
**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 27, 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 5.07. Submission of Matters to a Vote of Security Holders.

A special meeting of stockholders of Omega Healthcare Investors, Inc., a Maryland corporation ("Omega"), was held on March 27, 2015 in Hunt Valley, Maryland (the "Special Meeting") to vote on the proposals set forth in Omega's joint proxy statement/prospectus dated February 25, 2015 and first mailed to Omega's stockholders on or about February 25, 2015. A total of 98,583,030 shares of Omega's common stock, out of a total of 138,617,823 outstanding shares of common stock entitled to vote as of February 12, 2015 (the "Record Date"), were present in person or represented by proxy at the Special Meeting, which constituted a quorum. A summary of the voting results for the proposals is set forth below.

(1) Proposal to approve the Omega stock issuance

At the Special Meeting, Omega's stockholders voted upon and approved a proposal to approve the issuance of shares of Omega common stock to Aviv REIT, Inc., a Maryland corporation ("Aviv"), stockholders in connection with the merger and the other transactions contemplated by the Agreement and Plan of Merger, dated as of October 30, 2014, by and among Omega, OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, Aviv and Aviv Healthcare Limited Partnership (the "Merger Agreement"). Approximately 69% of the outstanding shares of Omega's common stock as of the Record Date were voted in favor of the proposal. The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
95,993,848	2,103,957	440,225	0

(2) Proposal to amend Omega's charter to increase the number of authorized shares of Omega common stock

At the Special Meeting, Omega stockholders also voted upon and approved a proposal to amend Omega's charter to increase the number of authorized shares of Omega capital stock from 220,000,000 to 370,000,000 and the number of authorized shares of Omega common stock from 200,000,000 to 350,000,000. Approximately 99% of the votes cast on such proposal were voted in favor of the proposal. The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
97,099,269	989,404	449,357	0

(3) Proposal to amend Omega's charter to declassify Omega's board of directors and provide that directors be elected for one-year terms

At the Special Meeting, Omega stockholders also voted upon a proposal to amend Omega's charter to declassify Omega's board of directors and provide that directors shall be elected for one-year terms after a phase in period. Over 99% of the votes cast on the proposal, representing approximately 71% of the outstanding common stock, were voted in favor of the proposal, which required the affirmative vote of at least 80% of the outstanding common stock entitled to vote thereon. Accordingly the proposal was not approved.

The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
97,786,252	440,880	310,898	0

(4) Proposal to amend Omega's charter to remove the supermajority voting requirement for future amendments relating to the terms of directors

At the Special Meeting, Omega stockholders also voted upon and approved a proposal to amend Omega's charter to remove the supermajority voting requirement for future amendments relating to the terms of directors. Approximately 99% of the votes cast on such proposal were voted in favor of the proposal. The votes on this proposal were as follows:

Votes For	Votes Against	Votes Abstained	Broker Non-Votes
97,029,943	1,135,439	372,648	0

Omega did not call the vote on the adjournment of the Special Meeting as there were sufficient votes to approve the first and second proposal. No other proposals were submitted to a vote of Omega common stockholders at the Special Meeting.

Item 8.01. Other Events

On March 27, 2015, Omega issued a press release announcing the results of the aforementioned special meeting of stockholders. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
99.1	Press Release of Omega Healthcare Investors, Inc. dated March 27, 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 27, 2015

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

Exhibit Index

Exhibit No.	Description of Exhibit
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99.1	Press Release of Omega Healthcare Investors, Inc. dated March 27, 2015
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PRESS RELEASE – FOR IMMEDIATE RELEASE
OMEGA STOCKHOLDERS APPROVE ISSUANCE OF STOCK IN MERGER WITH AVIV REIT, INC.

Company Release – 03/27/2015

HUNT VALLEY, MD. – (BUSINESS WIRE) – March 27, 2015 – Omega Healthcare Investors, Inc. (“Omega”) (NYSE:OHI) announced that at its special meeting held earlier today, its stockholders approved the issuance of shares of Omega common stock to stockholders of Aviv REIT Inc. (“Aviv”) (NYSE: AVIV) in connection with the proposed merger of Aviv with and into a wholly owned subsidiary of Omega. Omega stockholders also approved an amendment to Omega’s charter to increase the number of authorized shares of Omega common stock to 350 million. Omega has been advised that, at a separate special meeting held earlier today, Aviv stockholders also voted to approve Aviv’s merger with and into Omega’s wholly owned subsidiary. The proposal to declassify Omega’s board of directors (so that each director would be elected for a one-year term after a phase-in period) was not approved since less than 80% of the shares outstanding were voted in favor of the proposal. Of the approximately 98 million shares voted on the proposal, 99% of the votes cast were voted in favor of the declassification proposal.

The transaction is expected to close on or about April 1, 2015, subject to satisfaction of all remaining closing conditions. Assuming completion of the merger, Aviv stockholders will receive a fixed exchange ratio of 0.90 of an Omega share for each share of Aviv common stock they own.

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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 included 560 operating healthcare facilities located in 37 states and operated by 50 third-party operators.

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) the ability of the parties to close the proposed transaction; (ii) risks relating to the integration of Aviv’s operations and employees into Omega and the possibility that the anticipated synergies and other benefits of the proposed acquisition will not be realized or will not be realized within the expected timeframe; (iii) the outcome of any legal proceedings related to the proposed transaction; and (iv) 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. Omega undertakes no obligation to update any forward-looking statements contained in this announcement.

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