

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
October 20, 2010

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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): October 20, 2010

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<br>Identification No.) |

200 International Circle  
Suite 3500  
Hunt Valley, Maryland 21093  
(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 October 20, 2010, Omega Healthcare Investors, Inc. issued a press release announcing the commencement of an exchange offer for \$200 million of its 7½% senior notes due 2020 issued in February 2010 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 October 20, 2010

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 thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.  
(Registrant)

Dated: October 20, 2010  
Robert O. Stephenson  
Chief Financial Officer

By: /s/ Robert O. Stephenson

INDEX TO EXHIBITS

| Exhibit No. | Description of Exhibit                 |
|-------------|--|
| 99.1        | Press Release, dated October 20, 2010. |

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