

Sabra Health Care REIT, Inc.  
Form S-8  
July 02, 2014

As filed with the Securities and Exchange Commission on July 02, 2014  
Registration No. \_\_\_\_\_

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

\_\_\_\_\_  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

\_\_\_\_\_  
Sabra Health Care REIT, Inc.  
(Exact Name of Registrant as Specified in Its Charter)

\_\_\_\_\_  
Maryland 27-2560479  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

18500 Von Karman Avenue, Suite 550  
Irvine, CA 92612  
(Address, Including Zip Code, of Principal Executive Offices)

\_\_\_\_\_  
Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan  
(Full Title of the Plan)

\_\_\_\_\_  
Richard K. Matros  
Chief Executive Officer  
Sabra Health Care REIT, Inc.  
18500 Von Karman, Suite 550  
Irvine, CA 92612  
(949) 255-7100  
(Name, Address and Telephone Number, Including Area Code, of Agent for Service)

COPY TO:  
Andor D. Turner, Esq.  
O'Melveny & Myers LLP  
610 Newport Center Drive, Suite 1700  
Newport Beach, California 92660  
(949) 823-6900

\_\_\_\_\_  
CALCULATION OF REGISTRATION FEE



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| Title of Securities To Be Registered     | Amount To Be Registered         | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount Of Registration Fee |
|--|---------------------------------|---|---|----------------------------|
| Common Stock, \$0.01 par value per share | 2,107,262 <sup>(1)</sup> shares | \$28.18 <sup>(2)</sup>                    | \$59,382,643 <sup>(2)</sup>               | \$7,649 <sup>(2)</sup>     |

<sup>(1)</sup> Represents an additional 1,625,000 shares newly available under the Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan (the “2009 Plan”) and 482,262 shares that have become available under the 2009 Plan that were originally available under the legacy Sabra Health Care REIT, Inc. 2004 Equity Incentive Plan. This Registration Statement covers, in addition to the number of shares of Sabra Health Care REIT, Inc., a Maryland corporation (the “Company” or the “Registrant”), common stock, par value \$0.01 per share (the “Common Stock”), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the “Securities Act”), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the 2009 Plan as a result of one or more adjustments under the 2009 Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

<sup>(2)</sup> Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on June 24, 2014, as quoted on the NASDAQ Global Select Market.

The Exhibit Index for this Registration Statement is at page 6.

EXPLANATORY NOTE

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the 2009 Plan and consists of only those items required by General Instruction E to Form S-8.

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PART I

INFORMATION REQUIRED IN THE  
SECTION 10(a) PROSPECTUS

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

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PART II  
INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT

Item 3. Incorporation of Certain Documents by Reference

The following documents of the Company filed with the Securities and Exchange Commission (the "Commission") are incorporated herein by reference:

- (a) The Company's Registration Statement on Form S-8, filed with the Commission on December 22, 2010 (Commission File No. 333-171350);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2013, filed with the Commission on February 28, 2014 (Commission File No. 001-34950);

- (c) The Company's Quarterly Report on Form 10-Q for its fiscal quarter ended March 31, 2014, filed with the Commission on May 5, 2014 (Commission File No. 001-34950);

- (d) The Company's Current Reports on Form 8-K, filed with the Commission on January 9, 2014, January 23, 2014 (with respect to Items 1.01 and 8.01 and the corresponding Item 9.01 and exhibits only), February 11, 2014, February 28, 2014, May 8, 2014 and June 25, 2014 (each, Commission File No. 001-34950); and

- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on November 5, 2010 (Commission File No. 001-34950), and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.

Item 5. Interests of Named Experts and Counsel

Not applicable.

Item 8. Exhibits

See the attached Exhibit Index at page 6, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on June 30, 2014.

SABRA HEALTH CARE REIT, INC.

By: /s/ Richard K. Matros

Richard K. Matros

Chief Executive Officer and President

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Richard K. Matros and Harold W. Andrews Jr., or either one or both of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents, or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

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| Signature   | Title  | Date          |
|---|--|---------------|
| /s/ Richard K. Matros<br>Richard K. Matros          | Chairman, President and Chief Executive Officer<br>(Principal Executive Officer)                                   | June 30, 2014 |
| /s/ Harold W. Andrews, Jr.<br>Harold W. Andrews Jr. | Executive Vice President, Chief Financial Officer<br>and Secretary<br>(Principal Financial and Accounting Officer) | June 30, 2014 |
| /s/ Craig A. Barbarosh<br>Craig A. Barbarosh        | Director   | June 30, 2014 |
| /s/ Robert A. Ettl<br>Robert A. Ettl                | Director   | June 30, 2014 |
| /s/ Michael J. Foster<br>Michael J. Foster          | Director   | June 30, 2014 |
| /s/ Milton J. Walters<br>Milton J. Walters          | Director   | June 30, 2014 |

EXHIBIT INDEX

Exhibit

Number Description of Exhibit

4.1 Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan, as amended. (Filed as Exhibit 10.1 to the Company's Form 8-K, filed with the Commission on June 25, 2014 (Commission File No. 001-34950) and incorporated herein by this reference.)

5.1 Opinion of Venable LLP (opinion re legality).

23.1 Consent of PricewaterhouseCoopers LLP (consent of independent registered public accounting firm).

23.2 Consent of Counsel (included in Exhibit 5.1).

24.1 Power of Attorney (included in this Registration Statement under "Signatures").