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

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FORM 8-K

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CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of report (Date of earliest event reported): September 7, 2018

**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.)

**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.

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.

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## Item 8.01 Other Events

On September 7, 2018, Omega Healthcare Investors, Inc. (the "Company") amended certain Equity Distribution Agreements, dated September 3, 2015 (as amended, collectively the "Amended Agreements"), between the Company and each of BB&T Capital Markets, a division of BB&T Securities, LLC, Capital One Securities, Inc., Credit Agricole Securities (USA) Inc., JPMorgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, Stifel, Nicolaus & Company, Incorporated, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC, each as sales agent and/or principal (collectively, the "Managers"). Under the terms of the Amended Agreements, the Company may sell shares of its common stock, from time to time, through or to the Managers having an aggregate gross sales price of up to \$500 million. Prior to September 7, 2018, the Company previously sold shares of its common stock having an aggregate offering price of approximately \$71,684,349, resulting in an aggregate offering price of \$428,315,651 of its shares of common stock remaining available for sale pursuant to the terms of the Amended Agreements. Sales of the shares, if any, will be made by means of ordinary brokers' transactions on the New York Stock Exchange at market prices, or as otherwise agreed with the applicable Manager. The Company will pay each Manager compensation for sales of the shares equal to 2% of the gross sales price per share of shares sold through such Manager under the applicable Amended Agreement.

The Company is not obligated to sell and the Managers are not obligated to buy or sell any shares under the Amended Agreements. No assurance can be given that the Company will sell any shares under the Amended Agreements, or, if it does, as to the price or amount of shares that it sells, or the dates when such sales will take place.

The remaining shares available for issuance pursuant to the terms of the Amended Agreements will be issued pursuant to the Company's automatic shelf registration statement on Form S-3 (Registration No. 333-227148), which became effective upon filing with the Securities and Exchange Commission on August 31, 2018. Concurrently herewith, we are filing a prospectus supplement, dated September 7, 2018, with the Securities and Exchange Commission in connection with the offer and sale of the remaining shares.

A copy of a form of the Amended Agreements is attached hereto as Exhibit 10.1, and is incorporated by reference herein. The foregoing description of the Amended Agreements and the transactions contemplated thereby does not purport to be complete and is qualified in its entirety by reference to such exhibit.

## Item 9.01 Financial Statements and Exhibits

(d) Exhibits

Exhibit No.      Description of Exhibit

5.1                      Opinion of Shapiro Sher Guinot & Sandler, P.A. regarding the legality of the Common Stock.

8.1                      Opinion of Bryan Cave Leighton Paisner LLP regarding tax matters.

10.1                     Form of amendment dated September 7, 2018 to Equity Distribution Agreement dated September 3, 2015, entered into by and between Omega Healthcare Investors, Inc. and each of BB&T Capital markets, a division of BB&T Securities, LLC, Capital One Securities, Inc., Credit Agricole Securities (USA) Inc., JPMorgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, Stifel, Nicolaus & Company, Incorporated, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC.

23.1                     Consent of Shapiro Sher Guinot & Sandler, P.A. (contained in Exhibit 5.1).

23.2                     Consent of Bryan Cave Leighton Paisner LLP (contained in Exhibit 8.1).

**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: September 7, 2018

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

September 7, 2018

Omega Healthcare Investors, Inc.  
303 International Circle  
Suite 200  
Hunt Valley, Maryland 21030

Ladies and Gentlemen:

We have acted as special "Maryland law" counsel to Omega Healthcare Investors, Inc., a Maryland corporation (the "Company"), in connection with the issuance and sale of shares of the Company's common stock, \$0.10 par value per share, having an aggregate offering price of up to \$500,000,000 (the "Shares") pursuant to those certain Equity Distribution Agreements (collectively, the "Agreements") dated September 3, 2015 as amended on September 7, 2018, between the Company and each of BB&T Capital Markets, a division of BB&T Securities, LLC, Capital One Securities, Inc., Credit Agricole Securities (USA) Inc., JPMorgan Securities LLC, Merrill Lynch, Pierce, Fenner & Smith Incorporated, MUFG Securities Americas Inc., Morgan Stanley & Co. LLC, RBC Capital Markets, LLC, Stifel, Nicolaus & Company, Incorporated, SunTrust Robinson Humphrey, Inc. and Wells Fargo Securities, LLC (collectively, the "Managers"), as sales agent and/or principal. The Shares are being offered pursuant to Rule 415 under the Securities Act of 1933, as amended (the "Securities Act"). This opinion is being delivered in connection with (a) that certain Registration Statement on Form S-3 (File No. 333-227148), filed with the Securities and Exchange Commission (the "Commission") on August 31, 2018 (the "Registration Statement"), and (b) a Prospectus Supplement, dated September 7, 2018 (the "Prospectus Supplement"), filed with the Commission pursuant to Rule 424 under the Securities Act, which supplements the prospectus contained in the Registration Statement. The Company previously sold Shares having an aggregate offering price of approximately \$71,684, 349, resulting in an aggregate offering price of \$428,315,651 of Shares of Common Stock remaining available for sale pursuant to the terms of the Agreements.

In connection herewith, we have examined:

1. the Agreements;
2. the Registration Statement; and
3. the Prospectus Supplement.

We have also examined originals or copies, certified or otherwise identified to our satisfaction, of the Charter and the Amended and Restated Bylaws of the Company and such other corporate records, agreements and instruments of the Company, certificates of public officials and officers of the Company, and such other documents, records and instruments, and we have made such legal and factual inquiries as we have deemed necessary or appropriate as a basis for us to render the opinions hereinafter expressed. In our examination of the foregoing, we have assumed the genuineness of all signatures, the legal competence and capacity of natural persons, the authenticity of documents submitted to us as originals and the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering, Analysis and Retrieval system or other sites maintained by a court or governmental authority or regulatory body, and the authenticity of the originals of such latter documents. When relevant facts were not independently established, we have relied without independent investigation as to matters of fact upon statements of governmental officials and upon representations made in or pursuant to the certificates and statements of appropriate representatives of the Company.

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Based upon the foregoing and in reliance thereon, and subject to the assumptions, comments, qualifications, limitations and exceptions set forth herein, we are of the opinion that:

1. The Company is a corporation duly incorporated, validly existing, and in good standing with the Maryland State Department of Assessments and taxation under the laws of the State of Maryland.
2. The Shares to be issued pursuant to the Agreements have been duly authorized for issuance and upon the issuance and delivery of the Shares and the receipt by the Company of all consideration therefor in accordance with the terms of the Agreements and the Registration Statement, will be validly issued, fully paid and non-assessable under the Maryland General Corporation Law.

In addition to the assumptions, comments, qualifications, limitations and exceptions set forth above, the opinions set forth herein are further limited by, subject to and based upon the following assumptions, comments, qualifications, limitations and exceptions:

Our opinions herein reflect only the application of the Maryland General Corporation Law (including the statutory provisions, all applicable provisions of the Maryland constitution and reported judicial decisions interpreting the foregoing) and we do not express any opinions herein concerning any other law. The opinions set forth herein are made as of the date hereof and are subject to, and may be limited by, future changes in the factual matters set forth herein, and we undertake no duty to advise you of the same. The opinions expressed herein are based upon the law in effect (and published or otherwise generally available) on the date hereof, and we assume no obligation to revise or supplement these opinions should such law be changed by legislative action, judicial decision or otherwise. In rendering our opinions, we have not considered, and hereby disclaim any opinion as to, the application or impact of any laws, cases, decisions, rules or regulations of any other jurisdiction, court or administrative agency.

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We do not render any opinions except as set forth above. We hereby consent to the filing of this opinion as an exhibit to the Company's Current Report on Form 8-K and to the use of our name under the caption "Legal matters" in the Prospectus Supplement. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Act or the Rules and Regulations of the Commission thereunder.

Very truly yours,

/s/ Shapiro Sher Guinot & Sandler, P.A.

Shapiro Sher Guinot & Sandler, P.A.

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September 7, 2018

Omega Healthcare Investors, Inc.  
303 International Circle  
Suite 200  
Hunt Valley, Maryland 21030

RE: Certain United States Federal Income Tax Matters

Ladies and Gentlemen:

We have acted as counsel to Omega Healthcare Investors, Inc., a Maryland corporation (the “**Company**”), in connection with those certain Equity Distribution Agreements, dated September 3, 2015, each as amended on September 7, 2018 (collectively, the “**Agreements**”), between the Company and each of the Managers identified on Annex I (collectively, the “**Managers**”), as sales agent and/or principal, with such Agreements providing for, among other things, the issuance and sale through or to the Managers of shares of the Company’s common stock, \$0.10 par value per share (the “**Common Stock**”), having an aggregate offering price of up to \$500,000,000 (the “**Shares**”). The Shares are being offered pursuant to the Company’s Registration Statement (as amended, the “**Registration Statement**”) on Form S-3 (File No. 333- 227148) as filed with the Securities and Exchange Commission (the “**Commission**”) on August 31, 2018, the form of prospectus included therein (the “**Basic Prospectus**”), and the Prospectus Supplement as filed with the SEC on September 7, 2018, (the “**Prospectus Supplement**,” and together with the Basic Prospectus, the “**Prospectus**”). The Company previously sold Shares having an aggregate offering price of approximately \$71,684,349, resulting in an aggregate offering price of \$428,315,651 of Shares of Common Stock remaining available for sale pursuant to the terms of the Agreements. You have requested our opinion concerning certain United States federal income tax considerations relating to the Company, including with respect to the Company’s election to be taxed as a real estate investment trust (“**REIT**”) in connection with the Prospectus. Capitalized terms used, but not defined, herein have the meaning ascribed to them in the Prospectus.

In rendering our opinion, we have examined and relied on originals or copies certified or otherwise identified to our satisfaction of (i) the Articles of Incorporation, the Articles of Amendment, Articles of Amendment and Restatement, and Articles Supplementary thereto, of the Company and its Subsidiaries, (ii) the Registration Statement, (iii) the Prospectus, and (iv) such other documents, certificates, and records as we have deemed necessary or appropriate. We also have relied upon factual statements and representations made to us by representatives of the Company that are set forth in a certificate executed and provided to us by the Company (the “**Officers’ Certificate**”). With respect to the ownership of stock of the Company for certain periods prior to March 8, 2004, we also have relied on a letter from Explorer Holdings, L.P., regarding the ownership of stock of the Company by Explorer Holdings, L.P., Explorer Holdings Level II, L.P., and Hampstead Investment Partners III, L.P. For purposes of this opinion, we have assumed the validity and accuracy of the documents, certificates and records set forth above, and that the statements and representations made therein are and will remain true and complete. We also have assumed that the Registration Statement and such other documents, certificates and records and that the statements as to factual matters contained in the Prospectus are true, correct and complete and will continue to be true, correct and complete through the completion of the transactions contemplated therein. For purposes of this Opinion, we have not, however, assumed the correctness of any statement to the effect that the Company qualifies as a REIT under the Internal Revenue Code of 1986, as amended (the “**Code**”) and the rules and regulations promulgated thereunder (the “**Regulations**”).

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In our examination, we have assumed the legal capacity of all natural persons, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity with authentic original documents of all documents submitted to us as copies or by facsimile or other means of electronic transmission, or which we obtained from the Commission's Electronic Data Gathering Analysis and Retrieval system ("**EDGAR**") or other sites maintained by a court or government authority or regulatory body, and the authenticity of the originals or such latter documents. If any document we examined in printed, word processed or similar form has been filed with the Commission on EDGAR or such court or governmental authority or regulatory body, we have assumed that the document so filed is identical to the document we examined except for formatting changes. In making our examination of documents executed, or to be executed, by the parties indicated therein, we have assumed that each party (other than the Company) has, or will have, the power, corporate or other, to enter into and perform all obligations thereunder and we have also assumed the due authorization by all requisite action, corporate or other, and the execution and delivery by such parties and the validity and binding effect thereof on such parties. All of the documents we have reviewed will be complied with without waiver. Finally, in connection with the opinions rendered below, we have assumed that during its taxable year ended December 31, 1992, and in each subsequent taxable year to present, the Company has operated and will continue to operate in such a manner that makes and will continue to make the representations contained in the Officers' Certificate true for each of such years, as of the date hereof, and any representation made as a belief, made "to the knowledge of," or made in a similarly qualified manner is true, correct, and complete, as of the date hereof, without such qualification.

In rendering our opinion, we have considered the applicable provisions of the Code, the Regulations, pertinent judicial authorities, interpretive rulings of the Internal Revenue Service and such other authorities as we have considered relevant, all in effect as of the date hereof. It should be noted that statutes, regulations, judicial decisions and administrative interpretations are subject to change at any time (possibly with retroactive effect). A change in the authorities or the accuracy or completeness of any of the information, documents, certificates, records, statements, representations, covenants, or assumptions on which our opinion is based could affect our conclusions.

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Based on the foregoing, in reliance thereon and subject thereto and to the limitations stated below, it is our opinion that:

(a) From and including the Company's taxable year ending December 31, 1992, the Company was and is organized in conformity with the requirements for, its actual method of operation through the date hereof has permitted, and its proposed methods of operations as described in the Prospectus will permit the Company to meet the requirements for, qualification and taxation as a REIT under the Code and the Company has qualified and will so qualify, and the Company will continue to meet such requirements and qualify as a REIT after consummation of the contemplated transactions and the application of the proceeds, if any, from the public offering of Common Stock by the Company as described in the Prospectus.

(b) The discussion in the Prospectus under the heading "U.S. Federal Income Tax Considerations" in so far as such statements constitute a summary of U.S. federal tax matters, taken together, fairly and accurately summarizes such matters in all material respects.

The Company's qualification and taxation as a REIT depends upon the Company's ability to meet on a continuing basis, through actual annual operating and other results, the various requirements under the Code with regard to, among other things, the sources of its gross income, the composition of its assets, the level of its distributions to stockholders and the diversity of its stock ownership, and various other qualification tests imposed under the Code. We will not review the Company's compliance with these requirements on a continuing basis. Accordingly, no assurance can be given that the actual results of the operations of the Company and its subsidiaries, the sources of their income, the nature of their assets, the level of the Company's distributions to stockholders and the diversity of its stock ownership for any given taxable year will satisfy the requirements under the Code for qualification and taxation as a REIT and conform to the representations in the Officers' Certificate.

Except as set forth above, we express no opinion to any party as to the tax consequences, whether federal, state, local or foreign, of the Prospectus or the Registration Statement or any transaction related thereto or contemplated thereby. We consent to the incorporation by reference of this opinion into the Prospectus and the Registration Statement and to the reference to Bryan Cave Leighton Paisner LLP under the heading "Legal Matters" in the Prospectus. In giving such consent, we do not thereby concede that we are within the category of persons whose consent is required under Section 7 of the Securities Act or the Rules and Regulations of the Commission thereunder. This opinion is expressed as of the date hereof, and we are under no obligation to advise you of, supplement, or revise our opinion to reflect, any changes (including changes that have retroactive effect) in applicable law or any information, document, certificate, record, statement, representation, covenant or assumption relied upon herein that becomes incorrect or untrue.

Very truly yours,

/s/ Bryan Cave Leighton Paisner LLP

Bryan Cave Leighton Paisner LLP

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OMEGA HEALTHCARE INVESTORS, INC.

AMENDMENT NO. 1 TO  
EQUITY DISTRIBUTION AGREEMENT

September 7, 2018

[Manager Name]  
[Manager Address]

Ladies and Gentlemen:

Reference is made to the Equity Distribution Agreement, dated September 3, 2015 (the "**Agreement**") between [Manager Name] (the "Manager") and Omega Healthcare Investors, Inc., a Maryland corporation (the "Company"), pursuant to which the Company agreed to sell through the Manager (or any Alternative Manager (as defined in the Agreement)), as sales agent and/or principal, shares of the Company's common stock, par value \$0.10 per share, having an aggregate gross sales price of up to \$500,000,000. All capitalized terms used in this Amendment No. 1 to the Agreement (this "Amendment") and not otherwise defined herein shall have the respective meanings assigned to such terms in the Agreement. The Company and the Manager agree as follows:

Section 1. Amendments to Agreement. The Agreement is amended as follows, effective as of the date hereof.

(a) The first sentence of the second paragraph of Section 1 is hereby deleted and replaced with the following:

"The Company has also entered into separate equity distribution agreements, dated as of September 3, 2015, as amended by Amendment No. 1 to such agreements, dated as of September 7, 2018 (as amended, each an "Alternative Equity Distribution Agreement" and, collectively the "Alternative Equity Distribution Agreements"), with each of the entities listed on Schedule A hereto, as sales agent and/or principal (each an "Alternative Manager" and, collectively the "Alternative Managers")."

(b) The first sentence of paragraph (a) of Section 2 of the Agreement is hereby deleted and replaced with the following:

"An automatic shelf registration statement on Form S-3 (File No. 333-227148) (the "registration statement") as defined in Rule 405 under the Securities Act of 1933, as amended, and the rules and regulations thereunder (collectively called the "Act"), in respect of the Shares, including a form of prospectus, has been prepared and filed by the Company not earlier than three years prior to the date of Amendment No. 1 to this Agreement, in conformity with the requirements of the Act, and the rules and regulations of the Securities and Exchange Commission (the "Commission") thereunder (the "Rules and Regulations")."

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(c) The fourth sentence of paragraph (a) of Section 2 of the Agreement is hereby deleted and replaced with the following:

“Except where the context otherwise requires, “Basic Prospectus,” as used herein, means the prospectus filed as part of each Registration Statement, together with any amendments or supplements thereto as of the date of the Registration Statement.”

(d) The fifth sentence of paragraph (a) of Section 2 of the Agreement is hereby deleted and replaced with the following:

“Except where the context otherwise requires, “Prospectus Supplement,” as used herein, means the final prospectus supplement, relating to the Shares, filed by the Company with the Commission pursuant to Rule 424(b) under the Act on or before the second business day after the date of Amendment No. 1 to this Agreement (or such earlier time as may be required under the Act), in the form furnished by the Company to the Manager in connection with the offering of the Shares.”

(e) The last sentence of paragraph (b) of Section 2 of the Agreement is hereby amended by deleting “September 3, 2015” and replacing it with “September 7, 2018.”

(f) Paragraph (h) of Section 2 of the Agreement is hereby deleted and replaced with the following:

“Other than those subsidiaries of the Company listed on Schedule C hereto (collectively, the “Subsidiaries”), no direct or indirect subsidiary of the Company directly owns real estate assets of at least 5% of the value of the gross real estate assets held by the Company and all of its subsidiaries; except for OHI Healthcare Properties Limited Partnership, a Delaware limited partnership (“OP”) (of which, as of June 30, 2018, the Company owned approximately 96% of the issued and outstanding units of partnership interest, and investors owned approximately 4% of the units), the Company owns, directly or indirectly, all of the issued and outstanding capital stock or equity interests, as applicable, of each of the Subsidiaries; except as set forth in the Registration Statement, the Prospectus or a Permitted Free Writing Prospectus, other than the capital stock or equity interests, as applicable, of the subsidiaries, or as would not be material to the Company and its subsidiaries on a consolidated basis, the Company does not own, directly or indirectly, any shares of stock or any other equity interests or long-term debt securities of any corporation, firm, partnership, joint venture, association or other entity; complete and correct copies of the charters and the bylaws of the Company and all amendments thereto have been delivered to the Manager; each Subsidiary has been duly incorporated or formed and is validly existing as a corporation or limited liability company, as applicable, in good standing under the laws of the jurisdiction of its incorporation, with full corporate power or limited liability company power, as applicable, and authority to own, lease and operate its properties and to conduct its business as described in the Registration Statement, the Prospectus and the Permitted Free Writing Prospectuses, if any; each Subsidiary is duly qualified to do business as a foreign corporation or limited liability company, as applicable, and is in good standing in each jurisdiction where the ownership or leasing of its properties or the conduct of its business requires such qualification, except where the failure to be so qualified and in good standing would not, individually or in the aggregate, have a Material Adverse Effect; each Subsidiary is in compliance in all respects with the laws, orders, rules, regulations and directives issued or administered by such jurisdictions, except where the failure to be in compliance would not, individually or in the aggregate, have a Material Adverse Effect; all of the outstanding shares of capital stock or equity interests, as applicable, of each of the Subsidiaries have been duly authorized and validly issued, are fully paid and non-assessable, have been issued in compliance with all applicable securities laws and were not issued in violation of any preemptive right, resale right, right of first refusal or similar right; all of the outstanding shares of capital stock or equity interests, as applicable, of each of the Subsidiaries are owned by the Company subject to no security interest, other material encumbrance or adverse claims other than security interests, as disclosed in the Prospectus or granted under the Company’s existing senior credit facility or a replacement thereof or the OP’s term loan facility or a replacement thereof; and no options, warrants or other rights to purchase, agreements or other obligations to issue or other rights to convert any obligation into shares of capital stock or ownership interests in the Subsidiaries are outstanding; and the Company has no “significant subsidiaries” (as defined in Rule 1-02 of Regulation S-X under the Act), other than the OP.”

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(g) The second clause of paragraph (t) of Section 2 of the Agreement is hereby deleted and replaced with the following:

“; all pro forma financial statements or data included or incorporated by reference in the Registration Statement, the Prospectus or any Permitted Free Writing Prospectus comply with the applicable requirements of the Act and the Exchange Act, and the assumptions used in the preparation of such pro forma financial statements and data are reasonable, the pro forma adjustments used therein are appropriate to give effect to the transactions or circumstances described therein and the pro forma adjustments have been properly applied to the historical amounts in the compilation of those statements and data;”

(h) Paragraph (rr) of Section 2 of the Agreement is hereby deleted and replaced with the following:

“The operations of the Company and the subsidiaries are and have been conducted at all times in compliance with applicable financial recordkeeping and reporting requirements, including those of the Currency and Foreign Transactions Reporting Act of 1970, as amended by the USA Patriot Act (Title III of Pub. L. 107-56 (signed into law October 26, 2001)) (the “USA Patriot Act”), the applicable money laundering statutes of all jurisdictions where the Company or any of the subsidiaries conducts business, the rules and regulations thereunder and any related or similar rules, regulations or guidelines, issued, administered or enforced by any governmental agency (collectively, the “Anti-Money Laundering Laws”), and no action, suit or proceeding by or before any court or governmental agency, authority or body or any arbitrator involving the Company or any of the subsidiaries with respect to the Anti-Money Laundering Laws is pending or, to the knowledge of the Company, threatened.”

(i) Paragraph (t) of Section 4 of the Agreement is hereby amended by deleting “Bryan Cave LLP” and replacing it with “Bryan Cave Leighton Paisner LLP”

(j) Paragraph (d) of Section 5 of the Agreement is hereby deleted and replaced with the following:

“At the dates specified in Section 4(w) of this Agreement, the Manager shall have received from the Accountants a letter dated the date of delivery thereof and addressed to the Manager in form and substance satisfactory to the Manager.”

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(k) The list of subsidiaries in Schedule C to the Agreement is hereby amended by deleting "OHI Healthcare Properties Holdco, Inc."

(l) The first clause of paragraph (s) of Section 4 of the Agreement is hereby deleted and replaced with the following:

"At each Representation Date, to furnish or cause to be furnished forthwith to the Manager written opinion(s) of Bryan Cave Leighton Paisner LLP, counsel to the Company, and/or with respect to matters of Maryland law, Shapiro Sher Guinot & Sandler, P.A. or their respective successors and assigns, and/or such other counsel satisfactory to the Manager ("Company Counsel"),"

(m) The Agreement is hereby amended by inserting the following as a new Section 20:

"SECTION 20. Compliance with USA Patriot Act. In accordance with the requirements of the USA Patriot Act, the Manager is required to obtain, verify and record information that identifies its clients, including the Company, which information may include the name and address of its clients, as well as other information that will allow the Manager to properly identify its clients."

Section 2. Prospectus Supplement. The Company agrees to file a 424(b) Prospectus Supplement reflecting this Amendment within two Business Days of the date hereof, limited to the number of shares available for issuance and sale under the Agreement as of the date of this Amendment.

Section 3. No Other Amendments. Except as set forth in Section 1 above, all the terms and provisions of the Agreement shall continue in full force and effect.

Section 4. Counterparts. This Amendment may be signed by the parties in one or more counterparts which together shall constitute one and the same agreement among the parties.

Section 5. Law: Construction. This Amendment and any claim, counterclaim or dispute of any kind or nature whatsoever arising out of or in any way relating to this Amendment, directly or indirectly, shall be governed by, and construed in accordance with, the internal laws of the State of New York.

*[Signature Page Follows]*

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If the foregoing correctly sets forth the understanding between the Company and the Manager, please so indicate in the space provided below for that purpose, whereupon this Agreement and your acceptance shall constitute a binding agreement between the Company and the Manager. Alternatively, the execution of this Agreement by the Company and its acceptance by or on behalf of the Manager may be evidenced by an exchange of telegraphic or other written communications.

Very truly yours,

OMEGA HEALTHCARE INVESTORS, INC.

By: \_\_\_\_\_  
Name:  
Title:

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[Signature Page to Amendment No. 1 Equity Distribution Agreement]

ACCEPTED as of the date first above written

BB&T CAPITAL MARKETS, a division of BB&T Securities, LLC

By: \_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
[Signature Page to Amendment No. 1 Equity Distribution Agreement]

ACCEPTED as of the date first above written

CAPITAL ONE SECURITIES, INC.

By: \_\_\_\_\_  
Name:  
Title:

\_\_\_\_\_  
[Signature Page to Amendment No. 1 Equity Distribution Agreement]



ACCEPTED as of the date first above written

CREDIT AGRICOLE SECURITIES (USA) INC.

By: \_\_\_\_\_

Name:

Title:

\_\_\_\_\_  
[Signature Page to Amendment No. 1 Equity Distribution Agreement]

Very truly yours,

J.P. MORGAN SECURITIES LLC

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

MERRILL LYNCH, PIERCE, FENNER & SMITH INCORPORATED

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

MUFG SECURITIES AMERICAS INC.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

MORGAN STANLEY & CO. LLC

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

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[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

RBC CAPITAL MARKETS, LLC

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

STIFEL, NICOLAUS & COMPANY, INCORPORATED

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

SUNTRUST ROBINSON HUMPHREY, INC.

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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Very truly yours,

WELLS FARGO SECURITIES, LLC

Signed: \_\_\_\_\_

Name: \_\_\_\_\_

Title: \_\_\_\_\_

[Signature Page to Amendment No. 1 Equity Distribution Agreement]

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