

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): **March 3, 2021**

OMEGA HEALTHCARE INVESTORS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of incorporation)

1-11316
(Commission File Number)

38-3041398
(IRS Employer Identification No.)

303 International Circle
Suite 200
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.

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.10 par value	OHI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01 Other Events.

On March 3, 2021, Omega Healthcare Investors, Inc., a Maryland corporation ("Omega"), issued a press release announcing the pricing of an underwritten public offering (the "Offering") of \$700,000,000 aggregate principal amount of 3.250% senior unsecured notes due 2033. The press release announcing the pricing of the Offering is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference. Also on March 3, 2021, Omega issued a press release announcing that it has amended its previously announced tender offer (the "Tender Offer") to purchase for cash its 4.375% Senior Notes due 2023 (the "Notes") by increasing the aggregate principal amount from \$250,000,000 to \$350,000,000. All other terms of the Tender Offer remain unchanged. The press release announcing the amendment to the Tender Offer is filed as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits. The following exhibits are being filed herewith:

No.	Description
99.1	Press Release related to Offering, dated March 3, 2021
99.2	Press Release related to Tender Offer, dated March 3, 2021
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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.

Dated: March 3, 2021

By: /s/ Gail D. Makode
Gail D. Makode
Chief Legal Officer, General Counsel and
Secretary



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PRESS RELEASE – FOR IMMEDIATE RELEASE

Omega Healthcare Investors Announces Pricing of its \$700 Million Senior Notes Offering

HUNT VALLEY, MARYLAND – March 3, 2021 – Omega Healthcare Investors, Inc. (NYSE: OHI) (“Omega”) today announced that it priced an underwritten public offering of \$700 million aggregate principal amount of 3.250% Senior Notes due 2033 (the “2033 Notes”). The settlement of this offering is expected to occur on March 10, 2021, subject to customary closing conditions.

Omega intends to use the net proceeds from the offering (i) to repay its British Pounds Sterling denominated borrowings under its credit facilities and (ii) to fund the purchase price for its previously announced tender offer to purchase for cash a portion of its 4.375% Senior Notes due 2023 and the payment of accrued interest and related fees, premiums and expenses in connection therewith. Omega intends to use any remaining net proceeds, including in the event that it does not achieve full participation in the tender offer, to repay a portion of outstanding borrowings under its credit facilities and for general corporate purposes, which may include future acquisition or investment opportunities.

The 2033 Notes are guaranteed by Omega’s subsidiary, OHI Healthcare Properties Limited Partnership, and will be guaranteed by Omega’s existing and future subsidiaries that guarantee unsecured indebtedness for money borrowed of Omega in a principal amount at least equal to \$50 million.

J.P. Morgan Securities LLC, BofA Securities, Inc., Credit Agricole Securities (USA) Inc. and Wells Fargo Securities, LLC are acting as active joint book-running managers for the offering of the 2033 Notes.

The 2033 Notes will mature on April 15, 2033, have an issue price to the public of 99.304% and feature a fixed-rate coupon of 3.250% per annum, payable semiannually on April 15 and October 15 of each year, beginning October 15, 2021.

The offering is being conducted by means of a prospectus supplement filed as part of a shelf registration statement on Form S-3 (Registration No. 333-228321) previously filed with the Securities and Exchange Commission (the “SEC”). A copy of the preliminary prospectus supplement and accompanying prospectus relating to the offering of the Notes can be obtained from: J.P. Morgan Securities LLC, 383 Madison Avenue, New York, New York 10179, Attention: Investment Grade Syndicate Desk, or by calling collect at (212) 834-4533; BofA Securities, Inc., NC1-004-03-43, 200 North College Street, 3rd Floor, Charlotte, North Carolina 28255, Attention: Prospectus Department, or by email at dg.prospectus_requests@bofa.com, or by calling (800) 294-1322; Credit Agricole Securities (USA) Inc., 1301 Avenue of the Americas, New York, New York 10019, Attention: Debt Capital Markets, or by calling (866) 807-6030; Wells Fargo Securities, LLC, 608 2nd Avenue South, Suite 1000, Minneapolis, MN 55402, Attention: WFS Customer Service, or by email at wfscustomerservice@wellsfargo.com, or by calling (800) 645-3751. Potential investors should read the prospectus supplement and accompanying prospectus, the registration statement and the other documents that Omega has filed with the SEC in connection with the offering of the Notes. A copy of the prospectus supplement and accompanying prospectus may also be obtained without charge by visiting the SEC’s website at www.sec.gov.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Omega is a real estate investment trust that invests in the long-term healthcare industry, primarily in skilled nursing and assisted living facilities. Its portfolio of assets is operated by a diverse group of healthcare companies, predominantly in a triple-net lease structure. The assets span all regions within the United States, as well as in the United Kingdom. More information on Omega is available at www.omegahealthcare.com.

Forward-Looking Statements

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding Omega’s or its tenants’, operators’, borrowers’ or managers’ expected future financial condition, results of operations, cash flows, funds from operations, dividends and dividend plans, financing opportunities and plans, capital markets transactions, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, dispositions, facility transitions, growth opportunities, continued qualification as a real estate investment trust, plans and objectives of management for future operations and statements that include words such as “anticipate,” “if,” “believe,” “plan,” “estimate,” “expect,” “intend,” “may,” “could,” “should,” “will” and other similar expressions are forward-looking statements. These forward-looking statements are inherently uncertain, and actual results may differ from Omega’s expectations.

Omega’s 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) the impact of novel coronavirus (“COVID-19”) on our business and the business of our operators, including without limitation, the extent and duration of the COVID-19 pandemic, increased costs experienced by operators of skilled nursing facilities and assisted living facilities in connection therewith, and the extent to which continued government support may be available to operators to offset such costs and the conditions related thereto; (iii) the ability of our operators to comply with the terms and conditions pursuant to which government support may be available; (iv) the risk Omega may not complete this offering in a timely fashion or at all, and (v) those risks and uncertainties associated with Omega’s business described in its Annual Report on Form 10-K filed on February 28, 2020 and its subsequent filings with the SEC. Although Omega believes the expectations reflected in such forward-looking statements are based upon reasonable assumptions, Omega can give no assurance that the expectations will be attained or that any deviation will not be material. We caution you that the foregoing list of important factors may not contain all of the material factors that are important to you. Accordingly,

readers should not place undue reliance on those statements. All forward-looking statements are based upon information available to us on the date of this release. We undertake no obligation to publicly update or revise any forward-looking statement as a result of new information, future events or otherwise, except as otherwise required by law.

Bob Stephenson, CFO, or Matthew Gourmand, SVP Corporate Strategy & Investor Relations, at (410) 427-1700



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PRESS RELEASE – FOR IMMEDIATE RELEASE

Omega Healthcare Investors Announces Increase in Aggregate Maximum Tender Amount of Tender Offer for Outstanding Notes

HUNT VALLEY, MARYLAND – March 3, 2021 – Omega Healthcare Investors, Inc. (NYSE: OHI) (“Omega”) announced today that it has amended its previously announced tender offer (the “Tender Offer”) to purchase for cash its 4.375% Senior Notes due 2023 (the “Notes”) by increasing the aggregate principal amount from \$250,000,000 to \$350,000,000 (as amended, the “Aggregate Maximum Tender Amount”). All other terms of the previously announced Tender Offer remain unchanged.

Title of Note	CUSIP Number	Principal Amount Outstanding	Aggregate Maximum Tender Amount(1)	U.S. Treasury Reference Security	Bloomberg Reference Page	Fixed Spread	Early Tender Premium (2)(3)	Applicable Par Call Date
4.375% Senior Notes due 2023	681936BJ8	\$700 million	\$350 million	1.625% UST due 5/31/2023	FIT5	+50 bps	\$30	June 1, 2023

(1) As amended.

(2) Per \$1,000 principal amount.

(3) The Total Consideration for Notes validly tendered prior to or at the Early Tender Time (as defined below) and accepted for purchase is calculated using the Fixed Spread (as defined below) and is inclusive of the Early Tender Premium.

The Tender Offer consists of an offer to purchase the Notes for cash, on the terms and conditions set forth in the offer to purchase, dated March 3, 2021, as amended hereby (as the same may be amended or supplemented, the “Offer to Purchase”). Subject to the Aggregate Maximum Tender Amount, proration (if applicable) and the satisfaction or waiver of the conditions to the Tender Offer, including a financing condition, Omega will accept for purchase on the Early Settlement Date, if any, or the Final Settlement Date (each as defined in the Offer to Purchase), as applicable, Notes validly tendered in the Tender Offer.

Notes validly tendered at or prior to the Early Tender Time will be accepted for purchase in priority to other Notes validly tendered after the Early Tender Time. Accordingly, if the Aggregate Maximum Tender Amount is reached in respect of tenders of Notes made at or prior to the Early Tender Time, no Notes that are tendered after the Early Tender Time will be accepted for purchase unless the Aggregate Maximum Tender Amount is increased by Omega, in its sole discretion, subject to proration.

The Tender Offer will expire at 11:59 p.m., New York City Time, at the end of March 30, 2021, or any other date and time to which Omega extends the Tender Offer (such time and date, as it may be extended, the “Expiration Time”), unless the Tender Offer is earlier terminated. Holders of the Notes must validly tender and not validly withdraw the Notes prior to or at 5:00 pm, New York City Time, on March 16, 2021 (such date and time, as it may be extended, the “Early Tender Time”), to be eligible to receive the Total Consideration, which is inclusive of an amount in cash equal to the amount set forth in the table above under the heading “Early Tender Premium” (the “Early Tender Premium”), plus Accrued Interest (as defined below). Holders of the Notes who validly tender their Notes after the Early Tender Time but prior to or at the Expiration Time will be eligible to receive an amount equal to the Total Consideration minus the Early Tender Premium plus Accrued Interest.

Subject to applicable law, Omega may increase or decrease the Aggregate Maximum Tender Amount in its sole discretion.

The Notes may be validly withdrawn at any time prior to, but not after, 5:00 pm, New York City Time, on March 16, 2021 (such date and time, as it may be extended, the “Withdrawal Deadline”). Subject to applicable law, Omega may increase or decrease the Aggregate Maximum Tender Amount without extending the Withdrawal Deadline.

The “Total Consideration” for each \$1,000 principal amount of Notes validly tendered and accepted for purchase pursuant to the Tender Offer will be determined in the manner described in the Offer to Purchase by reference to the fixed spread for the Notes specified in the table above plus the yield based on the bid-side price of the U.S. Treasury Reference Security specified in the table above at 10:00 a.m., New York City Time, on March 17, 2021, unless extended or the Tender Offer is earlier terminated.

Except as set forth below, payment for the Notes that are validly tendered prior to or at the Expiration Time will, if not previously paid for on an earlier settlement date, if applicable, be made on a date promptly following the Expiration Time, which is currently anticipated to be March 30, 2021, the second business day after the Expiration Time. Omega reserves the right, in its sole discretion, to make payment for Notes that are validly tendered prior to or at the Early Tender Time on an earlier settlement date, which, if Omega so elects, is currently anticipated to be March 18, 2021, provided that the conditions to the Tender Offer have been satisfied or waived.

Holders of the Notes will also receive accrued and unpaid interest on their Notes validly tendered and accepted for purchase from the last interest payment date up to, but not including, the applicable settlement date (“Accrued Interest”).

The Tender Offer is subject to the satisfaction or waiver of certain conditions, including a financing condition, as more fully set forth in the Offer to Purchase.

The Tender Offer is not subject to minimum tender conditions.

Information Relating to the Tender Offer

Credit Agricole Securities (USA) Inc. is serving as the Lead Dealer Manager for the Tender Offer. Investors with questions regarding the Tender Offer may contact the Lead Dealer Manager by phone at (866) 807-6030 (Toll Free) or (212) 261-7802 (Collect), by email at us.liabilitymanagement@ca-cib.com, or by mail addressed to Credit Agricole Securities (USA) Inc. at 1301 Avenue of the Americas, 17th Floor, New York, NY 10019, Attention: Debt Capital Markets/Liability Management.

None of Omega or its affiliates, their respective boards of directors, the dealer managers, the tender and information agent or the trustee with respect to the Notes is making any recommendation as to whether holders should tender any Notes in response to the Tender Offer, and neither Omega nor any such other person has authorized any person to make any such recommendation. Holders must make their own decision as to whether to tender any of their Notes, and, if so, the principal amount of Notes to tender.

This press release is for informational purposes only and is not an offer to buy, or the solicitation of an offer to sell, any of the Notes and the Tender Offer does not constitute an offer to buy or the solicitation of an offer to sell the Notes in any jurisdiction or in any circumstances in which such offer or solicitation are unlawful. The full details of the Tender Offer, including complete instructions on how to tender the Notes, are included in the Offer to Purchase. Holders are strongly encouraged to carefully read the Offer to Purchase, including materials incorporated by reference therein, because they will contain important information. The Offer to Purchase may be downloaded from Global Bondholder Services Corporation's website at www.gbsc-usa.com/omega/ or obtained from Global Bondholder Services Corporation, free of charge, by calling toll-free at (866) 470-4300 (bankers and brokers can call collect at (212) 430-3774).

About Omega

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Contact

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