

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
December 16, 2005

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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): December 16, 2005

**OMEGA HEALTHCARE INVESTORS, INC.**  
(Exact name of registrant as specified in charter)

**Maryland**  
(State of incorporation)

**1-11316**  
(Commission File Number)

**38-3041398**  
(IRS Employer  
Identification No.)

**9690 Deereco Road  
Suite 100  
Timonium, 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 8.01 Other Events

On December 16, 2005, Omega Healthcare Investors, Inc. (the "Company") issued a press release announcing that it has commenced a tender offer and consent solicitation for any and all of its \$100 million aggregate principal amount of 6.95% notes due 2007. The tender offer is being made pursuant to an Offer to Purchase and Consent Solicitation Statement, dated December 16, 2005, and a related Consent and Letter of Transmittal. The offer to purchase will expire at 12:00 midnight, New York City time, on January 17, 2006, unless extended. The consent solicitation will expire at 5:00 p.m., New York City time, on December 30, 2005, unless extended. A copy of the Company's press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

On December 16, 2005, the Company announced its intention to offer \$175 million in principal amount of unsecured notes due 2016. A copy of the Company's press release announcing the foregoing is attached as Exhibit 99.2 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

### Item 9.01 Financial Statements and Exhibits

(c) Exhibits.

Exhibit

#### Number Description

99.1 Press Release dated December 16, 2005.

99.2 Press Release dated December 16, 2005.

**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: December 16, 2005

By: /s/ Taylor Pickett

C. Taylor Pickett

President and Chief Executive Officer

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**EXHIBIT INDEX**

Exhibit

Number Description

99.1 Press Release dated December 16, 2005.

99.2 Press Release dated December 16, 2005.