

OMEGA HEALTHCARE INVESTORS INC
Form SC 13D/A
March 28, 2002

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934
(Amendment No. 6)

Omega Healthcare Investors, Inc.

(Name of Issuer)

Common Stock, par value \$0.10 per share

(Title of Class of Securities)

681936100

(CUSIP Number)

Kymerlyn J. Irvin
Explorer Holdings, L.P.
2200 Ross Avenue
Suite 4200 West
Dallas, Texas 75201-6799

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

March 26, 2002

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(b) (3) or (4), check the following box [] .

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

Page 1 of 9

CUSIP No. 681936100 13D Page 2 of 8 Pages

1 NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS

Explorer Holdings, L.P.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
(b) |

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3	SEC USE ONLY	
4	SOURCE OF FUNDS*	WC
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	
6	CITIZENSHIP OR PLACE OF ORGANIZATION	Delaware
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 28,716,873**
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 28,716,873**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	28,716,873**
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	53.3%**
14	TYPE OF REPORTING PERSON*	PN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** The Reporting Person beneficially owns 11,942,153 shares of common stock and 1,048,420 shares of Series C Convertible Preferred Stock, which Series C shares are convertible into 16,774,720 shares of common stock of Omega. Based upon the number of shares of common stock reported to be outstanding by Omega as of January 24, 2002 and the additional shares reported to have been issued by Omega on its Form 8-K filed March 4, 2002, all such shares would represent 53.3% of Omega's common stock, after giving effect to the conversion of the Series C Preferred.

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	Explorer Holdings GenPar, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/> <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Delaware	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	7 SOLE VOTING POWER	
		None
	8 SHARED VOTING POWER	
		28,716,873**
	9 SOLE DISPOSITIVE POWER	
		None
	10 SHARED DISPOSITIVE POWER	
		28,716,873**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	28,716,873**	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/> <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	53.3%**	
14	TYPE OF REPORTING PERSON*	
	00	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** See footnote ** on page 2 of this Schedule 13D/A.

CUSIP No. 681936100

13D

Page 4 of 8 Pages

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	Hampstead Investment Partners III, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/> <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	Texas	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	7	SOLE VOTING POWER
		None
	8	SHARED VOTING POWER
		28,716,873**
	9	SOLE DISPOSITIVE POWER
		None
	10	SHARED DISPOSITIVE POWER
		28,716,873**
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	28,716,873**	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/> <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	53.3%**	
14	TYPE OF REPORTING PERSON*	
	PN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** See footnote ** on page 2 of this Schedule 13D/A.

CUSIP No. 681936100

13D

Page 5 of 8 Pages

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1	NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS	
	Daniel A. Decker	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*	(a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/>
3	SEC USE ONLY	
4	SOURCE OF FUNDS*	
	WC	
5	CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)	<input type="checkbox"/> <input type="checkbox"/>
6	CITIZENSHIP OR PLACE OF ORGANIZATION	
	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	
	7	SOLE VOTING POWER None
	8	SHARED VOTING POWER 28,716,873**
	9	SOLE DISPOSITIVE POWER None
	10	SHARED DISPOSITIVE POWER 28,716,873**
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	28,716,873**	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*	<input type="checkbox"/> <input type="checkbox"/>
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	
	53.3%**	
14	TYPE OF REPORTING PERSON*	
	IN	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

** See footnote ** on page 2 of this Schedule 13D/A.

This amendment amends and supplements the information set forth in the Statement on Schedule 13D filed on May 25, 2000, as amended on April 19, 2001,

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September 20, 2001, October 29, 2001, November 26, 2001 and February 22, 2002 (as amended, the "Statement") by the Reporting Persons.

Item 1. Security and Issuer.

This amendment relates to the common stock, par value \$0.10 (the "Common Stock"), of Omega Healthcare Investors, Inc. (the "Company") and the Series C Convertible Preferred Stock, par value \$1.00, of the Company (the "Series C Preferred").

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby amended to add the following at the end thereof:

The Reporting Persons have purchased 667,647 shares of Common Stock in two separate transactions. The source of funds for the Reporting Persons' purchase of the 667,647 shares was the Reporting Persons' working capital, which was derived from capital contributions from its partners.

Item 5. Interest in Securities of the Issuer.

Item 5(a) is hereby amended to read in its entirety as follows:

(a) Each of the Reporting Persons beneficially owns 28,716,873 shares of Common Stock, an amount which includes 16,774,720 shares of Common Stock owned by virtue of Explorer's ownership of 1,048,420 shares of Series C Preferred. Based on the number of shares of Common Stock reported to be outstanding as of January 24, 2002 and the additional shares reported to have been issued by Omega on its Form 8-K filed March 4, 2002, such shares would represent 53.3% of the Company's outstanding shares of Common Stock as of March 4, 2002, after giving effect to such issuance. Messrs. McNamara and Decker disclaim beneficial ownership of all shares held by Explorer.

Item 5(c) is hereby amended to add the following at the end thereof:

(c) Each of the Reporting Persons has engaged in the following transactions on the New York Stock Exchange since the date of the last amendment to this Schedule 13D:

Trade Date	Number of Shares Purchased	Price
-----	-----	-----
3/25/2002	73,247	\$4.71
3/26/2002	581,700	\$4.88
3/27/2002	12,700	\$5.04

SIGNATURES

After reasonable inquiry and to the best of its knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct, and agree that this Statement may be filed collectively on behalf of each of the undersigned by Explorer Holdings, L.P., Explorer Holdings GenPar, LLC, Hampstead Investment Partners III, L.P., Donald J. McNamara and Daniel A. Decker.

Date: March 28, 2002

EXPLORER HOLDINGS, L.P.

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By: Explorer Holdings GenPar, LLC,
its General Partner

By: /s/ Kimberlyn J. Irvin

Kimberlyn J. Irvin
Authorized Officer

EXPLORER HOLDINGS GENPAR, LLC

By: /s/ Kimberlyn J. Irvin

Kimberlyn J. Irvin
Authorized Officer

HAMPSTEAD INVESTMENT PARTNERS III, L.P.

By: Hampstead Investment Partners III
GenPar, L.P., its General Partner

By: Hampstead GenPar III, LLC,
its General Partner

By: /s/ Kimberlyn J. Irvin

Kimberlyn J. Irvin
Authorized Officer

/s/ Kimberlyn J. Irvin *

Donald J. McNamara

/s/ Kimberlyn J. Irvin *

Daniel A. Decker

Page 8 of 8

* Pursuant to Power of Attorney previously filed.