

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF
SECURITIES PURSUANT TO SECTION 12(b) OR (g)
OF THE SECURITIES EXCHANGE ACT OF 1934**

OMEGA HEALTHCARE INVESTORS, INC.

(Exact name of registrant as specified in its charter)

MARYLAND

(State of incorporation or organization)

38-3041398

(I.R.S. Employer Identification No.)

9690 DEERECO ROAD, SUITE 100, TIMONIUM, MARYLAND

(Address of principal executive offices)

21093

(Zip Code)

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

Title of each class
to be so registered

**8.375% Series D Cumulative Redeemable Preferred Stock, par value
\$1.00 per share**

Name of each exchange on which
each class is to be registered

New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **333-69675**

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

Item 1. Description of Registrant's Securities to be Registered.

A description of the 8.375% Series D Cumulative Redeemable Preferred Stock, par value \$1.00 per share, of Omega Healthcare Investors, Inc. (the "Registrant") to be registered hereunder is contained in the section entitled "Description of the Series D Preferred Shares" on pages S-23 through S-29 of the Prospectus Supplement dated February 5, 2004 and in the section entitled "Description of Securities—Preferred Stock" on pages 7 through 11 of the Prospectus dated February 5, 2004, both filed pursuant to Rule 424(b) of the Securities Act of 1933, as amended, and thereby included in the Registrant's Form S-3 on file with the Securities and Exchange Commission (File No. 333-69675). Such descriptions are incorporated herein by reference.

Item 2. Exhibits.

- 3.1 Form of Articles Supplementary relating to 8.375% Series D Cumulative Redeemable Preferred Stock. (incorporated by reference to Exhibit 4.1 of the Registrant's Current Report on Form 8-K filed herewith)
 - 4.1 Specimen of Certificate representing the 8.375% Series D Cumulative Redeemable Preferred Stock, par value \$1.00 per share
 - 4.2 [see Exhibit 3.1]
-

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: February 10, 2004

OMEGA HEALTHCARE INVESTORS, INC.

By: /s/ ROBERT O. STEPHENSON

Robert O. Stephenson
Chief Financial Officer

QuickLinks

[Item 1. Description of Registrant's Securities to be Registered.](#)

[Item 2. Exhibits.](#)

[SIGNATURE](#)

Number

OMEGA LOGO

Shares

THIS CERTIFICATE IS TRANSFERABLE IN CANTON, MA, JERSEY CITY, NJ OR NEW YORK, NY

THE SHARES EVIDENCED HEREBY ARE SUBJECT TO RESTRICTIONS ON OWNERSHIP AND TRANSFER AS ARE FULLY DESCRIBED ON THE REVERSE SIDE HEREOF.

INCORPORATED UNDER THE LAWS OF THE STATE OF MARYLAND

CUSIP 681936 40 7

OMEGA HEALTHCARE INVESTORS, INC.

This certifies that

is the record holder of

8.375% SERIES D CUMULATIVE REDEEMABLE PREFERRED STOCK, LIQUIDATION PREFERENCE \$25.00 PER SHARE OF

Omega Healthcare Investors, Inc., transferable on the share register of the Corporation by the holder hereof in person or by a duly authorized attorney upon surrender of this Certificate properly endorsed. This Certificate is not valid until countersigned by the Transfer Agent and registered by the Registrar. Reference is made to the statement on the reverse hereof with respect to the class or series of shares and certain restrictions in the transferability thereof.

Witness the facsimile signatures of its duly authorized officers.

Dated:

/s/ DANIEL J. BOOTH SECRETARY

/s/ C. TAYLOR PICKETT CHIEF EXECUTIVE OFFICER

CERTIFICATE OF STOCK

OMEGA HEALTHCARE INVESTORS, INC.

The Corporation has the authority to issue Preferred Stock. The Corporation will furnish to any stockholder on request and without charge a full statement of the preferences, conversion and other rights, voting powers, limitations as to dividends, qualifications, terms and conditions of redemption of the stock of each Class the Corporation is authorized to issue. The Preferred Stock is subject to redemption by the Corporation on and after February 10, 2009. The transfer of these shares to any person who would thereby hold beneficial interest of more than 9.9% of the value of the outstanding capital stock of the Corporation may be prohibited or void or subject to other transfer restrictions of redemption rights as set forth in the Charter. The Corporation will furnish information concerning such restrictions to any stockholder on request and without charge.

The following abbreviations, when used in the inscription on the face of this certificate, shall be construed as though they were written out in full according to applicable laws or regulations:

Table with 4 columns: Abbreviation, Description, Law Reference, and Role. Rows include TEN COM, TEN ENT, JT TEN, COM PROP and their corresponding legal references and roles like Custodian, Cust, and Minor.

Additional abbreviations may also be used though not set in the above list.

For Value Received, _____ hereby sell(s), assign(s) and transfer(s) unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF ASSIGNEE

(PLEASE PRINT OR TYPEWRITE NAME AND ADDRESS, INCLUDING ZIP CODE, OF ASSIGNEE)

shares of the common stock represented by the within Certificate, and do hereby irrevocably constitute and appoint

Attorney to transfer the said stock on the books of the within named Corporation with full power of substitution in the premises.

Dated:

X

X

Signature(s) Guaranteed

NOTICE: THE SIGNATURE(S) TO THE ASSIGNMENT MUST CORRESPOND WITH THE NAME(S) AS WRITTEN UPON THE FACE OF THE CERTIFICATE IN EVERY PARTICULAR, WITHOUT ALTERATION OR ENLARGEMENT OR ANY CHANGE WHATSOEVER.
