend per share for 2015 to 2018, Goldman Sachs derived an illustrative dividend range of \$1.96 to \$2.39 to be received by Aviv shareholders with respect to each share of Aviv common stock, representing illustrative accretion ranging from 22.63% to 25.36% to the Aviv shareholders on a dividend per share basis.

Selected Companies Analysis.

Goldman Sachs calculated and compared certain multiples for Aviv to corresponding multiples for the following selected companies in the real estate industry:

- National Health Investors;
- CareTrust REIT, Inc;
- LTC Properties
- Omega
- Sabra Health Care REIT; and
- Medical Properties Trust

Although none of the selected companies is directly comparable to Aviv, the companies included were chosen because they are publicly traded companies in the real estate industry with operations that, for purposes of analysis, may be considered similar to certain operations of Aviv.

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With respect to Aviv and each of the selected companies, Goldman Sachs calculated multiples of enterprise value to estimated EBITDA, share price to estimated AFFO, and share price to estimated FFO, in each case for the calendar years ending December 31, 2014, 2015, and 2016, and based on SEC filings, Wall Street research and other publicly available information and reports. With respect to Aviv, Goldman Sachs also calculated these multiples based on the forecasts. The results of this analysis were as follows:

Ratio		High	Low	Median		
EV/EBITDA (2014 – 2016)		18.8x	10.7x	14.3x		
P/AFFO (2014 – 2016)		17.3x	10.5x	14.2x		
P/FFO (2014 – 2016)		17.0x	10.4x	13.8x		
		Aviv			Selected Companies	
		Publicly				
		Available	Forecasts		High	Low
		Research				Median
	2014E	15.5x	15.6x	17.3x	12.6x	15.2x
P/AFFO	2015E	13.3x	13.1x	16.2x	11.5x	14.4x
	2016E	N/A	12.4x	14.4x	10.5x	13.9x
	2014E	15.9x	16.0x	17.0x	12.7x	14.7x
P/FFO	2015E	13.9x	13.2x	15.9x	10.9x	13.9x
	2016E	N/A	12.7x	14.2x	10.4x	13.1x
	2014E	17.1x	16.3x	18.8x	13.5x	16.1x
EV/EBITDA	2015E	13.7x	11.7x	15.2x	10.7x	14.1x
	2016E	11.9x	10.7x	13.8x	11.1x	11.2x

Selected Transactions Analysis.

Goldman Sachs analyzed certain information relating to the following selected transactions in the healthcare REIT industry since December 2010:

- Health Care REIT's acquisition of HealthLease Properties REIT in August 2014;

- Health Care REIT's acquisition of Mainstreet Property Group (Pipeline) in August 2014;

- Omega's acquisition of ARK Holding Company in September 2013;

- Health Care REIT's acquisition of Genesis HealthCare in February 2011; and

- HCP's acquisition of ManorCare in December 2010.

While none of the companies that participated in the selected transactions are directly comparable to Aviv, the companies that participated in the selected transactions are companies with operations that, for the purposes of analysis, may be considered similar to certain of Aviv's results, market size and profile. For each of the selected transactions, Goldman Sachs used publicly available information to compare the next twelve months implied capitalization rates based on the transaction values. In addition, using the forecasts, Goldman Sachs calculated the next twelve months implied capitalization rate based on the projected in-place assets for Aviv based on the proposed

transaction.

The following table presents the results of this analysis:

NTM Announced Implied Cap Rate	
Selected Transactions Mean	8.0%
Selected Transactions Median	7.7%
Aviv @ 0.90 Exchange Ratio	6.6%

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In addition, Goldman Sachs analyzed certain information relating to the following selected transactions in the REIT industry since January 2011:

- Acquisition of Glimcher Realty Trust in September 2014;
- Acquisition of American Realty Capital Healthcare Trust, Inc. in June 2014;
- Acquisition of Brookfield Office Properties, Inc. in April 2014;
- Acquisition of BRE Properties Inc. in December 2013;
- Acquisition of Cole Real Estate Investments in October 2013;
- Acquisition of Thomas Properties Group Inc. in September 2013;
- Acquisition of Colonial Properties Trust in June 2013;
- Acquisition of CapLease in May 2013;
- Acquisition of American Realty Capital Trust in September 2012;
- Acquisition of Cogdell Spencer in December 2011;
- Acquisition of Nationwide Health Properties in February 2011; and
- Acquisition of ProLogis in January 2011.

While none of the companies that participated in these selected transactions are directly comparable to Aviv, the companies that participated in the selected transactions are companies with operations that, for the purposes of analysis, may be considered similar to certain of Aviv's results, market size and profile.

For each of these selected transactions, Goldman Sachs compared, based on publicly available information, the implied value of the per share merger consideration as a premium to the closing price for each acquired entity on both the day prior to announcement of the transaction and the average share price for each target over the 30-day period ended on the day prior to announcement.

The following table presents the results of this analysis:

Selected Transactions	Premium on Announcement	Premium to 30 Day Average
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High	34.1%	28.7%
Low	(0.2)%	2.1%
Median	12.9%	12.4%

General.

The preparation of a fairness opinion is a complex process and is not necessarily susceptible to partial analysis or summary description. Selecting portions of the analyses or of the summaries set forth above, without considering the analyses as a whole, could create an incomplete view of the processes underlying Goldman Sachs' opinion. In arriving at its fairness determination, Goldman Sachs considered the results of all of its analyses and did not attribute any particular weight to any factor or analysis considered by it. Rather, Goldman Sachs made its determination as to fairness on the basis of its experience and professional judgment after considering the results of all of its analyses. Goldman Sachs prepared these analyses for purposes of Goldman Sachs' providing its opinion to Aviv's board of directors that, as of October 31, 2014 and based upon and subject to the factors and assumptions set forth therein, the exchange ratio of 0.90 shares of Omega common stock to be paid for each share of Aviv common stock pursuant to the merger agreement was fair from a financial point of view to the holders (other than Omega and its affiliates) of the outstanding shares of Aviv common stock. These analyses do not purport to be appraisals nor do they necessarily reflect the prices at which businesses or securities actually may be sold. Analyses based upon forecasts of future results are not necessarily indicative of actual future results, which may be significantly more or less favorable than suggested by these analyses.

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Because these analyses are inherently subject to uncertainty, being based upon numerous factors or events beyond the control of the parties or their respective advisors, none of Aviv, Omega, Goldman Sachs or any other person assumes responsibility if future results are materially different from those forecast.

The exchange ratio was determined through arm's-length negotiations between Aviv and Omega and was approved by Aviv's board of directors. Goldman Sachs provided advice to Aviv during these negotiations. Goldman Sachs did not, however, recommend any specific exchange ratio to Aviv or Aviv's board of directors or recommend that any specific exchange ratio constituted the only appropriate exchange ratio for the transaction.

As described above, Goldman Sachs' opinion to Aviv's board of directors was one of many factors taken into consideration by Aviv's board of directors in making its determination to approve the merger agreement. The foregoing summary does not purport to be a complete description of the analyses performed by Goldman Sachs in connection with its opinion and is qualified in its entirety by reference to the written opinion of Goldman Sachs attached as Annex E to this proxy statement/prospectus.

Goldman Sachs and its affiliates are engaged in advisory, underwriting and financing, principal investing, sales and trading, research, investment management and other financial and non-financial activities and services for various persons and entities. Goldman Sachs and its affiliates and employees, and funds or other entities in which they invest or with which they co-invest, may at any time purchase, sell, hold or vote long or short positions and investments in securities, derivatives, loans, commodities, currencies, credit default swaps and other financial instruments of Aviv, Omega, any of their respective affiliates and third parties, including Lindsay Goldberg LLC, or Lindsay Goldberg, and any of its affiliates or portfolio companies, or any currency or commodity that may be involved in the transactions contemplated by the merger agreement for the accounts of Goldman Sachs and its affiliates and employees and their customers. Goldman Sachs has acted as financial advisor to Aviv in connection with, and has participated in certain of the negotiations leading to, the transactions contemplated by the merger agreement. Goldman Sachs has provided certain investment banking services to the Company and/or its affiliates from time to time for which the Investment Banking Division of Goldman Sachs has received, and may receive, compensation, including having acted as a joint bookrunner with respect to an initial public offering of 15,180,000 shares of Aviv's common stock in March 2013; book manager with respect to a public offering of Aviv's 6.00% Senior Unsecured Notes due October 15, 2021 (aggregate principal amount \$250,000,000) in October 2013; and a joint bookrunner with respect to a public offering of 9,200,000 shares of Aviv's common stock in April 2014. Goldman Sachs has also provided certain investment banking services to Lindsay Goldberg and its affiliates and portfolio companies, for which the Investment Banking Division of Goldman Sachs has received, and may receive, compensation, including having acted as joint bookrunner with respect to a private placement for PetroLogistics LP, a portfolio company of Lindsay Goldberg, of its 6.25% Senior Notes due 2020 (aggregate principal amount \$365,000,000) in March 2013; joint bookrunner with respect to a private placement for Brightstar Corporation, a former portfolio company of Lindsay Goldberg, of its 7.25% Senior Notes due December 2016 (aggregate principal amount \$250,000,000) in July 2013; financial advisor to Brightstar Corporation in connection with its sale of 18,206,692 shares of common stock and 19,549,614 shares of preferred stock in October 2013; and as financial advisor to First American Payment Systems, L.P., a former portfolio company of Lindsay Goldberg, in connection with its sale in July 2014. Goldman Sachs may also in the future provide investment banking services to Aviv, Omega and their respective affiliates for which the Investment Banking Division of Goldman Sachs may receive compensation. Affiliates of Goldman Sachs may also have co-invested with Lindsay Goldberg and its affiliates from time to time and may have invested in limited partnership units of affiliates of Lindsay Goldberg from time to time and may do so in the future.

The Aviv board of directors selected Goldman Sachs as its financial advisor because it is an internationally recognized investment banking firm that has substantial experience in transactions similar to the transactions contemplated by the merger agreement. Pursuant to a letter agreement dated October 29, 2014, Aviv engaged Goldman Sachs to act as its financial advisor in connection with the transactions contemplated by the merger agreement. The engagement letter between Aviv and Goldman Sachs provides for a transaction fee that is estimated, based on the information available as of the date of announcement,

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at approximately \$12 million, all of which is contingent upon consummation of the transaction. In addition, Aviv has agreed to reimburse Goldman Sachs for certain of its expenses, including attorneys' fees and disbursements, and to indemnify Goldman Sachs and related persons against certain liabilities that may arise, out of its engagement.

Certain Unaudited Prospective Financial Information of Omega

Omega does not as a matter of course make public long term projections as to future revenues, earnings, funds from operations or other results due to, among other reasons, the uncertainty of the underlying assumptions and estimates. However, Omega is including below certain unaudited prospective financial information of Omega that was prepared by Omega management and made available to the Omega board of directors and Aviv in connection with the evaluation of the merger. This information also was provided to Omega's financial advisor and Aviv's financial advisor. The inclusion of this information should not be regarded as an indication that any of Omega, Aviv, their respective financial advisors or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results.

The unaudited prospective financial information was, in general, prepared solely for internal use and is subjective in many respects. As a result, the prospective results may not be realized and actual results may be significantly higher or lower than estimated. Since the unaudited prospective financial information covers multiple years, that information by its nature becomes less predictive with each successive year.

You should review the SEC filings of Omega and Aviv for a description of risk factors with respect to the business of Omega and Aviv, respectively. See "Risk Factors," "Cautionary Statement Concerning Forward Looking Statements" and "Where You Can Find More Information; Incorporation by Reference." The unaudited prospective financial information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with GAAP, published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. In addition, the unaudited prospective financial information requires significant estimates and assumptions that make it inherently less comparable to the similarly titled GAAP measures in Omega's or Aviv's historical GAAP financial statements. Neither the independent registered public accounting firm of Omega or Aviv nor any other independent accountants have compiled, examined or performed any audit or other procedures with respect to the unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The report of the independent registered public accounting firm of Omega contained in Omega's Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference into this joint proxy statement/ prospectus, relates to the historical financial information of Omega and does not extend to the unaudited prospective financial information and should not be read to do so. Furthermore, the unaudited prospective financial information does not take into account any circumstances or events occurring after the date on which it was prepared. The following table presents selected unaudited prospective financial data on a twelve month run rate basis as of December 31, 2015 through December 31, 2018 for Omega, including potential projected acquisitions. It does not give effect to the merger.

Omega Prospective Financial Information

(in thousands)	2015E	2016E	2017E	2018E
Total Revenues	\$ 545,865	\$ 588,460	\$ 629,041	\$ 674,209
EBITDA	\$ 520,752	\$ 562,666	\$ 602,539	\$ 646,970
Funds From Operations available to common stockholders	\$ 363,097	\$ 449,452	\$ 488,164	\$ 531,612
Funds Available for Distribution	\$ 375,799	\$ 431,955	\$ 476,504	\$ 524,354

Funds from operations, which Omega refers to as FFO, EBITDA and funds available for distribution, which we refer to as FAD, are non-GAAP financial measures. Omega uses FFO, EBITDA and FAD to measure the operating performance of its business. Omega calculates and reports FFO in accordance with the definition and interpretive guidelines issued by the National Association of Real Estate Investment

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Trusts, and consequently, FFO is defined as net income available to common stockholders, adjusted for the effects of asset dispositions and certain non-cash items, primarily depreciation and amortization and impairments on real estate assets. FAD is calculated as FFO excluding the impact of non-cash stock-based compensation, certain revenue and expense items included in FFO, and non-cash interest expense and non-cash revenue, such as straight-line rent. EBITDA is defined as earnings before interest, taxes, depreciation and amortization. Omega believes that the presentation of EBITDA provides useful information regarding its ability to service debt and provide useful information to investors regarding its results of operations because these measures are useful for trending, analyzing and benchmarking the performance and value of its business.

In preparing the foregoing unaudited prospective financial information, Omega made a number of assumptions and estimates regarding, among other things, interest rates, corporate financing activities, including Omega's ability to finance its operations and investments and refinance certain of its outstanding indebtedness and the terms of any such financing or refinancing and leverage ratios, the amount and timing of investments by Omega and the yield to be achieved on such investments, the amount and timing of capital expenditures, distribution rates, occupancy and customer retention levels, changes in rent, the amount of income taxes paid and the amount of general and administrative costs.

The assumptions made in preparing the above unaudited prospective financial information may not accurately reflect future conditions. The estimates and assumptions underlying the unaudited prospective financial information involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions which may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under "Risk Factors" and "Cautionary Statement Concerning Forward Looking Statements," as well as the risks described in the periodic reports of Omega filed with the SEC, all of which are difficult to predict and many of which are beyond the control of Omega and/or Aviv and will be beyond the control of the combined company. Accordingly, the projected results may not be realized, and actual results likely will differ, and may differ materially, from those reflected in the unaudited prospective financial information, whether or not the merger is completed.

You should not place undue reliance on the unaudited prospective financial information set forth above. No representation is made by Omega, Aviv or any other person to any Omega stockholder, Aviv stockholder or other person regarding the ultimate performance of Omega compared to the information included in the above unaudited prospective financial information. The inclusion of unaudited prospective financial information in this joint proxy statement/prospectus should not be regarded as an indication that the prospective financial information will be necessarily predictive of actual future events, and such information should not be relied on as such. You should review the description of Omega's reported results of operations and financial condition and capital resources during 2014, including in "Management's Discussion and Analysis of Financial Condition and Results of Operations" in Omega's periodic reports filed with the SEC and incorporated by reference into this joint proxy statement/prospectus. **OMEGA DOES NOT INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED PROSPECTIVE FINANCIAL RESULTS TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH UNAUDITED PROSPECTIVE FINANCIAL RESULTS ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY APPLICABLE LAW.**

Certain Unaudited Prospective Financial Information of Aviv

Below is certain unaudited prospective financial information of Aviv that was prepared by Aviv management and made available to the Aviv board of directors in connection with the evaluation of the merger. This information also was provided to Aviv's financial advisors and Omega's financial advisor. The inclusion of this information should not be regarded as an indication that any of Aviv, Omega, their respective financial advisors or any other recipient of this information considered, or now considers, it to be necessarily predictive of actual future results.

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The unaudited prospective financial information was, in general, prepared solely for internal use and is subjective in many respects. As a result, the prospective results may not be realized and actual results may be significantly higher or lower than estimated. Since the unaudited prospective financial information covers multiple years, such information by its nature becomes less predictive with each successive year.

You should review the SEC filings of Aviv and Omega for a description of risk factors with respect to the business of Aviv and Omega, respectively. See “Risk Factors,” “Cautionary Statement Concerning Forward Looking Statements” and “Where You Can Find More Information; Incorporation by Reference.” The unaudited prospective financial information was not prepared with a view toward public disclosure, nor was it prepared with a view toward compliance with GAAP, published guidelines of the SEC or the guidelines established by the American Institute of Certified Public Accountants for preparation and presentation of prospective financial information. In addition, the unaudited prospective financial information requires significant estimates and assumptions that make it inherently less comparable to the similarly titled GAAP measures in Aviv’s or Omega’s historical GAAP financial statements. Neither the independent registered public accounting firm of Aviv nor Omega, nor any other independent accountants have compiled, examined or performed any audit or other procedures with respect to the unaudited prospective financial information contained herein, nor have they expressed any opinion or any other form of assurance on such information or its achievability. The report of the independent registered public accounting firm of Aviv contained in Aviv’s Annual Report on Form 10-K for the year ended December 31, 2013, which is incorporated by reference into this joint proxy statement/prospectus, relates to the historical financial information of Aviv and does not extend to the unaudited prospective financial information and should not be read to do so. Furthermore, the unaudited prospective financial information does not take into account any circumstances or events occurring after the date on which it was prepared.

The following table presents selected unaudited prospective financial data on a twelve month run rate basis as of December 31, 2015 through December 31, 2018 for Aviv, including potential projected acquisitions. It does not give effect to the Merger:

Aviv Prospective Financial Information

(in thousands)	2015E	2016E	2017E	2018E
Total Revenues	\$ 249,422	\$ 270,657	\$ 296,305	\$ 322,223
Adjusted EBITDA	\$ 229,852	\$ 250,500	\$ 275,543	\$ 300,838
Normalized Funds From Operations	\$ 162,943	\$ 175,847	\$ 191,338	\$ 207,350
Adjusted Funds From Operations	\$ 164,632	\$ 180,686	\$ 198,068	\$ 215,784

Earnings before interest, taxes, depreciation, and amortization, or EBITDA, Normalized funds from operations, or Normalized FFO, and adjusted FFO, or AFFO, are non-GAAP financial measures. Aviv uses EBITDA, Normalized FFO and AFFO to measure the operating performance of its business. Aviv calculates and reports FFO in accordance with the definition and interpretive guidelines issued by the National Association of Real Estate Investment Trusts, and consequently, FFO is defined as net income plus depreciation and amortization expenses, normalized for loss on extinguishment of debt, reserves for uncollectible secured loan receivable and transaction costs. AFFO is calculated as normalized FFO, adjusted for amortization of deferred financing costs, non-cash stock-based compensation, straight-line rental income (net) and rental income from intangible amortization (net). Aviv believes that the presentation of EBITDA provides useful information regarding its ability to service debt and provides useful information to investors regarding its results of operations because these measures are useful for trending, analyzing and benchmarking the performance and value of our business.

In preparing the foregoing unaudited prospective financial information, Aviv made a number of assumptions and estimates regarding, among other things, interest rates, corporate financing activities, including Aviv’s ability to finance its operations and investments and refinance certain of its outstanding indebtedness and the terms of any such financing or refinancing and leverage ratios, the amount and timing of investments by Aviv and the yield to be achieved on such investments, the amount and timing of capital expenditures, distribution rates, occupancy and customer retention levels, changes in rent, the amount of income taxes paid and the amount of general and administrative costs.

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The assumptions made in preparing the above unaudited prospective financial information may not accurately reflect future conditions. The estimates and assumptions underlying the unaudited prospective financial information involve judgments with respect to, among other things, future economic, competitive, regulatory and financial market conditions and future business decisions which may not be realized and that are inherently subject to significant business, economic, competitive and regulatory uncertainties and contingencies, including, among others, risks and uncertainties described under “Risk Factors” and “Cautionary Statement Concerning Forward Looking Statements,” as well as the risks described in the periodic reports of Aviv filed with the SEC, all of which are difficult to predict and many of which are beyond the control of Aviv and/or Omega and will be beyond the control of the combined company. Accordingly, the projected results may not be realized, and actual results likely will differ, and may differ materially, from those reflected in the unaudited prospective financial information, whether or not the merger is completed.

You should not place undue reliance on the unaudited prospective financial information set forth above. No representation is made by Aviv, Omega or any other person to any Aviv stockholder, Omega stockholder or other person regarding the ultimate performance of Aviv compared to the information included in the above unaudited prospective financial information. The inclusion of unaudited prospective financial information in this joint proxy statement/prospectus should not be regarded as an indication that the prospective financial information will be necessarily predictive of actual future events, and such information should not be relied on as such. You should review the description of Aviv’s reported results of operations and financial condition and capital resources during 2014, including in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” in Aviv’s periodic reports filed with the SEC and incorporated by reference into this joint proxy statement/prospectus.

AVIV DOES NOT INTEND TO UPDATE OR OTHERWISE REVISE THE ABOVE UNAUDITED PROSPECTIVE FINANCIAL RESULTS TO REFLECT CIRCUMSTANCES EXISTING AFTER THE DATE WHEN MADE OR TO REFLECT THE OCCURRENCE OF FUTURE EVENTS, EVEN IN THE EVENT THAT ANY OR ALL OF THE ASSUMPTIONS UNDERLYING SUCH UNAUDITED PROSPECTIVE FINANCIAL RESULTS ARE NO LONGER APPROPRIATE, EXCEPT AS MAY BE REQUIRED BY APPLICABLE LAW.

Interests of Omega’s Directors and Executive Officers in the Merger

A director of Omega may have interests in the merger that are different from, or in addition to, the interests of Omega stockholders generally. On December 17, 2014, Aviv acquired a portfolio of 23 SNFs, 4 assisted living facilities, one independent living facility and one office building located in 5 states for \$305 million from a subsidiary of GE. All of the properties are currently triple-net leased to a new Aviv operator Laurel, at an initial annual cash yield of 8.5%, for a remaining term of 15 years. Aviv funded \$180 million of the purchase price with a secured loan provided by a unit of GE. Thomas F. Franke, a member of Omega’s board of directors, is the chairman emeritus of Laurel and owns less than 0.5% of Laurel. Mr. Franke’s son is a member of the board of directors of Laurel, and his children, their spouses, and his grandchildren, together with trusts for their benefit, beneficially own approximately 33% of Laurel. The Omega board of directors was aware of and considered these interests and Aviv’s negotiations with GE related to Laurel, among other matters, in evaluating and negotiating the merger agreement and the merger, approving the merger agreement, and recommending that Omega stockholders approve the Omega Stock Issuance.

Interests of Aviv’s Directors and Executive Officers in the Merger

In considering the recommendation of Aviv’s board of directors to approve the merger and the other transactions contemplated by the merger agreement, Aviv’s stockholders should be aware that Aviv’s directors and executive officers have financial interests in the merger that are different from, or in addition to, the interests of Aviv stockholders generally. These interests may create potential conflicts of interest. The Aviv board of directors was aware of and considered the following interests, among other matters, in evaluating and negotiating the merger agreement and the merger, and in reaching its decision to approve the merger agreement and recommend to the Aviv stockholders that the merger and the other transactions contemplated by the merger agreement be approved.

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Treatment of Outstanding Equity Awards

Pursuant to the terms and subject to the conditions set forth in the merger agreement, upon the completion of the merger, each issued and outstanding share of Aviv common stock (other than shares held by Aviv or its wholly owned subsidiaries, which shares will be canceled) will be exchanged for the right to receive the merger consideration. See “The Merger Agreement — Consideration to be Received in the Merger — Merger Consideration.”

Upon completion of the merger, all outstanding equity awards generally will be subject to the following treatment:

- each outstanding option and restricted stock award with respect to Aviv common stock granted before the completion of the merger under an Aviv equity plan to an Aviv participant that is in effect as of the completion of the merger will remain in effect until such award expires, is terminated, is forfeited or is settled in accordance with its terms; provided, that (i) the number of shares of common stock subject to such awards will be adjusted to relate to Omega common stock based on the exchange ratio, (ii) each restricted stock award granted to any individual who is a non-employee director prior to the completion of the merger will be 100% vested upon the completion of the merger, and (iii) the exercise price of each outstanding stock option will be adjusted based on the exchange ratio;

- each performance-based restricted stock unit granted prior to the completion of the merger under an Aviv equity plan that remains in place for participants employed or engaged by Aviv as of the completion of the merger will vest and be deemed earned as of the completion of the merger to the extent the applicable performance goals have been achieved as of (i) December 31, 2014 with respect to awards with performance periods that started before December 31, 2014 and (ii) the date of the completion of the merger with respect to awards with performance periods that started upon or after December 31, 2014, and each performance-based restricted stock unit will be payable for shares of Omega common stock determined by multiplying the exchange ratio by the number of shares of Aviv common stock subject to the vested portion of the performance-based restricted stock units;

- each time-based restricted stock unit outstanding as of the completion of the merger and held by a participant who ceases to be employed by Aviv as of the merger completion date and is not immediately thereafter employed by Omega will fully vest; and

- each time-based restricted stock unit outstanding as of the completion of the merger and held by a participant who continues to be employed by Omega immediately following the completion of the merger will remain in effect until such award expires, is terminated, is forfeited or is settled in accordance with its terms; provided, however, that if a participant is terminated by Omega or an Omega subsidiary without cause (as defined in the merger agreement) before the first anniversary of the merger closing date, such outstanding time-based restricted stock unit will fully vest, and each time-based restricted stock unit will be payable for shares of Omega common stock determined by multiplying the exchange ratio by the number of shares of Aviv common stock subject to the vested portion of the time-based restricted stock units.

Assuming a termination without cause of each of the executives and completion of the merger as of April 1, 2015, the following table sets forth the cash proceeds or value of Aviv shares that each of Aviv’s non-employee directors and executive officers would receive in respect of their outstanding stock option awards, restricted stock awards, performance-based restricted stock units and time-based restricted stock units, including cash proceeds for awards that may vest prior to the completion of the merger based upon the completion of continued service and/or the prior achievement of the applicable performance goals, in either case, independent of the occurrence of the merger. The following table also reflects the acceleration of certain equity awards that may occur pursuant to transition agreements and change in control agreements entered into with certain executive officers as described in further detail below under “Change in Control Agreements” and “Transition Agreements.” All share and unit numbers have been rounded to the nearest whole number. Share amounts represent Aviv common stock or units denominated in Aviv common stock.