
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): December 8, 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 7.01. Regulation FD Disclosure.

On December 8, 2015, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$600 million of its 5.250% senior notes due 2026 issued on September 23, 2015 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 December 8, 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: December 8, 2015

By: /s/ Robert O. Stephenson

Robert O. Stephenson
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No.	Description of Exhibit
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99.1	Press Release dated December 8, 2015
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200 International Circle
Suite 3500
Hunt Valley, MD 21030

P: 410.427.1700
F: 410.427.8800

**OMEGA ANNOUNCES EXCHANGE OFFER FOR \$600 MILLION OF ITS
5.250% SENIOR NOTES DUE 2026**

HUNT VALLEY, MD. – (BUSINESS WIRE) – December 8, 2015 – Omega Healthcare Investors, Inc. (NYSE:OHI) today announced the commencement of an offer to exchange \$600 million of its 5.250% Senior Notes due 2026 that have been registered under the Securities Act of 1933, which we refer to as the Exchange Notes, for \$600 million of its outstanding 5.250% Senior Notes due 2026 that were issued on September 23, 2015 in a private placement, which we refer to as the Initial Notes. The exchange offer is being conducted upon the terms and subject to the conditions set forth in a prospectus dated December 8, 2015, and the related letter of transmittal.

The Exchange Notes are identical in all material respects to the Initial Notes, except that (i) the Exchange Notes will be registered under the Securities Act of 1933, and (ii) 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 Initial Notes. The exchange offer is scheduled to expire at 5:00 p.m. Eastern Time on January 7, 2016, 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, 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
60 Livingston Avenue
St. Paul, MN 55107
Attention: Specialty Finance Group
Reference: Omega Healthcare Investors, Inc.

(615) 495-8158
Attention: Specialty Finance Group
Reference: Omega Healthcare Investors, Inc.

1-800-934-6802

Omega is a real estate investment trust investing in and providing financing to the long-term care industry. As of September 30, 2015, Omega has a portfolio of investments that includes over 900 properties located in 42 states and the United Kingdom and operated by 83 different operators.

FOR FURTHER INFORMATION, CONTACT

Bob Stephenson, CFO at (410) 427-1700

This announcement may include 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 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.