

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
June 13, 2016

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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): June 9, 2016

OMEGA HEALTHCARE INVESTORS, INC.  
(Exact name of registrant as specified in charter)

|                          |                          |                                      |
|--------------------------|--------------------------|--------------------------------------|
| Maryland                 | 1-11316                  | 38-3041398                           |
| (State of incorporation) | (Commission File Number) | (IRS Employer<br>Identification No.) |

200 International Circle  
Suite 3500  
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.

- o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.
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## Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 9, 2016, Omega Healthcare Investors, Inc. (“Omega”) held its Annual Meeting of Stockholders.

At the Annual Meeting, there were present in person or by proxy 175,231,361 shares of Omega’s common stock, representing approximately 93% of the total outstanding eligible votes. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

## Proposal 1: Election of Directors

|                   | Votes Cast in Favor | Votes Withheld | Broker Non-Votes |
|-------------------|---------------------|----------------|------------------|
| Norman R. Bobins  | 136,369,835         | 952,672        | 37,908,854       |
| Craig R. Callen   | 136,678,660         | 643,847        | 37,908,854       |
| Bernard J. Korman | 135,174,109         | 2,148,398      | 37,908,854       |
| Edward Lowenthal  | 133,762,087         | 3,560,420      | 37,908,854       |
| Ben W. Perks      | 135,248,414         | 2,074,093      | 37,908,854       |
| Stephen D. Plavin | 129,983,552         | 7,338,955      | 37,908,854       |

## Proposal 2: Ratification of the selection of Ernst &amp; Young LLP as Omega’s independent auditor for 2014

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 172,293,689 | 2,703,317 | 234,355     | -                |

## Proposal 3: Advisory vote on Omega’s executive compensation

| For         | Against   | Abstentions | Broker Non-Votes |
|-------------|-----------|-------------|------------------|
| 133,237,523 | 3,337,680 | 747,304     | 37,908,854       |

Each of the director nominees was elected, the selection of Ernst & Young LLP was ratified and the Company’s executive compensation was approved on an advisory basis.

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: June 13, 2016  
Robert O. Stephenson  
Chief Financial Officer and Treasurer

By: /s/ Robert O. Stephenson