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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): June 2, 2011

**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.)

**200 International Circle**  
**Suite 3500**  
**Hunt Valley, Maryland 21030**  
(Address of principal executive offices / Zip Code)

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

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

- Written communications pursuant to Rule 425 under the Securities Act.
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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**Item 7.01. Regulation FD Disclosure.**

On June 2, 2011, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$575 million of its 6¾% senior notes due 2022 issued on October 4, 2010 and November 23, 2010 in two separate private placements. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

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

Exhibit 99.1 Press Release dated June 2, 2011

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**SIGNATURES**

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

**OMEGA HEALTHCARE INVESTORS, INC.**  
(Registrant)

Dated: June 2, 2011

By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer

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**INDEX TO EXHIBITS**

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated June 2, 2011

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PRESS RELEASE – FOR IMMEDIATE RELEASE

**OMEGA ANNOUNCES EXCHANGE OFFER FOR \$575 MILLION OF ITS 6¾% SENIOR NOTES DUE 2022**

**HUNT VALLEY, MARYLAND – June 2, 2011** – Omega Healthcare Investors, Inc. (NYSE:OHI) today announced the commencement of an offer to exchange \$575 million of its 6¾% Senior Notes due 2022 that have been registered under the Securities Act of 1933 (the “Exchange Notes”) for \$575 million of its outstanding 6¾% Senior Notes due 2022, which were issued in October and November 2010 in two separate private placements (the “Initial Notes”). The exchange offer is being conducted upon the terms and subject to the conditions set forth in the prospectus dated June 2, 2011, and the related letter of transmittal.

The Exchange Notes are identical in all material respects to the Initial Notes, except that the Exchange Notes will be registered under the Securities Act of 1933 and the provisions of the Initial Notes relating to transfer restrictions, registration rights and additional interest will not apply to the Exchange Notes.

The exchange offer is limited to holders of the 6¾% Senior Notes due 2022 issued on October 4, 2010, and November 23, 2010. The exchange offer is scheduled to expire at 5:00 p.m. Eastern Time on July 6, 2011, unless extended. Initial Notes tendered pursuant to the exchange offer may be withdrawn at any time prior to the expiration date by following the procedures set forth in the exchange offer prospectus and the related letter of transmittal.

Copies of the prospectus and the related letter of transmittal may be obtained from U.S. Bank National Association, which is serving as the exchange agent for the exchange offer. The address, email, telephone and facsimile number of U.S. Bank National Association are as follows:

*By Hand, Overnight Mail, Courier, or Registered or Certified Mail:*

*For Information or Confirmation by Telephone:*

U.S. Bank National Association  
Corporate Trust Services  
60 Livingston Avenue  
St. Paul, MN 55107  
Attention: Specialty Finance Group  
Reference: Omega Healthcare Investors, Inc.

(615) 495-8158  
Attention: Specialty Finance Group  
Reference: Omega Healthcare Investors, Inc.

1-800-934-6802

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Omega Healthcare Investors, Inc. is a real estate investment trust investing in and providing financing to the long-term care industry. At March 31, 2011, Omega owned or held mortgages on 398 skilled nursing facilities, assisted living facilities and other specialty hospitals with approximately 46,172 licensed beds (44,425 available beds) located in 35 states and operated by 50 third-party healthcare operating companies. In addition, Omega has two facilities currently held for sale.

FOR FURTHER INFORMATION, CONTACT  
Bob Stephenson, CFO at (410) 427-1700

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*This announcement includes forward-looking 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; (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) changes in Omega's credit ratings and the ratings of its debt securities; (vii) competition in the financing of healthcare facilities; (viii) Omega's ability to maintain its status as a real estate investment trust; and (ix) other factors identified in Omega's filings with the Securities and Exchange Commission. Statements regarding future events and developments and Omega's future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements.*

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