

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): December 16, 2005

OMEGA HEALTHCARE INVESTORS, INC.
(Exact name of registrant as specified in charter)

Maryland
(State of incorporation)

1-11316
(Commission File Number)

38-3041398
(IRS Employer
Identification No.)

**9690 Deereco Road
Suite 100
Timonium, Maryland 21093**
(Address of principal executive offices / Zip Code)

(410) 427-1700
(Registrant's telephone number, including area code)

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

Written communications pursuant to Rule 425 under the Securities Act.

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

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

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

Item 8.01 Other Events

On December 16, 2005, Omega Healthcare Investors, Inc. (the "Company") issued a press release announcing that it has commenced a tender offer and consent solicitation for any and all of its \$100 million aggregate principal amount of 6.95% notes due 2007. The tender offer is being made pursuant to an Offer to Purchase and Consent Solicitation Statement, dated December 16, 2005, and a related Consent and Letter of Transmittal. The offer to purchase will expire at 12:00 midnight, New York City time, on January 17, 2006, unless extended. The consent solicitation will expire at 5:00 p.m., New York City time, on December 30, 2005, unless extended. A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

On December 16, 2005, the Company announced its intention to offer \$175 million in principal amount of unsecured notes due 2016. A copy of the Company's press release announcing the foregoing is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit

Number Description

99.1 Press Release dated December 16, 2005.

99.2 Press Release dated December 16, 2005.

SIGNATURES

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

OMEGA HEALTHCARE INVESTORS, INC.
(Registrant)

Dated: December 16, 2005

By: /s/ Taylor Pickett
C. Taylor Pickett
President and Chief Executive Officer

EXHIBIT INDEX

Exhibit

Number Description

99.1 Press Release dated December 16, 2005.

99.2 Press Release dated December 16, 2005.

OMEGA HEALTHCARE INVESTORS COMMENCES OFFER TO PURCHASE AND CONSENT SOLICITATION FOR ITS 6.95% NOTES DUE 2007

TIMONIUM, MARYLAND - December 16, 2005- Omega Healthcare Investors, Inc. (NYSE:OHI) announced today that it commenced an offer to purchase and consent solicitation with regard to any and all of its outstanding \$100 million aggregate principal amount of 6.95% notes due 2007.

The offer to purchase will expire at 12:00 midnight, New York City time, on January 17, 2006, unless extended. The consent solicitation will expire at 5:00 p.m., New York City time, on December 30, 2005, unless extended.

The total consideration to be paid to holders who tender their notes and deliver their consents prior to 5:00 p.m., New York City time, on December 30, 2005 will be \$1,031.02 for each \$1,000 principal amount of notes validly tendered and not validly revoked, which includes a consent payment of \$30.00 per \$1,000 principal amount of notes. Holders who validly tender their notes after 5:00 p.m., New York City time on December 30, 2005 but prior to the expiration of the tender offer will receive \$1,001.02 for each \$1,000 principal amount of notes validly tendered and not validly revoked on or prior to the expiration date. Holders who validly tender notes will also be paid accrued and unpaid interest up to but not including the date of payment for the notes.

The purchase price for the notes and the consent payment for notes tendered on or before the expiration of the consent solicitation are expected to be paid promptly following the acceptance of the consents. The purchase price for the notes tendered on or before the expiration date of the offer to purchase is expected to be paid promptly following the expiration date of the offer to purchase.

Holders tendering their notes prior to the expiration of the consent solicitation will be deemed to have delivered their consent to certain proposed amendments to the indenture governing the notes, which will eliminate certain restrictive covenants and certain provisions relating to events of default and amend certain other related provisions.

The terms of the offer to purchase and consent solicitation, including the conditions to the Company's obligations to accept the notes tendered and consents delivered and pay the purchase price and consent payments, are set forth in the Company's offer to purchase and consent solicitation statement, dated December 16, 2005. The offer is subject to certain conditions, including the receipt of the requisite number of consents required to amend the indenture, the execution of the supplemental indenture containing the proposed amendments and the Company having raised funds from a private offering of new notes sufficient to pay the total consideration. The new notes to be offered have not been and will not be registered under the Securities Act of 1933 and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements. The Company may amend, extend or terminate the offer to purchase and consent solicitation at any time in its sole discretion without making any payments with respect thereto.

Deutsche Bank Securities Inc. is the dealer manager for the offer to purchase and the solicitation agent for the consent solicitation. Questions or requests for assistance may be directed to Deutsche Bank Securities Inc. (telephone: (212) 250-4270 (collect) or toll-free at (800) 553-2826). Requests for documentation may be directed to MacKenzie Partners, Inc., the information agent (telephone: (212) 929-5500 (collect)) or toll-free at (800) 322-2885.

This press release does not constitute an offer or solicitation to purchase or a solicitation of consents with respect to the notes. That offer and solicitation will be made only by means of the offer to purchase and consent solicitation statement. This press release does not constitute an offer to sell or a solicitation of an offer to buy the new notes. That offer will be made only by means of a confidential offering memorandum to be issued by the Company.

* * * * *

Omega is a real estate investment trust investing in and providing financing to the long-term care industry. At September 30, 2005, the Company owned or held mortgages on 216 skilled nursing and assisted living facilities with approximately 22,407 beds located in 28 states and operated by 38 third-party healthcare operating companies.

FOR FURTHER INFORMATION, CONTACT
Bob Stephenson, CFO at (410) 427-1700 or
visit the Company's website at www.omegahealthcare.com

This announcement includes forward-looking statements. All forward-looking statements included herein are based on current expectations and speak only as of the date of such statements. Omega undertakes no obligation to publicly update or revise any forward-looking statement, whether as a result of future events, new information or otherwise. Such forward-looking statements should be regarded solely as reflections of Omega's current operating plans and estimates. Statements regarding future events and developments, including the completion of the notes offering, and Omega's future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. All forward-looking statements are subject to certain risks and uncertainties that could cause actual events to differ materially from those projected. Management believes that these forward-looking statements are reasonable; however, you should not place undue reliance on such statements. Actual results may differ materially from those reflected in such forward-looking statements as a result of a variety of factors, including, among other things: (i) uncertainties relating to

the business operations of the operators of Omega's properties, including those relating to reimbursement by third-party payors, regulatory matters and occupancy levels; (ii) regulatory and other changes in the healthcare sector, including without limitation, changes in Medicare reimbursement; (iii) changes in the financial position of Omega's operators; (iv) the ability of operators in bankruptcy to reject unexpired lease obligations, modify the terms of Omega's mortgages, and impede the ability of Omega to collect unpaid rent or interest during the pendency of a bankruptcy proceeding and retain security deposits for the debtor's obligations; (v) the availability and cost of capital; (vi) competition in the financing of healthcare facilities; and (vii) other factors identified in Omega's filings with the Securities and Exchange Commission.

OMEGA HEALTHCARE ANNOUNCES \$175 MILLION SENIOR NOTE OFFERING

TIMONIUM, MARYLAND - December 16, 2005- Omega Healthcare Investors, Inc. (NYSE:OHI) today announced its intention to offer approximately \$175 million in principal amount of unsecured notes due 2016 in a private placement contemplating resales in accordance with Rule 144A under the Securities Act of 1933, as amended (the "Securities Act"), and in offshore transactions pursuant to Regulation S under the Securities Act. Omega anticipates that the notes will be unsecured senior obligations of Omega and will be guaranteed by Omega's subsidiaries. Omega will use the net proceeds of the offering to fund its cash tender offer and consent solicitation for its outstanding \$100 million aggregate principal amount of 6.95% notes due 2007, to repay outstanding indebtedness under Omega's \$200 million senior revolving credit facility, for general corporate purposes and to pay related fees and expenses.

The notes issued in this offering have not been registered under the Securities Act of 1933, as amended, or any applicable state laws, and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements. This notice does not constitute an offer of any securities for sale.

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