

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

August 26, 2014

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): August 26, 2014

OMEGA HEALTHCARE INVESTORS, INC.

(Exact name of registrant as specified in charter)

Maryland

1-11316

38-3041398

(State of incorporation) (Commission File Number) (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.

Item 7.01. Regulation FD Disclosure.

On August 26, 2014, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$400 million of its 4.95% senior notes due 2024 issued on March 11, 2014 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 August 26, 2014

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: August 26, 2014 By: /s/ Robert O. Stephenson
Robert O. Stephenson
Chief Financial Officer

INDEX TO EXHIBITS

Exhibit No. Description of Exhibit

99.1 Press Release dated August 26, 2014