

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): **June 7, 2019**

**OMEGA HEALTHCARE INVESTORS, INC.  
OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**

(Exact name of registrant as specified in its charter)

**Maryland**

(Omega Healthcare Investors, Inc.)

**Delaware**

(OHI Healthcare Properties Limited Partnership)  
(State or other jurisdiction of incorporation)

**1-11316**

(Omega Healthcare Investors, Inc.)

**33-203447-11**

(OHI Healthcare Properties Limited Partnership)  
(Commission File Number)

**38-3041398**

(Omega Healthcare Investors, Inc.)

**36-4796206**

(OHI Healthcare Properties Limited Partnership)  
(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 5.07 Submission of Matters to a Vote of Security Holders.**

On June 7, 2019, Omega Healthcare Investors, Inc. (“Omega”) held its Annual Meeting of Stockholders.

At the Annual Meeting, the holders of 188,498,036 shares of Omega’s common stock were present in person or represented by proxy, representing approximately 91.05% of the total outstanding common stock as of the record date for the meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: Election of Directors

	Votes Cast in Favor	Votes Withheld	Broker Non-Votes
Kapila K. Anand	135,075,378	1,515,423	51,907,235
Norman R. Bobins	135,545,113	1,045,688	51,907,235
Craig R. Callen	134,973,428	1,617,373	51,907,235
Barbara B. Hill	135,590,436	1,000,365	51,907,235
Edward Lowenthal	130,186,483	6,404,318	51,907,235
C. Taylor Pickett	135,505,415	1,085,386	51,907,235
Stephen D. Plavin	130,442,014	6,148,787	51,907,235
Burke W. Whitman	135,616,842	973,959	51,907,235

Proposal 2: Ratification of the selection of Ernst & Young LLP as Omega’s independent auditor for 2019

For	Against	Abstentions
183,550,159	4,360,138	587,739

Proposal 3: Advisory vote on Omega’s executive compensation

For	Against	Abstentions	Broker Non-Votes
128,967,627	6,584,598	1,038,576	51,907,235

Proposal 4: Approval of the Employee Stock Purchase Plan

<u>For</u>	<u>Against</u>	<u>Abstentions</u>	<u>Broker Non-Votes</u>
<b>134,602,301</b>	<b>1,393,353</b>	<b>595,147</b>	<b>51,907,235</b>

Each of the director nominees was elected, the selection of Ernst & Young LLP was ratified, Omega's executive compensation was approved on an advisory basis and Omega's stockholders approved the Employee Stock Purchase Plan.

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**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.**  
(Co-Registrant)

Dated: June 10, 2019

By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer, Treasurer and  
Secretary

**OHI HEALTHCARE PROPERTIES LIMITED  
PARTNERSHIP**  
(Co-Registrant)

Dated: June 10, 2019

By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer, Treasurer and  
Secretary

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