
**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): July 17, 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.
-
-

Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 17, 2015, Omega Healthcare Investors, Inc. (the "Company"), amended its Charter to declassify its board of directors and provide that directors shall be elected for one-year terms after a phase in period.

The amendment to the Charter was previously approved by the Company's Board of Directors, subject to stockholder approval, and approved by the Company's stockholders at the Annual Meeting of Stockholders held on July 17, 2015, as further described in Section 5.07 below.

A copy of the Articles of Amendment is attached to this Current Report on Form 8-K as Exhibit 3.1.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On July 17, 2015 the Company held its Annual Meeting of Stockholders.

At the Annual Meeting, there were present in person or by proxy 170,066,740 shares of Omega's common stock, representing approximately 93% of the total outstanding eligible votes. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: Election of Directors

	Votes Cast in Favor	Votes Withheld	Broker Non-Votes
Norman R. Bobins	130,937,495	1,526,979	37,602,266
Craig R. Callen	131,317,158	1,147,316	37,602,266
Thomas F. Franke	118,676,516	13,787,958	37,602,266
Bernard J. Korman	130,943,386	1,521,088	37,602,266

Proposal 2: Amendment to the Company's charter to declassify its Board of Directors and provide that directors shall be elected for one-year terms

For	Against	Abstentions	Broker Non-Votes
131,922,185	281,200	261,089	37,602,266

Since the proposal to amend the Company's charter to declassify its board of directors has received the affirmative vote of a majority of the outstanding shares entitled to vote, the proposal has been approved.

Proposal 3: Ratification of the selection of Ernst & Young LLP as Omega's independent auditor for 2015

For	Against	Abstentions
168,712,522	1,023,786	330,432

Proposal 4: Advisory vote on the Company's executive compensation

For	Against	Abstentions	Broker Non-Votes
127,549,851	3,909,087	1,005,536	37,602,266

Each of the director nominees was elected, the amendment to the Company's charter to declassify its board of directors was approved, the selection of Ernst & Young LLP was ratified and the Company's executive compensation was approved on an advisory basis.

Item 8.01. Other Events.

Exchange Offer for 4.50% Senior Notes due 2025

On July 17, 2015, the Company issued a press release announcing the expiration and results of its offer to exchange \$250 million aggregate principal amount of its registered 4.50% Senior Notes due 2025 for \$250 million aggregate principal amount of its outstanding 4.50% Senior Notes due 2025.

The exchange offer expired at 5:00 p.m., New York City time, on July 17, 2015. On July 17, 2015, U.S. Bank National Association, the exchange agent for the exchange offer, advised that all of the \$250 million aggregate principal amount of outstanding 4.50% Senior Notes due 2025 were validly tendered and not withdrawn prior to the expiration of the exchange offer. All of the notes validly tendered and not withdrawn have been accepted for exchange pursuant to the terms of the exchange offer. The exchange offer was conducted upon the terms and subject to the conditions set forth in the Company's prospectus dated June 17, 2015, and the related letter of transmittal.

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.

(d) Exhibits

Exhibit No.	Description of Exhibit
3.1	Articles of Amendment of Omega Healthcare Investors, Inc.
99.1	Press Release, dated July 17, 2015, announcing the closing of Omega Healthcare Investors, Inc.'s exchange offer for its \$250 million 4.50% Senior Notes due 2025.

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: July 20, 2015

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

Exhibit Index

Exhibit No.	Description of Exhibit
3.1	Articles of Amendment of Omega Healthcare Investors, Inc.
99.1	Press Release, dated July 17, 2015, announcing the closing of Omega Healthcare Investors, Inc.'s exchange offer for its \$250 million 4.50% Senior Notes due 2025.

ARTICLES OF AMENDMENT

OMEGA HEALTHCARE INVESTORS, INC., a Maryland corporation having its principal place of business at 200 International Circle, Suite 3500, Hunt Valley, Maryland 21030 (hereinafter called the “**Corporation**”), hereby certifies to the State Department of Assessments and Taxation of Maryland, that:

FIRST: The Corporation desires to amend its Charter as currently in effect.

SECOND: The Charter of the Corporation is hereby amended as follows:

Section 5.03(b) of the Charter of the Corporation is hereby deleted in its entirety and replaced with the following:

(b) Subject to the other provisions of this Section 5.03(b), the Board of Directors is and shall remain classified into three (3) groups of Directors, with the Directors of each class serving for a term expiring at the Annual Meeting of Stockholders held during the third (3rd) year after election (except as set forth in this Section 5.03(b)) and until his or her successor shall have been duly elected and shall have qualified. Effective as of the 2015 Annual Meeting of Stockholders, the terms of newly elected Directors shall be as follows: (i) the Directors’ elected to hold office at the 2015 Annual Meeting of Stockholders shall hold office for a term expiring at the Annual Meeting of Stockholders to be held in 2016; (ii) at the Annual Meeting of Stockholders to be held in 2016, the Directors whose terms expire at that meeting or such Directors’ successors shall be elected to hold office for a term expiring at the Annual Meeting of Stockholders to be held in 2017; and (iii) at the Annual Meeting of Stockholders to be held in 2017 and at each Annual Meeting of Stockholders thereafter, all Directors shall be elected to hold office for a term expiring at the next Annual Meeting of Stockholders. The classification of the Board of Directors shall terminate at the Annual Meeting of Stockholders to be held in 2017 and, thereafter, all Directors shall be elected in accordance with clause (iii) above. In no event may any Director be removed from office without cause. The names of the current Directors who shall serve until the next Annual Meeting of Stockholders in the year when their respective term expires and until their successors are duly elected and qualify are as follows:

Thomas F. Franke	(Term to expire in 2015)
Bernard J. Korman	(Term to expire in 2015)
Craig R. Callen	(Term to expire in 2015)
Norman R. Bobins	(Term to expire in 2015)
Edward Lowenthal	(Term to expire in 2016)
Stephen D. Plavin	(Term to expire in 2016)
Ben W. Perks	(Term to expire in 2016)

Craig M. Bernfield
Barbara B. Hill
Harold J. Kloosterman
C. Taylor Pickett

(Term to expire in 2017)
(Term to expire in 2017)
(Term to expire in 2017)
(Term to expire in 2017)

FOURTH: The description of each class of shares, including preferences, conversion and other rights, voting powers, restrictions, limitations as to dividends, qualifications, and terms and conditions of redemption, was not changed by these Articles of Amendment.

FIFTH: The foregoing amendments to the Charter of the Corporation have been advised by the Board of Directors at a board meeting held on October 30, 2014 and approved by the stockholders of the Corporation in accordance with Section 2-604 of the Maryland General Corporation Law at the Annual Meeting of Stockholders held on July 17, 2015.

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused these Articles of Amendment to be signed in its name and on its behalf by its President and Chief Executive Officer and attested to by its Assistant Secretary on this 17th day of July, 2015.

ATTEST:

OMEGA HEALTHCARE INVESTORS, INC.

By: /s/ Robert O. Stephenson

By: /s/ C. Taylor Pickett

Title: Assistant Secretary

Name: C. Taylor Pickett

Title: President and Chief Executive Officer

THE UNDERSIGNED, President and Chief Executive Officer of OMEGA HEALTHCARE INVESTORS, INC., who executed on behalf of the Corporation the foregoing Articles of Amendment of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Amendment to be the corporate act of said Corporation and hereby certifies that to the best of his knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.

By: /s/ C. Taylor Pickett

Name: C. Taylor Pickett

Title: President and Chief Executive Officer



PRESS RELEASE – FOR IMMEDIATE RELEASE

**OMEGA ANNOUNCES EXPIRATION OF REGISTERED EXCHANGE OFFER
FOR 4.50% SENIOR NOTES DUE 2025**

HUNT VALLEY, MARYLAND – July 17, 2015– Omega Healthcare Investors, Inc. (NYSE:OHI) announced today that its offer to exchange any and all of its outstanding \$250 million of 4.50% Senior Notes due 2025 that were issued in a private placement on September 11, 2014, for \$250 million of 4.50% Senior Notes due 2025 that have been registered under the Securities Act of 1933, as amended, expired at 5:00 p.m., New York City time, on Friday, July 17, 2015.

Omega has been advised that tenders with respect to all of the \$250 million aggregate principal amount of the private notes were received prior to the expiration of the exchange offer. Omega expects to complete the exchange offer and issue the registered notes in exchange for the private notes on or about July 23, 2015, subject to certain customary conditions.

This press release does not constitute an offer to exchange, purchase or sell or a solicitation of an offer to exchange, purchase or sell, 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.

* * * * *

Omega Healthcare Investors, Inc. is a real estate investment trust investing in and providing financing to the long-term care industry.

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

This press release includes forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. All statements regarding Omega's or its tenants', operators', borrowers' or managers' expected future financial condition, results of operations, cash flows, funds from operations, dividends and dividend plans, financing opportunities and plans, capital markets transactions, business strategy, budgets, projected costs, operating metrics, capital expenditures, competitive positions, acquisitions, investment opportunities, dispositions, merger integration, growth opportunities, expected lease income, continued qualification as a REIT, plans and objectives of management for future operations and statements that include words such as "anticipate," "if," "believe," "plan," "estimate," "expect," "intend," "may," "could," "should," "will" and other similar expressions are forward-looking statements. These forward-looking statements are inherently uncertain, and actual results may differ from Omega's expectations. Omega does not undertake a duty to update these forward-looking statements, which speak only as of the date on which they are made.

Omega's 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 any of Omega's operators in bankruptcy to reject unexpired lease obligations, modify the terms of Omega's mortgages and impede the ability of 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

200 International Circle
Suite 3500
Hunt Valley, MD
21030

Phone: 410-427-1700
Fax: 410-427-8800

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 REIT; (ix) Omega's ability to manage, re-lease or sell any owned and operated facilities; (x) Omega's ability to sell closed or foreclosed assets on a timely basis and on terms that allow Omega to realize the carrying value of these assets; (xi) the effect of economic and market conditions generally, and particularly in the healthcare industry; (xii) 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 combination with Aviv will not be realized or will not be realized within the expected timeframe; and (xiii) 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. Omega undertakes no obligation to update any forward-looking statements contained in this announcement.
