

Stapley Gregory K.
Form 4
February 05, 2019

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 *
Stapley Gregory K.

(Last) (First) (Middle)
905 CALLE AMANECER, SUITE 300
(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CareTrust REIT, Inc. [CTRE]

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	02/03/2019		F		17,172 (1) \$ 21.72	D	
Common Stock	02/05/2019		A		65,400 (2) \$ 0	D	
Common Stock					527,537	I	Stapley Family Trust dated 4/25/2006 (3)
Common Stock					28,672	I	By wife as UGMA

custodian
for children
(4)

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

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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. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer		Other
Stapley Gregory K. 905 CALLE AMANECER SUITE 300 SAN CLEMENTE, CA 92673	X		President, Chairman and CEO		

Signatures

/s/ William M. Wagner,
attorney-in-fact
**Signature of Reporting Person

02/05/2019
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 of common stock withheld by the Issuer to pay tax withholding obligations of the Reporting Person upon the vesting of restricted stock granted to the Reporting Person on February 3, 2017.
- (2)

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Represents restricted shares of common stock granted to the Reporting Person. 50% of the grant vests in four equal installments beginning on the first anniversary of the grant date and the other 50% vests over four years based on the Issuer's satisfaction of certain performance criteria during such period.

- (3) These shares are directly owned by the Stapley Family Trust dated 4/25/2006 and indirectly by Gregory K. Stapley as Trustee of the Trust. Gregory K. Stapley is an officer of the issuer.

- (4) These shares are directly owned by Deborah Stapley as custodian for the minor children of Gregory K. Stapley and Deborah Stapley under the California Uniform Transfers to Minors Act. Gregory K. Stapley is an officer of the issuer. The reporting person disclaims beneficial ownership of the shares owned by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or any other purpose.

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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