

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Gourmand Matthew Paul</u> (Last) (First) (Middle) C/O OMEGA HEALTHCARE INVESTORS, INC. 303 INTERNATIONAL CIRCLE, STE 200 (Street) HUNT VALLEY MD 21030 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 01/01/2025	3. Issuer Name and Ticker or Trading Symbol <u>OMEGA HEALTHCARE INVESTORS INC [OHI]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) President	5. If Amendment, Date of Original Filed (Month/Day/Year)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	902 ⁽¹⁾	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Profits Interest Units	(2)	(2)	OP Units	42,753	0	D	
OP Units	(3)	(3)	Common Stock	69,351	0	D	

Explanation of Responses:

- Represents shares purchased by officer as part of the Omega Healthcare Investors, Inc. (the "Issuer") Employee Stock Purchase Plan.
- Represents 11,957 Profits Interest Units ("PIUs") granted on 1/1/22, 15,408 PIUs granted on 1/1/23, and 15,388 PIUs granted on 1/1/24, respectively, in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each PIU represents a contingent right to receive 1 unit of limited partnership interest (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements. Each PIU is subject to three-year, time-based cliff vesting on 12/31/25, 12/31/26, and 12/31/27, respectively, and will be subject to the executive officer's continued employment on the vesting date. Vesting will be accelerated in the case of Retirement or a Qualifying Termination (as defined in the award agreement), subject to the officer's compliance with certain restrictive covenants. Distributions accrue and will be paid on unvested and vested time-based PIUs.
- Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one (1) share of Issuer common stock, or at the Issuer's election, one (1) share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. OP Units do not expire.

Remarks:

EXHIBIT LIST - Exhibit 24 - Power of Attorney for Matthew P. Gourmand

/s/ Meghan C. Lyons, Attorney-in-Fact for Matthew P. Gourmand 01/10/2025

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

OMEGA HEALTHCARE INVESTORS, INC.
SECTION 16 POWER OF ATTORNEY

Know all be these present, that the undersigned hereby constitutes and appoints Robert O. Stephenson, Gail D. Makode, and Meghan C. Lyons, or either one of them acting singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

(1) Prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments hereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities and Exchange Act of 1934 or any rule or regulation of the SEC;

(2) Execute for and on behalf of the undersigned, in the undersigned's capacity as a director or officer of Omega Healthcare Investors, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities and Exchange Act of 1934 and the rules thereunder;

(3) Do and perform any and all acts for an on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority; and

(4) Take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to such attorney-in-fact full power and authority to so and perform any and every act and thing whatsoever requisite, necessary, or proper to be sone in the exercise of any of the right and power herein granted, as fully to all intent and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of January, 2025.

/s/ Matthew P. Gourmand