

OMEGA HEALTHCARE INVESTORS INC
 Form 4
 April 08, 2015

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

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

2. Issuer Name and Ticker or Trading Symbol
 OMEGA HEALTHCARE INVESTORS INC [OHI]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 630 FIFTH AVENUE, 30TH FLOOR,
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 04/06/2015

____ Director
 ____ Officer (give title below)
 10% Owner
 ____ Other (specify below)

NEW YORK, NY 10111

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Ownership (Instr. 4)	
			Code	V	Amount	(D)	Price	
Common Stock	04/06/2015		S		18,000,000	D	\$ 40 0	D (1) (2)
Common Stock					1,488,431	I		(1) (2) By LG Aviv LP Voting Trust

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

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number.

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

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. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 5)
				Code	V (A) (D)	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. 630 FIFTH AVENUE, 30TH FLOOR NEW YORK, NY 10111		X		
GOLDBERG ALAN E C/O LINDSAY GOLDBERG 630 FIFTH AVENUE, 30TH FLOOR NEW YORK, NY 10111		X		
Lindsay Robert D C/O LINDSAY GOLDBERG 630 FIFTH AVENUE, 30TH FLOOR NEW YORK, NY 10111		X		

Signatures

LG Aviv L.P. By: /s/ Michael W. Dees, Chief Financial Officer and Treasurer	04/08/2015
_____ **Signature of Reporting Person	Date
/s/ Alan E. Goldberg	04/08/2015
_____ **Signature of Reporting Person	Date
/s/ Robert D. Lindsay	04/08/2015
_____ **Signature of Reporting Person	Date

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).

(1) The general partner of LG Aviv L.P. is LG Aviv GP, LLC (the "GP"). Alan E. Goldberg and Robert D. Lindsay are the executive managers of the GP and, through a series of affiliated investment funds, share ownership and voting control of the GP. Messrs. Goldberg and Lindsay, by virtue of this relationship, may be deemed to have or share beneficial ownership of securities held by LG Aviv L.P. and LG Aviv LP Voting Trust. Messrs. Goldberg and Lindsay beneficially own no securities of the Issuer directly.

(2) Each Reporting Person disclaims beneficial ownership of the reported securities except to the extent of such Reporting Person's pecuniary interest therein, and this report shall not be deemed an admission that such Reporting Person is the beneficial owner of the securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

Remarks:

Exhibit 99.1 Joint Filer Information, incorporated herein by reference.

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.