

Aviv REIT, Inc.  
Form 425  
March 11, 2015

**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): March 11, 2015

**OMEGA HEALTHCARE INVESTORS, INC.**

(Exact name of registrant as specified in charter)

**Maryland**

**1-11316**

**38-3041398**

(IRS Employer

(State of incorporation) (Commission File Number)

Identification No.)

**200 International Circle**

**Suite 3500**

**Hunt Valley, Maryland 21030**

(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 8.01 Other Events.**

Private Offering of Senior Notes

On March 11, 2015, Omega Healthcare Investors, Inc. (“Omega”) issued a press release, attached hereto as Exhibit 99.1, announcing the pricing of \$700 million aggregate principal amount of 4.50% Senior Notes due 2027, (the “Notes”) in a private placement.

The information contained in this Item 8.01 is neither an offer to sell nor a solicitation of an offer to buy any of the Notes.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No. Description of Exhibit

99.1 Press Release dated March 11, 2015 announcing the pricing of the Notes.

**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 hereunto duly authorized.

**OMEGA HEALTHCARE  
INVESTORS, INC.**  
(Registrant)

Dated: March 11, 2015 By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer and Treasurer

**Exhibit Index**

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