

Malehorn Jeffrey A.
Form 4
August 21, 2017

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 *
Malehorn Jeffrey A.

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)
08/17/2017

Director 10% Owner
 Officer (give title below) Other (specify below)

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	08/17/2017		A	15,989 A (1)	15,989	D	
Common Stock	08/17/2017		A	3,137 (2) A (2)	19,126 (3)	D	
Common Stock	08/17/2017		A	4,544 (4) A \$ 0	23,670 (5)	D	

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

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SEC 1474 (9-02)

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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

Malehorn Jeffrey A.
C/O SABRA HEALTH CARE REIT, INC.
18500 VON KARMAN AVENUE, SUITE 550
IRVINE, CA 92612

X

Signatures

/s/ Harold W. Andrews, Jr., as
Attorney-in-Fact

08/21/2017

**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) Received in exchange for 10,079 shares of Care Capital Properties, Inc. ("CCP") common stock and 4,160 shares of CCP restricted stock in connection with the acquisition of CCP by Sabra Health Care REIT, Inc. ("Sabra") (the "Merger"). In accordance with the terms of the Merger, (a) each share of CCP common stock was converted into the right to receive 1.123 shares of Sabra common stock, with cash paid in lieu of fractional shares, and (b) each share of CCP restricted stock vested in full and was converted into the right to receive 1.123 shares of Sabra common stock, with cash paid in lieu of fractional shares. At the effective time of the Merger, the last traded price of CCP's common stock was \$24.21 per share, and the last traded price of Sabra's common stock was \$21.72 per share.

(2) Consists of stock units received in exchange for 2,793.095 shares of CCP common stock subject to a deferred stock unit ("DSU") award, in connection with the Merger. In accordance with the terms of the Merger, each CCP DSU award vested in full (if not already vested), was assumed by Sabra, and was converted into a stock unit award with respect to Sabra common stock (giving effect to the 1.123 exchange ratio and rounding to the nearest whole share). This stock unit award continues to have the same terms and conditions as applied to the CCP DSU award immediately prior to the effective time of the Merger and will be settled in shares of Sabra common stock on the same settlement date(s) applicable to such CCP DSU award.

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- (3) Includes 3,137 stock units that have vested but the payment of which has been deferred. Each stock unit represents the right to receive one share of Sabra's common stock.
- (4) Grant of restricted stock units under Sabra's 2009 Performance Incentive Plan. The units vest in equal monthly installments beginning September 19, 2017 and ending on the earlier of June 19, 2018 or the day before the date of the next annual stockholders' meeting.
- (5) Includes 4,544 unvested stock units and 3,137 stock units that have vested but the payment of which has been deferred. Each stock unit represents the right to receive one share of Sabra'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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