AVIV REIT, INC. Form 4 April 03, 2015

FORM 4

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

OMB

OMB APPROVAL

Number: Expires:

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2005

if no longer subject to Section 16. Form 4 or

Check this box

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

response... 0.5

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * LG Aviv L.P.

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

AVIV REIT, INC. [AVIV]

(Check all applicable)

(Last)

(First)

3. Date of Earliest Transaction

Director 10% Owner Other (specify Officer (give title

C/O LG AVIV L.P., 630 5TH AVE.,

(Street)

30TH FLOOR

(Month/Day/Year)

04/01/2015

below)

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Instr. 8)

Code V

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

NEW YORK, NY 10111

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

4. Securities Acquired (A) or 3. TransactionDisposed of (D) Code (Instr. 3, 4 and 5)

5. Amount of Securities Beneficially Owned

Following

7. Nature Ownership of Indirect Form: Beneficial Direct (D) Ownership or Indirect (Instr. 4)

(A) or Amount

Reported (I) Transaction(s) (Instr. 4)

(Instr. 3 and 4) (D) Price

Common Stock

04/01/2015

D 21,653,813.45 \$0 0 (1)

D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D)			7. Tit. Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
LG Aviv L.P. C/O LG AVIV L.P. 630 5TH AVE., 30TH FLOOR NEW YORK, NY 10111		X					

Signatures

/s/ Samuel H. Kovitz, as attorney in fact

04/03/2015 Date

**Signature of Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Pursuant to an Agreement and Plan of Merger, dated October 30, 2014, among Omega Healthcare Investors, Inc. ("Omega"), OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, L.P., Aviv REIT, Inc. (the "Issuer") and Aviv

(1) Healthcare Properties Limited Partnership (the "Merger Agreement"), each outstanding share of the Issuer's common stock was exchanged for the right to receive nine-tenths of a share of common stock of Omega, subject to certain adjustment as set forth in the Merger Agreement (such ratio, the "Exchange Ratio"), on April 1, 2015 (the "Closing Date"). The last reported sale price of shares of Omega common stock on the Closing Date was \$40.74 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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