

OMEGA HEALTHCARE INVESTORS INC  
Form 4  
January 10, 2017

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Ritz Michael

2. Issuer Name and Ticker or Trading Symbol  
OMEGA HEALTHCARE INVESTORS INC [OHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
200 INTERNATIONAL CIRCLE, SUITE 3500  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
01/06/2017

\_\_\_\_ Director  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Chief Accounting Officer

HUNT VALLEY, MD 21030

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

(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 or Price   |  |                                   |
| Common Stock                    | 01/06/2017                           |  | M                              |   | 3,059<br>(1)  | A  | \$ 31.26 8,947 D                  |
| Common Stock                    | 01/06/2017                           |  | F                              |   | 1,961<br>(2)  | D  | \$ 31.26 6,986 D                  |
| Common Stock                    | 01/06/2017                           |  | M                              |   | 1,784<br>(3)  | A  | \$ 31.26 8,770 D                  |

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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 or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units                     | (4)  | 01/06/2017                           |  | M                              | 3,059   | (4) (4)  | Common Stock  | 3,059   |
| Restricted Stock Units                     | (5)  | 01/06/2017                           |  | M                              | 1,784   | (5) (5)  | Common Stock  | 1,784   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Ritz Michael<br>200 INTERNATIONAL CIRCLE<br>SUITE 3500<br>HUNT VALLEY, MD 21030 |               |           | Chief Accounting Officer |       |

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact

01/10/2017

\*\*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) Represents the vesting of Restricted Stock Units subject to three-year cliff vesting granted on 1/1/2014
- (2) Represents a portion of restricted stock that vested on December 31, 2016 and was delivered by the reporting person as payment of income tax liability in connection with such vesting.
- (3) Represents the vesting of one third of the time based transition restricted stock units for the 2014-2016 service period.
- (4)

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Restricted Stock Units granted 1/1/2014 subject to three-year cliff vesting on December 31, 2016 and subject to continued employment on the vesting date

- (5) Restricted Stock Units granted 12/31/2013 subject to three-year ratable time-based (1/3 per year) on December 31, 2014, 2015 and 2016. Vesting subject to continued employment on the vesting date.

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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