

OMEGA HEALTHCARE INVESTORS INC

Form 424B3

August 22, 2007

Prospectus Supplement filed under Rule 424(b)(3)
Registration Number 333-132029

Prospectus Supplement No. 2, dated August 22, 2007
(To Prospectus, dated April 20, 2007)

1,516,428 Shares of Common Stock

This prospectus supplement to the prospectus dated April 20, 2007 relates to the offering by Omega Healthcare Investors, Inc. to participate in its Dividend Reinvestment and Common Stock Purchase Plan.

This prospectus supplement should be read in conjunction with the prospectus dated April 20, 2007, which is to be delivered with this prospectus supplement. The information in this prospectus supplement updates and supercedes certain information contained in the prospectus dated April 20, 2007.

NEITHER THE SEC NOR ANY STATE SECURITIES COMMISSION HAS DETERMINED WHETHER THIS PROSPECTUS IS TRUTHFUL OR COMPLETE NOR HAVE THEY MADE, NOR WILL THEY MAKE, ANY DETERMINATION AS TO WHETHER ANYONE SHOULD BUY THESE SECURITIES. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

On August 1, 2007, Omega Healthcare Investors, Inc. announced that it has suspended the optional cash purchase component of Omega's Dividend Reinvestment and Stock Purchase Plan until further notice.

On July 31, 2007, Omega Healthcare Investors, Inc. filed with the Securities and Exchange Commission the attached Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2007

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-11316

OMEGA HEALTHCARE
INVESTORS, INC.

(Exact name of Registrant as specified in its charter)

Maryland
(State of incorporation)

38-3041398
(IRS Employer
Identification No.)

9690 Deereco Road, Suite 100, Timonium, MD 21093
(Address of principal executive offices)

(410) 427-1700
(Telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer Accelerated
filer Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes

No

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of July 27, 2007.

Common Stock, \$.10 par value
(Class)

67,993,677

(Number of shares)

OMEGA HEALTHCARE INVESTORS, INC.
FORM 10-Q
June 30, 2007

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PART I – FINANCIAL INFORMATION**Item 1 - Financial Statements**

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED BALANCE SHEETS
(in thousands)

	June 30, 2007 (Unaudited)	December 31, 2006
ASSETS		
Real estate properties		
Land and buildings at cost	\$ 1,240,132	\$ 1,237,165
Less accumulated depreciation	(205,761)	(188,188)
Real estate properties – net	1,034,371	1,048,977
Mortgage notes receivable – net	32,002	31,886
	1,066,373	1,080,863
Other investments – net	26,005	22,078
	1,092,378	1,102,941
Assets held for sale – net	—	3,568
Total investments – net	1,092,378	1,106,509
Cash and cash equivalents	2,484	729
Restricted cash	4,201	4,117
Accounts receivable – net	59,396	51,194
Other assets	13,036	12,821
Total assets	\$ 1,171,495	\$ 1,175,370
LIABILITIES AND STOCKHOLDERS' EQUITY		
Revolving line of credit	\$ 30,000	\$ 150,000
Unsecured borrowings – net	484,722	484,731
Other long-term borrowings	41,410	41,410
Accrued expenses and other liabilities	25,953	28,037
Income tax liabilities	5,646	5,646
Operating liabilities for owned properties	—	92
Total liabilities	587,731	709,916
Stockholders' equity:		
Preferred stock	118,488	118,488
Common stock and additional paid-in-capital	820,519	700,177
Cumulative net earnings	329,475	292,766
Cumulative dividends paid	(641,651)	(602,910)
Cumulative dividends – redemption	(43,067)	(43,067)
Total stockholders' equity	583,764	465,454
Total liabilities and stockholders' equity	\$ 1,171,495	\$ 1,175,370

See notes to consolidated financial statements.

OMEGA HEALTHCARE INVESTORS, INC.
CONSOLIDATED STATEMENTS OF OPERATIONS
Unaudited
(in thousands, except per share amounts)

	Three Months Ended		Six Months Ended	
	June 30,		June 30,	
2007		2006		2006