
**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 13, 2015

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 1.02. Termination of a Material Definitive Agreement.

On March 13, 2015, Omega Healthcare Investors, Inc. accepted for purchase all of the \$200 million aggregate principal amount of its outstanding 7.5% Senior Notes due 2020, or the 2020 Notes. The 2020 Notes were originally issued under an Indenture dated as of February 9, 2010, as amended and supplemented, by and among Omega, certain of its subsidiaries, as guarantors, and U.S. Bank National Association, as Trustee.

As previously reported, on February 11, 2015, at Omega's direction, the Trustee gave notice to the holders of the 2020 Notes of Omega's election to redeem all of the 2020 Notes on March 13, 2015.

On March 13, 2015, Omega irrevocably deposited approximately \$208.7 million with the Trustee for application to the payment of the redemption price of the 2020 Notes. The redemption price consisted of 103.750% of the principal amount of the 2020 Notes, plus accrued and unpaid interest on such notes to, but not including, the date of redemption.

On March 13, 2015, the obligations of Omega and its subsidiary guarantors under the 2020 Notes, the Indenture governing the 2020 Notes and the related subsidiary guarantees were terminated, and the Indenture was discharged. Notwithstanding the satisfaction and discharge of the 2020 Notes, the Indenture and the subsidiary guarantees, certain customary provisions of the Indenture relating to the compensation and indemnification of the Trustee and the application of trust money will survive.

U.S. Bank National Association has performed corporate trust services for Omega from time to time, for which it has received customary compensation, and may do so again in the future.

Item 8.01. Other Events.

On March 13, 2015, Omega issued a press release announcing that on February 27, 2015, Omega notified the U.S. Department of Housing and Urban Development, or HUD, that it intends to retire \$146.9 million of HUD mortgage loans on March 31, 2015.

A copy of Omega's March 13, 2015 press release announcing the completion of the redemption and Omega's notice to HUD is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated March 13, 2015

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 13, 2015

By: /s/ Robert O. Stephenson

Robert O. Stephenson
Chief Financial Officer and Treasurer

Exhibit Index

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated March 13, 2015



PRESS RELEASE – FOR IMMEDIATE RELEASE

**OMEGA HEALTHCARE INVESTORS ANNOUNCES REDEMPTION
OF ITS OUTSTANDING 7.5% SENIOR NOTES DUE 2020**

HUNT VALLEY, MARYLAND – March 13, 2015 – Omega Healthcare Investors, Inc. (NYSE:OHI) announced today that it has completed its previously announced redemption of all of the outstanding \$200 million aggregate principal amount of its 7.5% Senior Notes due 2020, CUSIP No. 681936AV2. Pursuant to the terms of the indenture governing the notes, Omega redeemed the outstanding notes at a redemption price of 103.750% of their principal amount, plus accrued and unpaid interest to, but not including, the redemption date. The total redemption price was approximately \$208.7 million, including approximately \$1.2 million in accrued interest. Upon completion of the redemption, none of the 7.5% Senior Notes due 2020 remained outstanding.

In addition, on February 27, 2015, Omega notified the U.S. Department of Housing and Urban Development, or HUD, that it intends to retire \$146.9 million of HUD mortgage loans on March 31, 2015.

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Omega is a real estate investment trust investing in and providing financing to the long-term care industry. As of December 31, 2014, Omega's portfolio of investments consisted of 560 operating healthcare facilities located in 37 states and operated by 50 third-party healthcare operating companies.

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

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 SEC. 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.

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