

OMEGA HEALTHCARE INVESTORS INC  
Form DEFA14A  
May 28, 2015

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington D.C. 20549  
SCHEDULE 14A  
INFORMATION REQUIRED IN PROXY STATEMENT  
SCHEDULE 14A INFORMATION  
Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934 (Amendment No. \_\_)  
Filed by Registrant  
Filed by a Party other than the Registrant  
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to Rule 14a-12

Omega Healthcare Investors, Inc.

(Name of Registrant as Specified in Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1)

Title of each class of securities to which transaction applies:

(2)

Aggregate number of securities to which transaction applies:

(3)

Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4)  
Proposed maximum aggregate value of transaction:

(5)  
Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form of Schedule and the date of its filing.

(1)  
Amount previously paid:

(2)  
Form, Schedule or Registration Statement No.:

(3)  
Filing party:

(4)  
Date filed:

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BARCODE1 OF 212151234567123456712345671234567123456712345671234567 See the reverse side of this notice to obtain proxy materials and voting instructions. Broadridge Internal Use Only Job #Envelope #Sequence ## of # Sequence #\*\*\* Exercise Your Right to Vote \*\*\*Important Notice Regarding the Availability of Proxy Materials for the Shareholder Meeting to Be Held on . You are receiving this communication because you hold shares in the above named company. This is not a ballot. You cannot use this notice to vote these shares. This communication presents only an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials online at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy (see reverse side). We encourage you to access and review all of the important information contained in the proxy materials before voting. Meeting Information Meeting Type: For holders as of: Date: Time: Location: 0000249829\_1 R1.0.0.51160 OMEGA HEALTHCARE INVESTORS, INC. OMEGA HEALTHCARE INVESTORS, INC. 200 INTERNATIONAL CIRCLE SUITE 3500 HUNT VALLEY, MD 21030 Investor Address Line 1 Investor Address Line 2 Investor Address Line 3 Investor Address Line 4 Investor Address Line 5 John Sample 1234 ANYWHERE STREET ANY CITY, ON A1A 1A1 Annual Meeting May 15, 2015 July 17, 2015 July 17, 2015 10:00 AM EDT 200 International Circle Suite 3500 Hunt Valley, MD 21030

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Internal Use Only Please Choose One of the Following Voting Methods

**Vote In Person:** Many shareholder meetings have attendance requirements including, but not limited to, the possession of an attendance ticket issued by the entity holding the meeting. Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

**Vote By Internet:** To vote now by Internet, go to [www.proxyvote.com](http://www.proxyvote.com). Have the information that is printed in the box marked by the arrow available and follow the instructions.

**Vote By Mail:** You can vote by mail by requesting a paper copy of the materials, which will include a proxy card.

**How To Vote Before You Vote**

**How to Access the Proxy Materials**

**Proxy Materials Available to VIEW or RECEIVE:** How to View Online: Have the information that is printed in the box marked by the arrow (located on the following page) and visit: [www.proxyvote.com](http://www.proxyvote.com).

**How to Request and Receive a PAPER or E-MAIL Copy:** If you want to receive a paper or e-mail copy of these documents, you must request one. There is NO charge for requesting a copy. Please choose one of the following methods to make your request: 1) BY INTERNET: [www.proxyvote.com](http://www.proxyvote.com) 2) BY TELEPHONE: 1-800-579-16393 3) BY E-MAIL\*: [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com)\* If requesting materials by e-mail, please send a blank e-mail with the information that is printed in the box marked by the arrow (located on the following page) in the subject line. 0000249829\_2 R1.0.0.511601. Annual Report 2. Notice & Proxy Statement

Requests, instructions and other inquiries sent to this e-mail address will NOT be forwarded to your investment advisor. Please make the request as instructed above on or before July 02, 2015 to facilitate timely delivery.

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Internal Use OnlyxxxxxxxxxxxxxxxxxxxxCusipJob #Envelope #Sequence ## of # Sequence #Voting  
items0000249829\_3 R1.0.0.51160The Board of Directors recommends you voteFOR the following:1. Election of  
DirectorsNominees01 Norman R. Bobins 02 Craig R. Callen 03 Thomas F. Franke 04 Bernard J. KormanThe Board  
of Directors recommends you vote FOR proposals 2, 3 and 4.2 Approval of an amendment to Omega Healthcare  
Investors, Inc.'s charter to declassify Omega HealthcareInvestors, Inc.'s Board of Directors and provide that directors  
shall be elected for one-year terms.3 Ratification of Independent Auditors Ernst & Young LLP.4 Approval, on an  
Advisory Basis, of Executive Compensation.NOTE: Such other business as may properly come before the meeting or  
any adjournment thereof.

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THIS SPACE RESERVED FOR SIGNATURES IF APPLICABLE Reserved for Broadridge Internal Control  
Information Broadridge Internal Use Only Job # Envelope # Sequence ## of # Sequence # NAME THE COMPANY  
NAME INC. - COMMON 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS A  
123,456,789,012.12345 THE COMPANY NAME INC. - CLASS B 123,456,789,012.12345 THE COMPANY NAME  
INC. - CLASS C 123,456,789,012.12345 THE COMPANY NAME INC. - CLASS D 123,456,789,012.12345 THE  
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