
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 16, 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 8.01. Other Events.

Exchange Offer for 4.500% Senior Notes due 2027

On December 16, 2015, Omega Healthcare Investors, Inc. (“Omega”) issued a press release announcing the expiration and results of its offer to exchange \$700 million aggregate principal amount of its registered 4.500% Senior Notes due 2027 for \$700 million aggregate principal amount of its outstanding 4.500% Senior Notes due 2027.

The exchange offer expired at 5:00 p.m., New York City time, on December 16, 2015. On December 16, 2015 U.S. Bank National Association, the exchange agent for the exchange offer, advised that all \$700 million aggregate principal amount of outstanding 4.500% Senior Notes due 2027 were validly tendered and not withdrawn prior to the expiration of the exchange offer. All of the notes validly tendered and not withdrawn have been accepted for exchange pursuant to the terms of the exchange offer.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 Omega’s prospectus dated November 16, 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

99.1 Press Release, dated December 16, 2015, announcing the closing of Omega’s exchange offer for its \$700 million 4.500% Senior Notes due 2027.

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 16, 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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P: 410.427.1700
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PRESS RELEASE – FOR IMMEDIATE RELEASE

**OMEGA ANNOUNCES EXPIRATION OF REGISTERED EXCHANGE OFFER
FOR 4.500% SENIOR NOTES DUE 2027**

HUNT VALLEY, MARYLAND – December 16, 2015 – Omega Healthcare Investors, Inc. (NYSE:OHI) announced today that its offer to exchange any and all of its outstanding \$700 million of 4.500% Senior Notes due 2027 that were issued on March 18, 2015 in a private placement, for \$700 million of 4.500% Senior Notes due 2027 that have been registered under the Securities Act of 1933, as amended, expired at 5:00 p.m., New York City time, on Wednesday, December 16, 2015.

Omega has been advised that tenders with respect to all \$700 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 December 18, 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.

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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.