

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): September 19, 2008

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.)

9690 Deereco Road
Suite 100
Timonium, Maryland 21093
(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.
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Item 7.01 Regulation FD Disclosure

On September 19, 2008, Omega Healthcare Investors, Inc. (the "Company") announced the closing of an offering of 6,000,000 shares of its common stock. The press release is available on the Company's website (www.omegahealthcare.com). A copy of the press release has been furnished as Exhibit 99.1 to this Current Report.

All information in the press release is furnished and shall not be deemed "filed" with the Securities and Exchange Commission for purposes of Section 18 of the Securities Exchange Act of 1934, or otherwise be subject to the liability of that Section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent the Company specifically incorporated it by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit

Number Description

99.1 Press Release dated September 19, 2008

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 thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.
(Registrant)

Dated: September 19, 2008

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



PRESS RELEASE – FOR IMMEDIATE RELEASE

OMEGA ANNOUNCES CLOSING OF SALE OF COMMON STOCK

TIMONIUM, MARYLAND – September 19, 2008 – Omega Healthcare Investors, Inc. (NYSE:OHI) today announced that it closed its underwritten public offering of 6,000,000 shares of its common stock at a price to the public of \$16.37 per share. Omega received approximately \$97 million in net proceeds from the sale of the shares, after deducting underwriting discounts and estimated offering expenses. Omega intends to use the net proceeds of the offering to repay indebtedness outstanding under its senior revolving credit facility and for working capital and general corporate purposes.

UBS Securities LLC acted as the sole book-running manager for the offering. Stifel, Nicolaus & Company, Incorporated acted as co-manager for the offering.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sales of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

A prospectus relating to these securities has been filed with the Securities and Exchange Commission. The prospectus may be obtained from:

UBS Investment Bank
 Prospectus Department
 299 Park Avenue
 New York, NY 10171

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Omega is a real estate investment trust investing in and providing financing to the long-term care industry. As of June 30, 2008, Omega owned or held mortgages on 252 healthcare facilities, located in 29 states and operated by 26 third-party operators.

FOR FURTHER INFORMATION, CONTACT
 Bob Stephenson, CFO at (410) 427-1700

9690 Deezco Road
 Suite 100
 Timonium, MD
 21093

Phone: 410-427-1700
 Fax: 410-427-8800

This announcement includes forward-looking statements. 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 the Company's properties, including those relating to reimbursement by third-party payors, regulatory matters and occupancy levels; (ii) regulatory and other changes in the healthcare sector, including without limitation, changes in Medicare reimbursement; (iii) changes in the financial position of the Company's operators; (iv) the ability of operators in bankruptcy to reject unexpired lease obligations, modify the terms of the Company's mortgages, and impede the ability of the Company to collect unpaid rent or interest during the pendency of a bankruptcy proceeding and retain security deposits for the debtor's obligations; (v) the availability and cost of capital; (vi) competition in the financing of healthcare facilities; (vii) the Company's ability to maintain its status as a real estate investment trust; and (viii) other factors identified in the Company's filings with the Securities and Exchange Commission. Statements regarding future events and developments and the Company's future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements.

