

CareTrust REIT, Inc.
 Form 4/A
 June 06, 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 *
ENSIGN GROUP, INC

 (Last) (First) (Middle)
27101 PUERTA REAL, SUITE 450

 (Street)
MISSION VIEJO, CA 92691

 (City) (State) (Zip)

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

 3. Date of Earliest Transaction (Month/Day/Year)
06/01/2014

 4. If Amendment, Date Original Filed (Month/Day/Year)
06/03/2014

5. Relationship of Reporting Person(s) to Issuer

 (Check all applicable)
 ___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

 6. Individual or Joint/Group Filing (Check Applicable Line)
 ___X___ 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)
Common Stock	06/01/2014		J ⁽¹⁾	V 22,443,878 <u>(1)</u> <u>(2)</u>	(A) or (D) \$ 0 <u>(1)</u>	D	

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

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(9-02)

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

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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. 6)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ENSIGN GROUP, INC 27101 PUERTA REAL, SUITE 450 MISSION VIEJO, CA 92691		X		

Signatures

/s/ Suzanne D. Snapper 06/06/2014

__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) Prior to June 1, 2014, CareTrust REIT, Inc. ("CareTrust") was a wholly owned subsidiary of The Ensign Group, Inc. ("Ensign"). Effective from and after June 1, 2014, Ensign distributed to its stockholders all of the outstanding shares of CareTrust common stock. Prior to the distribution, in order to provide Ensign with sufficient shares to make the distribution on a one-for-one basis, CareTrust issued additional shares of CareTrust common stock to Ensign in exchange for the contribution of certain assets.
- (2) This Form 4 is amended to correct the number of shares of CareTrust common stock distributed by Ensign to its stockholders.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.