

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

October 25, 2018

**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): October 23, 2018

**OMEGA HEALTHCARE INVESTORS, INC.**

**OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**

(Exact name of registrant as specified in charter)

**Maryland**

(Omega Healthcare Investors, Inc.)

**Delaware**

**1-11316**

(Omega Healthcare Investors, Inc.)

**33-203447-11**

**38-3041398**

(Omega Healthcare Investors, Inc.)

**36-4796206**

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(OHI Healthcare Properties Limited Partnership)	(OHI Healthcare Properties Limited Partnership)	(OHI Healthcare Properties Limited Partnership) (IRS Employer)
(State of incorporation or organization)	(Commission File Number)	Identification No.)

**303 International Circle**

**Suite 200**

**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.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the

Exchange Act. "

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b) On October 23, 2018, Omega Healthcare Investors, Inc. (the “**Company**”) was informed that effective, October 23, 2018, Craig M. Bernfield resigned from his position as a member of the Board of Directors (the “**Board**”) of the Company, including each committee of the Board on which he served. Mr. Bernfield’s resignation letter is attached as Exhibit 99.1 to this filing.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	<u>Resignation letter of Craig M. Bernfield dated October 23, 2018</u>

**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: October 25, 2018 By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer, Treasurer and Assistant Secretary