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**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8 REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933**

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**OMEGA HEALTHCARE INVESTORS, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State or other jurisdiction of  
incorporation or organization)

**38-3041398**  
(I.R.S. Employer  
Identification No.)

**200 International Circle, Suite 3500  
Hunt Valley, Maryland  
(410) 427-1700**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

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**Omega Healthcare Investors, Inc.  
2000 Stock Incentive Plan  
(Full title of the plan)**

**C. Taylor Pickett  
Chief Executive Officer  
200 International Circle, Suite 3500  
Hunt Valley, Maryland  
(410) 427-1700**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Copies to:**

**Eliot W. Robinson  
Bryan Cave LLP  
1201 West Peachtree Street, NW  
Atlanta, GA 30309  
(404) 572-6600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer  S

Accelerated filer  £

Non-accelerated filer  £ (Do not check if a smaller reporting company)

Smaller reporting company  £

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## DEREGISTRATION OF SECURITIES

This post-effective amendment relates to the Registration Statement on Form S-8 (the "Registration Statement") filed by Omega Healthcare Investors, Inc. (the "Company") with the Securities and Exchange Commission: File No. 333-61354 registering 3,500,000 shares of common stock, par value \$.10 per share, of the Company, issuable pursuant to the Company's 2000 Stock Incentive Plan (the "Plan").

As a result of the Plan, this amendment is being filed to deregister any and all unsold securities registered pursuant to, and to terminate the effectiveness of, the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment on Form S-8 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hunt Valley, State of Maryland on February 7, 2014.

**OMEGA HEALTHCARE INVESTORS, INC.**

By: /s/ C. Taylor Pickett

C. Taylor Pickett  
Chief Executive Officer and President

Note: No other person is required to sign this post-effective amendment to the Registration Statement in reliance on Rule 478 of the Security Act of 1933.