

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
December 21, 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 21, 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**

Omega Healthcare Investors, Inc. (the "Company") announced on December 21, 2005 the pricing of its previously announced offering of \$175 million aggregate principal amount of 7.00% senior notes due 2016 (the "Notes") to be issued in a private placement. A copy of the press release announcing the pricing of the Notes is attached to this Current Report on Form 8-K as Exhibit 99.1, and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits**

(c) Exhibits.

Exhibit  
Number

Description

99.1

Press Release dated December 21, 2005.

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**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 21, 2005

By: /s/ C. Taylor Pickett

C. Taylor Pickett

President and Chief Executive Officer

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**EXHIBIT INDEX**

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Number

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99.1

Press Release dated December 21, 2005.