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

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934 (Amendment No. 1)

Omega Healthcare Investors, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share (Title of Class of Securities)

681936100

(CUSIP Number)

Thomas W. Bark, Esq. Jones, Day, Reavis & Pogue 599 Lexington Avenue New York, New York 10022 (212) 326-7815

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 30, 2001

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b)(3) or (4), check the following box $/_/$.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

CUSIP	NO.	681936100	13D	Page	2 of 14 Pages	
1	S.S.	OF REPORTING OR I.R.S. ID orer Holdings	ENTIFICATION NOS. OF ABOVE	PERSONS		
2	CHEC:	K THE APPROPR	LATE BOX IF A MEMBER OF A G	ROUP*	(a) /X/ (b) /_/	
3		USE ONLY				
4	SOURCE OF FUNDS* OO					
5		K BOX IF DISC UANT TO ITEM	LOSURE OF LEGAL PROCEEDINGS 2(d) or 2(e)	S IS REQUIRED	/_/	
6	CITI Dela		ACE OF ORGANIZATION			
SHARE	IS FICIAL		SOLE VOTING POWER None			

EACH REPORTING PERSON WITH		8	SHARED VOTING POWER		
			16,774,720**		
		 9	SOLE DISPOSITIVE POWER		
			None		
		 10			
		10	SHARED DISPOSITIVE POWER		
			16,774,720**		
11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PER:				N	
	16,774,720*	*			
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/_/*			FAIN	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)				
	45.6%				
 14	TYPE OF REP	ORTIN	 G PERSON*		
	PN				
		*	SEE INSTRUCTIONS BEFORE FILLING OUT!		
stock 16,00 Conve	previously r 0,000 shares rtible Prefer	eport of Om red S	(i) 1,000,000 shares of Series C Convertible ed by the Reporting Person, which are conve ega's common stock and (ii) 48,420 shares of tock acquired by the Reporting Person on Manto 774,720 shares of Omega's common stock	ertible into of Series C arch 30, 2001,	
CUSIP	NO. 681936	100	13D Page	e 3 of 14 Pages	
1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS				
	Explorer Ho	lding	s GenPar, LLC		
2	CHECK THE A	PPROP	RIATE BOX IF A MEMBER OF A GROUP*	(a) /X/ (b) /_/	
3	SEC USE ONL				
	SOURCE OF FUNDS* OO				
5	PURSUANT TO	ITEM	CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	/_/	
6	Delaware		LACE OF ORGANIZATION		
NUMB SHAR	ER OF	7	SOLE VOTING POWER		
	ES FICIALLY		None		
	D BY REPORTING	8	SHARED VOTING POWER		
PERS	ON WITH		16,774,720**		
			SOLE DISPOSITIVE POWER		
		2			
			None		
		10	SHARED DISPOSITIVE POWER		
			16,774,720**		
11	AGGREGATE A	MOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSO		
	16,774,720**				
12		F THE	AGGREGATE AMOUNT IN ROW (11) EXCLUDES CER	TAIN	
13	PERCENT OF		REPRESENTED BY AMOUNT IN ROW (11)		

45.6%

14 TYPE OF REPORTING PERSON*

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*SEE INSTRUCTIONS BEFORE FILLING OUT!

**This amount includes (i) 1,000,000 shares of Series C Convertible Preferred stock previously reported by the Reporting Person, which are convertible into 16,000,000 shares of Omega's common stock and (ii) 48,420 shares of Series C Convertible Preferred Stock acquired by the Reporting Person on March 30, 2001, which are convertible into 774,720 shares of Omega's common stock.

CUSIP	NO. 68193	6100	13D	Page 4 of 14 Pages	
1		PORTING PERSON R.S. IDENTIFIC	NS CATION NOS. OF ABOVE PERSON	15	
	Hampstead 3	Investment Par	rtners III, L.P.		
2	CHECK THE A	APPROPRIATE BO	DX IF A MEMBER OF A GROUP*	(a) /X/ (b) /_/	
3	SEC USE ON	LY			
4	SOURCE OF 1 OO				
5			OF LEGAL PROCEEDINGS IS RE	EQUIRED /_/	
6	CITIZENSHI	P OR PLACE OF	ORGANIZATION		
	Texas				
 NUMBER OF SHARES		7 SOLE V	JOTING POWER		
	ICIALLY BY	None			
EACH	REPORTING N WITH	8 SHAREI	O VOTING POWER		
TERSON WITH		16,774	4,720**		
		9 SOLE I	DISPOSITIVE POWER		
		None			
		10 SHAREI	D DISPOSITIVE POWER		
		16,774	4,720**		
1	AGGREGATE	AMOUNT BENEFIC	CIALLY OWNED BY EACH REPORT	ING PERSON	
	16,774,720	* *			
.2	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/_/*				
.3	PERCENT OF	RCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)			
	45.6%				
4	TYPE OF REPORTING PERSON*				
	PN				
		*SEE INSI	FRUCTIONS BEFORE FILLING OU	JT!	
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which are convertible into 774,720 shares of Omega's common stock.

CUSIP NO.	681936100	13D	Page 5 of 14 Pages
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S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) /X/						
	(b) /_/						
3	SEC USE ONLY						
4	SOURCE OF F	SOURCE OF FUNDS*					
	00						
5			CLOSURE OF LEGAL PROCEEDINGS IS REQUIRED 2(d) or 2(e)	/_/			
6	CITIZENSHIP	OR PI	LACE OF ORGANIZATION				
	ER OF		SOLE VOTING POWER				
SHARE BENEF	ES FICIALLY		None				
OWNED BY EACH REPORTING		8	SHARED VOTING POWER				
PERSC	ON WITH		16,774,720**				
		9	SOLE DISPOSITIVE POWER				
			None				
		10	SHARED DISPOSITIVE POWER				
		10					
			16,774,720**				
1			BENEFICIALLY OWNED BY EACH REPORTING PE	RSON			
	16,774,720*	* 					
3	SHARES/_/* PERCENT OF	CLASS	REPRESENTED BY AMOUNT IN ROW (11)				
	45.6%						
4	TYPE OF REP	ORTINO	G PERSON*				
	IN						
		*2	SEE INSTRUCTIONS BEFORE FILLING OUT!				
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	NO. 681936	100		age 6 of 14 Pages			
USIP	NAME OF REP	ORTINO		age 6 of 14 Pages			
USIP 	NAME OF REP	ORTING	G PERSONS	age 6 of 14 Pages			
USIP 1	NAME OF REP S.S. OR I.R Daniel A. D	ORTING .S. II ecker	G PERSONS DENTIFICATION NOS. OF ABOVE PERSONS RIATE BOX IF A MEMBER OF A GROUP*	age 6 of 14 Pages (a) /X/ (b) /_/			
USIP 1 2 2	NAME OF REP S.S. OR I.R Daniel A. D	ORTING .S. II ecker PPROPH	G PERSONS DENTIFICATION NOS. OF ABOVE PERSONS	(a) /X/			
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6 CITIZENSHIP OR PLACE OF ORGANIZATION

NUMBER OF 7 SOLE VOTING POWER SHARES None OWNED BY None EACH REPORTING 8 SHARED VOTING POWER PERSON WITH 16,774,720** 9 SOLE DISPOSITIVE POWER None None 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 10 SHARED DISPOSITIVE POWER 11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 16,774,720** 12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/_/* 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 45.6% 14 TYPE OF REPORTING PERSON* IN						
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12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES/_/* 13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 45.6% 14 TYPE OF REPORTING PERSON* IN	11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY		AMOUNT	BENEFICIALLY OWNED BY EACH REPORTING PERSON		
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13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 45.6% 14 TYPE OF REPORTING PERSON* IN	12	SHARES/_/*				
14 TYPE OF REPORTING PERSON*	13					
14 TYPE OF REPORTING PERSON*						

*SEE INSTRUCTIONS BEFORE FILLING OUT!

**This amount includes (i) 1,000,000 shares of Series C Convertible Preferred stock previously reported by the Reporting Person, which are convertible into 16,000,000 shares of Omega's common stock and (ii) 48,420 shares of Series C Convertible Preferred Stock acquired by the Reporting Person on March 30, 2001, which are convertible into 774,720 shares of Omega's common stock.

This amendment amends and supplements the information set forth in the Statement on Schedule 13D filed on May 25, 2000 by (i) Explorer Holdings, L.P., a Delaware limited partnership ("HOLDINGS"), (ii) Explorer Holdings GenPar, LLC, a Delaware limited liability company and the general partner of Holdings ("GENERAL PARTNER"), (iii) Hampstead Investment Partners III, L.P., a Delaware limited partnership ("PARENT"), (iv) Donald J. McNamara, and (v) Daniel A. Decker, relating to securities of Omega Healthcare Investors, Inc., a Maryland corporation (the "COMPANY"). Holdings, General Partner, Parent and Messrs. McNamara and Decker are collectively referred to herein as Reporting Persons.

ITEM 1. SECURITY AND ISSUER.

This amendment relates to the Series C Convertible Preferred Stock, par value \$1.00 per share (the "PREFERRED STOCK"), of the Company.

ITEM 5. INTEREST IN SECURITY OF THE ISSUER.

Item 5 is hereby amended and supplemented by adding thereto the following:

(a) Each of the Reporting Persons beneficially owns 16,774,720 Shares, consisting of (i) 1,000,000 shares of Preferred Stock previously reported, which are convertible into 16,000,000 shares of common stock of the Company and (ii) 48,420 shares of Preferred Stock acquired by the Reporting Persons on March 30, 2001, which are convertible into 774,720 shares of common stock of the Company.

(c) Holdings received 46,666 shares of Preferred Stock on March 30, 2001 as "paid-in-kind" dividends on the Preferred Stock for the period from August 1, 2000 to October 31, 2000. Holdings received 1,754 shares of Preferred Stock on March 30, 2001, which are convertible into 28,064 shares of common stock of the Company, in exchange for the delayed payment of the dividend described above.

ITEM 7. MATERIALS TO BE FILED AS EXHIBITS.

Exhibit 1: Powers of Attorney for the Reporting Persons (filed herewith).

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SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct, and agrees that this Statement may be filed

collectively on behalf of each of the undersigned by Explorer Holdings, L.P., Explorer Holdings GenPar, LLC, Hampstead Investment Partners III, L.P., Donald J. McNamara and Daniel A. Decker.

EXPLORER HOLDINGS, L.P.

Date: April 10, 2001

By: Explorer Holdings GenPar, LLC, its General Partner By: /s/ Daniel A. Decker _____ Daniel A. Decker Managing Member EXPLORER HOLDINGS GENPAR, LLC By: /s/ William T. Cavanaugh, Jr. _____ William T. Cavanaugh, Jr. Authorized Officer HAMPSTEAD INVESTMENT PARTNERS III, L.P. By: Hampstead Investment Partners III GenPar, L.P., its General Partner Hampstead GenPar III, LLC, By: its General Partner By: /s/ William T. Cavanaugh, Jr. ------William T. Cavanaugh, Jr. Authorized Officer /s/ Donald J. McNamara _____ Donald J. McNamara /s/ Daniel A. Decker _____ Daniel A. Decker Page 8 of 14 Pages

EXHIBIT INDEX

Exhibit 1: Powers of Attorney for the Reporting Persons (filed herewith).

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POWER OF ATTORNEY

Statements on Schedule 13D

Explorer Holdings, L.P. (the "Company") hereby constitutes and appoints William T. Cavanaugh, Jr., Daniel A. Decker and Donald J. McNamara, and each of them, as the Company's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on the Company's behalf any or all Statements on Schedule 13D, and any or all amendments thereto, relating to the capital stock of Omega Healthcare Investors, Inc. and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in fact or agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the promises, hereby ratifying and confirming all that said attorneys-in-fact or agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

By: Explorer Holdings GenPar, LLC, Its General Partner

By: /s/ Daniel A. Decker

Daniel A. Decker Managing Member

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POWER OF ATTORNEY

Statements on Schedule 13D

Explorer Holdings GenPar, LLC (the "Company") hereby constitutes and appoints William T. Cavanaugh, Jr., Daniel A. Decker and Donald J. McNamara, and each of them, as the Company's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on the Company's behalf any or all Statements on Schedule 13D, and any or all amendments thereto, relating to the capital stock of Omega Healthcare Investors, Inc. and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact or agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the promises, hereby ratifying and confirming all that said attorneys-in-fact or agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

EXPLORER HOLDINGS GENPAR, LLC

By: /s/ William T. Cavanaugh, Jr.

William T. Cavanaugh, Jr. Authorized Officer

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POWER OF ATTORNEY
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Statements on Schedule 13D

Hampstead Investment Partners III, L.P. (the "Company") hereby constitutes and appoints William T. Cavanaugh, Jr., Daniel A. Decker and Donald J. McNamara, and each of them, as the Company's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on the Company's behalf any or all Statements on Schedule 13D, and any or all amendments thereto, relating to the capital stock of Omega Healthcare Investors, Inc. and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact or agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the promises, hereby ratifying and confirming all that said attorneys-in-fact or agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

HAMPSTEAD INVESTMENT PARTNERS III, L.P.

By: Hampstead Investment Partners III GenPar, L.P., Its General Partner

> By: Hampstead GenPar III, LLC, its General Partner

By: /s/ William T. Cavanaugh, Jr. William T. Cavanaugh, Jr. Authorized Officer

Page 12 of 14 Pages

POWER OF ATTORNEY

Statements on Schedule 13D

The undersigned hereby constitutes and appoints William T. Cavanaugh, Jr. and Daniel A. Decker, and each of them, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on the undersigned's behalf any or all Statements on Schedule 13D, and any or all amendments thereto, relating to the capital stock of Omega Healthcare Investors, Inc., and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact or agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the promises, hereby ratifying and confirming all that said attorneys-in-fact or agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

> /s/ Donald J. McNamara Donald J. McNamara

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POWER OF ATTORNEY

Statements on Schedule 13D

The undersigned hereby constitutes and appoints William T. Cavanaugh, Jr. and Donald J. McNamara, and each of them, as the undersigned's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, to sign on the undersigned's behalf any or all Statements on Schedule 13D, and any or all amendments thereto, relating to the capital stock of Omega Healthcare Investors, Inc., and to file the same, with all exhibits thereto, with the Securities and Exchange Commission, granting unto said attorneys-in-fact or agents and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the promises, hereby ratifying and confirming all that said attorneys-in-fact or agents, or any of them or their substitutes, may lawfully do or cause to be done by virtue hereof.

> /s/ Daniel A. Decker Daniel A. Decker

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