

Sabra Health Care REIT, Inc.
 Form 4
 January 13, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATROS RICHARD K

2. Issuer Name and Ticker or Trading Symbol
**Sabra Health Care REIT, Inc.
 [SBRA]**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction
 (Month/Day/Year)
01/09/2014

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO and President

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN AVENUE, SUITE 550

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

IRVINE, CA 92612

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 01/09/2014 | | F | | 1,616 (1) \$ 26.27 | D | |
| Common Stock | 01/09/2014 | | G | | 2,757 (2) \$ 0 | D | |
| Common Stock | 01/09/2014 | | G | | 2,757 (2) \$ 0 | I | By R&A Matros Revocable Trust |
| Common | 01/10/2014 | | A | | 84,777 A \$ 0 | D | |

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| | | | | | | | | |
|--------------|------------|---|---------------|-----|----------|-------------|---|--|
| Stock | | | | (3) | | | | |
| Common Stock | 01/10/2014 | F | 16,136 (4) | D | \$ 27.05 | 167,698 | D | |
| Common Stock | 01/10/2014 | G | 26,263 (2) | D | \$ 0 | 141,435 (5) | D | |
| Common Stock | 01/10/2014 | G | 26,263 (2) | A | \$ 0 | 649,824 | I | By R&A Matros Revocable Trust |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MATROS RICHARD K C/O SABRA HEALTH CARE REIT, INC. 18500 VON KARMAN AVENUE, SUITE 550 IRVINE, CA 92612 | X | | Chairman, CEO and President | |

Signatures

/s/ Nikole M. Kingston, as
Attorney-in-Fact

01/13/2014

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vesting of time-based restricted stock units previously granted to the reporting person.

(2) Represents shares of the Issuer's Common Stock received by the reporting person upon the vesting of restricted stock units previously granted to the reporting person that have been transferred by the reporting person to the R&A Matros Revocable Trust.

Represents shares of the Issuer's Common Stock subject to a relative total stockholder return-based stock unit ("TSR units") award granted on November 22, 2010, including 10,570 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common Stock on the applicable dividend payment date. The Compensation Committee determined on

(3) January 10, 2014 that the number of TSR units earned was 148.8% of the target. Upon this determination, 50% of the TSR units vested immediately. The remaining 50% will vest on December 31, 2014. Each TSR unit represented a contingent right to receive one share of the Issuer's Common Stock, based on the percentile ranking of the Issuer's total stockholder return among the total stockholder returns for the stocks comprising a group of pre-selected peer companies over the three-year performance period.

(4) Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vesting of certain of the TSR units previously granted to the reporting person.

(5) Consists of unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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