

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**Notice of Effectiveness**

**Effectiveness Date:** February 25, 2015 1:00 P.M.

**Form:** S-4

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**CIK:** [0000888491](#)

**Company Name:** OMEGA HEALTHCARE INVESTORS INC

**File Number:** [333-201359](#)