

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 5, 2012

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.)

200 International Circle
Suite 3500
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.
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Item 8.01 Other Events.

Offering and Pricing of 5 7/8% Senior Notes Due 2024

On March 5, 2012, Omega Healthcare Investors, Inc. issued two press releases, attached hereto as Exhibits 99.1 and 99.2 and incorporated herein by reference, announcing the offering and pricing, respectively, of its \$400 million aggregate principal amount of 5 7/8% Senior Notes due 2024 (the "2024 Notes") in a private placement, subject to market and other conditions. The 2024 Notes will be unconditionally guaranteed by Omega's existing and future subsidiaries that guarantee its existing notes and senior unsecured revolving credit facility, or any other indebtedness of Omega or of its subsidiary guarantors.

The 2024 Notes will be issued at a price equal to 100% of the face value before the initial purchasers' discount. The offering is expected to close on March 19, 2012, subject to customary closing conditions.

Omega intends to use the net proceeds of the offering to fund the concurrent cash tender offer and consent solicitation for its outstanding \$175 million aggregate principal amount of 7% Senior Notes due 2016, and to repay a portion of its outstanding borrowings under its \$475 million unsecured revolving credit facility.

The 2024 Notes will be offered through a private placement to qualified institutional buyers pursuant to Rule 144A (and outside the United States in reliance on Regulation S) under the Securities Act of 1933, as amended. The 2024 Notes have not been registered under the Securities Act or applicable state securities laws and may not be offered or sold absent registration under the Securities Act or applicable state securities laws or applicable exemptions from registration requirements.

The information contained in this Item 8.01 is neither an offer to sell nor a solicitation of an offer to buy any of the 2024 Notes.

Tender Offer and Consent Solicitation for 7% Senior Notes due 2016

On March 5, 2012, Omega issued a press release, attached hereto as Exhibit 99.3 and incorporated herein by reference, announcing the commencement of its tender offer to purchase for cash any and all of its outstanding \$175 million aggregate principal amount of 7% Senior Notes due 2016 (the "2016 Notes") upon the terms and subject to the conditions set forth in an Offer to Purchase and Consent Solicitation Statement, dated March 5, 2012. Concurrently with the tender offer, and on the terms and subject to the conditions set forth in the Offer to Purchase and Consent Solicitation Statement, including the financing condition and the supplemental indenture condition described therein, Omega is soliciting consents of holders of the 2016 Notes to authorize the elimination of most of the restrictive covenants and certain of the events of default contained in the indenture governing the 2016 Notes. The tender offer will expire at 8:00 a.m., New York City time, on April 2, 2012, unless extended. The consent solicitation will expire at 5:00 p.m., New York City time, on March 16, 2012, unless extended. Assuming all of the 2016 Notes are purchased in the pending tender offer and are entitled to the consent payment offered in the related consent solicitation, Omega expects to pay to the holders of the 2016 Notes consent payments aggregating approximately \$4.5 million over the face amount of the 2016 Notes, and to record approximately a \$1.6 million write-off of deferred financing costs and other related expenses in connection with the repurchase.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description of Exhibit
99.1	Press Release dated March 5, 2012 announcing the offering of the 2024 Notes.
99.2	Press Release dated March 5, 2012 announcing the pricing of the 2024 Notes.
99.3	Press Release dated March 5, 2012 announcing the consent solicitation and tender offer for the 2016 Notes.

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: March 7, 2012

By: /s/ C. Taylor Pickett

C. Taylor Pickett
President and Chief Executive Officer

Exhibit Index

Exhibit No. Description of Exhibit

99.1 Press Release dated March 5, 2012 announcing the offering of the 2024 Notes.

99.2 Press Release dated March 5, 2012 announcing the pricing of the 2024 Notes.

99.3 Press Release dated March 5, 2012 announcing the consent solicitation and tender offer for the 2016 Notes.

PRESS RELEASE – FOR IMMEDIATE RELEASE
OMEGA ANNOUNCES \$400M SENIOR NOTES OFFERING

Company Release – 03/05/2012 08:34

HUNT VALLEY, Md. – (BUSINESS WIRE) – Omega Healthcare Investors, Inc. (NYSE:OHI) announced today its intention to offer \$400 million aggregate principal amount of its senior notes due 2024 in a private placement, subject to market and other conditions.

The notes will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and to non-U.S. persons outside of the United States under Regulation S under the Securities Act.

The Company intends to use the net proceeds of the offering to fund its previously announced cash tender offer and consent solicitation for its outstanding \$175 million aggregate principal amount of 7% senior notes due 2016, and to repay a portion of its outstanding borrowings under its \$475 million unsecured revolving credit facility.

In connection with the offering of the notes, the Company will agree to file a registration statement with the Securities and Exchange Commission relating to an offer to exchange the notes for publicly tradeable notes having substantially identical terms in accordance with published SEC interpretations.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

The notes to be issued in the offering have not been registered under the Securities Act, or any applicable state laws. Accordingly, the notes may not be offered or sold in the U.S. or to U.S. persons without registration or an applicable exemption under the Securities Act and applicable state securities laws.

* * * * *

The Company is a real estate investment trust investing in and providing financing to the long-term care industry. At December 31, 2011, the Company owned or held mortgages on 432 skilled nursing facilities, assisted living facilities and other specialty hospitals with approximately 50,160 licensed beds (48,030 available beds) located in 34 states and operated by 51 third-party healthcare operating companies. In addition, the Company has seven facilities currently held for sale.

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; (iii) changes in the financial position of the Company's operators; (iv) the ability of any of the Company's 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) changes in the Company's credit ratings and the ratings of its debt securities; (vii) competition in the financing of healthcare facilities; (viii) the Company's ability to maintain its status as a real estate investment trust; (ix) the Company's ability to manage, re-lease or sell any owned and operated facilities; (x) the Company's ability to sell closed or foreclosed assets on a timely basis and on terms that allow the Company to realize the carrying value of these assets; (xi) the effect of economic and market conditions generally, and particularly in the healthcare industry; and (xii) 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. The Company undertakes no obligation to update any forward-looking statements contained in this announcement.

Omega Healthcare Investors
Bob Stephenson, CFO, 410-427-1700

PRESS RELEASE – FOR IMMEDIATE RELEASE
OMEGA PRICES \$400 MILLION SENIOR NOTES OFFERING

Company Release – 03/05/2012 17:18

HUNT VALLEY, Md. (BUSINESS WIRE) – Omega Healthcare Investors, Inc. (NYSE:OHI) announced today the pricing of its \$400 million aggregate principal amount of 5 7/8% senior notes due 2024. The notes will be issued at a price equal to 100% of their face value before initial purchasers' discount. The offering is expected to close on March 19, 2012 subject to customary closing conditions.

The notes will be unsecured senior obligations of the Company and will be guaranteed by each of the Company's subsidiaries that guarantee the Company's existing notes and revolving credit facility. The notes will be offered only to qualified institutional buyers under Rule 144A of the Securities Act of 1933, as amended, and to non-U.S. persons outside of the United States under Regulation S of the Securities Act.

The Company intends to use the net proceeds of the offering to fund its previously announced cash tender offer and consent solicitation for its outstanding \$175 million aggregate principal amount of 7.00% senior notes due 2016 and to repay a portion of its outstanding borrowings under its \$475 million unsecured revolving credit facility.

The notes to be issued in this offering have not been registered under the Securities Act, or any applicable state laws. Accordingly, the notes may not be offered or sold in the U.S. or to U.S. persons without registration or an applicable exemption under the Securities Act and applicable state securities laws.

In connection with the offering of the notes, the Company will agree to file a registration statement with the Securities and Exchange Commission relating to an offer to exchange the notes for publicly tradeable notes having substantially identical terms in accordance with published SEC interpretations.

This press release shall not constitute an offer to sell or a solicitation of an offer to purchase any of these securities and shall not constitute an offer, solicitation or sale in any state or jurisdiction in which such an offer, solicitation or sale would be unlawful.

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The Company is a real estate investment trust investing in and providing financing to the long-term care industry. At December 31, 2011, the Company owned or held mortgages on 432 skilled nursing facilities, assisted living facilities and other specialty hospitals with approximately 50,160 licensed beds (48,030 available beds) located in 34 states and operated by 51 third-party healthcare operating companies. In addition, the Company has seven facilities currently held for sale.

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; (iii) changes in the financial position of the Company's operators; (iv) the ability of any of the Company's 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) changes in the Company's credit ratings and the ratings of its debt securities; (vii) competition in the financing of healthcare facilities; (viii) the Company's ability to maintain its status as a real estate investment trust; (ix) the Company's ability to manage, re-lease or sell any owned and operated facilities; (x) the Company's ability to sell closed or foreclosed assets on a timely basis and on terms that allow the Company to realize the carrying value of these assets; (xi) the effect of economic and market conditions generally, and particularly in the healthcare industry; and (xii) 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. The Company undertakes no obligation to update any forward-looking statements contained in this announcement.

Omega Healthcare Investors
Bob Stephenson, CFO, 410-427-1700

**OMEGA COMMENCES TENDER OFFER AND
CONSENT SOLICITATION FOR ITS 7% SENIOR NOTES DUE 2016**

Company Release – 03/05/2012 08:32

HUNT VALLEY, Md. (BUSINESS WIRE) – Omega Healthcare Investors, Inc. (NYSE: OHI) announced today that it has commenced a cash tender offer for any and all of its outstanding \$175 million aggregate principal amount 7% senior notes due 2016, and a solicitation of consents to certain proposed amendments to the indenture governing the notes. The proposed amendments would eliminate substantially all of the restrictive covenants and certain event of default provisions in the indenture governing the notes.

The consent solicitation is scheduled to expire at 5:00 p.m., New York City time, on March 16, 2012, unless extended or earlier terminated. The tender offer is scheduled to expire at 8:00 a.m., New York City time, on April 2, 2012, unless extended or earlier terminated.

Holders who validly tender their notes and provide their consents to the proposed amendments to the indenture governing the notes before 5:00 p.m., New York City time, on March 16, 2012, unless extended, will be eligible to receive \$1,025.83 for each \$1,000 principal amount of notes not validly withdrawn (which includes a consent payment of \$30.00 per \$1,000 principal amount of notes). During the consent solicitation period, holders may not tender their notes without delivering consents or deliver consents without tendering their notes. No consent payments will be made in respect of notes tendered after the expiration of the consent solicitation.

Holders who validly tender their notes after the expiration of the consent solicitation and before 8:00 a.m., New York City time, on April 2, 2012, unless extended, will be eligible to receive \$995.83 for each \$1,000 principal amount of notes not validly withdrawn.

Holders whose notes are purchased in the tender offer will also receive accrued and unpaid interest from the most recent interest payment date on the notes up to, but not including, the applicable payment date. Holders who validly tender their notes before the expiration of the consent solicitation will be eligible to receive payment on the initial payment date, which is expected to be on or about March 19, 2012. Holders tendering after the expiration of the consent solicitation and prior to the expiration of the tender offer will be eligible to receive payment on the final payment date, which is expected to be on or about April 2, 2012.

Tendered notes may be withdrawn and consents may be revoked before 5:00 p.m., New York City time, on March 16, 2012, unless extended by the Company and except in certain limited circumstances. Any extension, delay, termination or amendment of the tender offer will be followed as promptly as practicable by a public announcement thereof.

The tender offer is subject to the satisfaction of certain conditions, including: (1) receipt of consents to the amendments of the indenture governing the notes from holders of a majority in principal amount of the outstanding notes and execution of a supplemental indenture effecting the proposed amendments, (2) a financing condition and (3) certain other customary conditions.

The complete terms and conditions of the tender offer and consent solicitation are described in the Offer to Purchase and Consent Solicitation Statement dated March 5, 2012, copies of which may be obtained from D.F. King & Co., Inc., the depositary and information agent for the tender offer, at (800) 431-9643 (US toll free) or, for banks and brokers, (212) 269-5550.

Omega has engaged BofA Merrill Lynch to act as the exclusive dealer manager and solicitation agent in connection with the tender offer. Questions regarding the terms of the tender offer may be directed to BofA Merrill Lynch, Liability Management, at (888) 292-0070 (US toll-free) and (980) 387-3907 (collect).

This announcement is not an offer to purchase, a solicitation of an offer to purchase or a solicitation of consents with respect to any securities. The tender offer and consent solicitation are being made solely by the Offer to Purchase and Consent Solicitation Statement dated March 5, 2012.

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The Company is a real estate investment trust investing in and providing financing to the long-term care industry. At December 31, 2011, the Company owned or held mortgages on 432 skilled nursing facilities, assisted living facilities and other specialty hospitals with approximately 50,160 licensed beds (48,030 available beds) located in 34 states and operated by 51 third-party healthcare operating companies. In addition, the Company has seven facilities currently held for sale.

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Omega Healthcare Investors, Inc.
Bob Stephenson, CFO, 410-427-1700