
**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): August 26, 2014

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 7.01. Regulation FD Disclosure.

On August 26, 2014, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$400 million of its 4.95% senior notes due 2024 issued on March 11, 2014 in a private placement. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

Exhibit 99.1 Press Release dated August 26, 2014

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: August 26, 2014

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

INDEX TO EXHIBITS

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated August 26, 2014



PRESS RELEASE – FOR IMMEDIATE RELEASE

**OMEGA ANNOUNCES EXCHANGE OFFER FOR \$400 MILLION OF
ITS 4.950% SENIOR NOTES DUE 2024**

HUNT VALLEY, MARYLAND – August 26, 2014 – Omega Healthcare Investors, Inc. (NYSE:OHI) today announced the commencement of an offer to exchange \$400 million of its 4.950% Senior Notes due 2024 that have been registered under the Securities Act of 1933 (the “Exchange Notes”) for \$400 million of its outstanding 4.950% Senior Notes due 2024, which were issued on March 11, 2014 in a private placement (the “Initial Notes”). The exchange offer is being conducted upon the terms and subject to the conditions set forth in the prospectus dated August 26, 2014, and the related letter of transmittal.

The Exchange Notes are identical in all material respects to the Initial Notes, except that the Exchange Notes will be registered under the Securities Act of 1933 and the provisions of the Initial Notes relating to transfer restrictions, registration rights and additional interest will not apply to the Exchange Notes.

The exchange offer is limited to holders of the 4.950% Senior Notes due 2024 issued on March 11, 2014. The exchange offer is scheduled to expire at 5:00 p.m. Eastern Time on October 9, 2014, unless extended. Initial Notes tendered pursuant to the exchange offer may be withdrawn at any time prior to the expiration date by following the procedures set forth in the exchange offer prospectus and the related letter of transmittal.

Copies of the prospectus and the related letter of transmittal may be obtained from U.S. Bank National Association, which is serving as the exchange agent for the exchange offer. The address, email, telephone and facsimile number of U.S. Bank National Association are as follows:

*By Hand, Overnight Mail, Courier,
or Registered or Certified Mail:*

By Facsimile:

*For Information or Confirmation by
Telephone:*

U.S. Bank National Association
Corporate Trust Services
111 Fillmore Ave E.
Mail Station EP-MN-WS2N
St. Paul, MN 55107
Attention: Specialty Finance Group
Reference: Omega Healthcare
Investors, Inc.

(651)-466-7402
Attention: Specialty Finance Group
Reference: Omega Healthcare
Investors, Inc.

1-800-934-6802

Omega Healthcare Investors, Inc. is a real estate investment trust investing in and providing financing to the long-term care industry. At June 30, 2014, Omega owned or held mortgages on 563 skilled nursing facilities, assisted living facilities and other specialty hospitals with approximately 63,733 licensed beds (61,353 available beds) located in 37 states and operated by 49 third-party healthcare operating companies. In addition, Omega has one facility currently held for sale.

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

200 International Circle
Suite 3500
Hunt Valley, MD
21030

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 Omega'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 Omega's operators; (iv) the ability of operators in bankruptcy to reject unexpired lease obligations, modify the terms of Omega's mortgages, and impede the ability of Omega 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 Omega's credit ratings and the ratings of its debt securities; (vii) competition in the financing of healthcare facilities; (viii) Omega's ability to maintain its status as a real estate investment trust; and (ix) other factors identified in Omega's filings with the Securities and Exchange Commission. Statements regarding future events and developments and Omega's future performance, as well as management's expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements.
