

Stapley Gregory K.  
Form 4  
February 06, 2018

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Stapley Gregory K.

(Last) (First) (Middle)

905 CALLE AMANECER, SUITE  
300

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

CareTrust REIT, Inc. [CTRE]

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

02/03/2018

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

President, Chairman and CEO

6. Individual or Joint/Group Filing(Check  
Applicable Line)

☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**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 Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	02/03/2018		F	17,199 (1)	D \$ 15.37 194,502 (2)	D	
Common Stock, par value \$0.01	02/06/2018		A	110,460 (3)	A \$ 0 304,962	D	
Common Stock, par value \$0.01	02/06/2018		G	34,219 (4)	D \$ 0 270,743	D	

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Common Stock, par value \$0.01	02/06/2018	G	34,219 (4)	A	\$ 0	511,280	I	Stapley Family Trust dated 4/25/2006 (5)
Common Stock, par value \$0.01 per share						28,672 (6)	I	By wife as UGMA custodian for children (7)

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

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(9-02)

**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. Nu Deriv Secur Bene Own Follo Repor Trans (Instr
				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
Stapley Gregory K. 905 CALLE AMANECER SUITE 300 SAN CLEMENTE, CA 92673	X President, Chairman and CEO

## Signatures

/s/ William M. Wagner,  
attorney-in-fact

02/06/2018

\_\_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) Represents shares of common stock withheld by the Issuer to pay tax withholding obligations of the Reporting Person upon the vesting of restricted stock granted to the Reporting Person on February 3, 2017.

This Form 4 corrects the total shares of common stock directly and indirectly held by the Reporting Person, as applicable. On prior Form 4s, certain shares of common stock were reported as directly owned, but should have been reported as indirectly owned by the Reporting Person through the Stapley Family Trust dated 4/25/2006.

- (2) Represents restricted shares of common stock granted to the Reporting Person. 50% of the grant vests in four equal installments beginning on the first anniversary of the grant date and the other 50% vests over four years based on the Issuer's satisfaction of certain performance criteria during such period.
- (3) Represents shares of common stock acquired in connection with the vesting of restricted stock that have been transferred by the Reporting Person to the Stapley Family Trust dated 4/25/2006.
- (4) These shares are directly owned by the Stapley Family Trust dated 4/25/2006 and indirectly by Gregory K. Stapley as Trustee of the Trust. Gregory K. Stapley is an officer of the issuer.
- (5) Excludes 60 shares of common stock that were previously included in the Reporting Person's prior Form 4s.
- These shares are directly owned by Deborah Stapley as custodian for the minor children of Gregory K. Stapley and Deborah Stapley under the California Uniform Transfers to Minors Act. Gregory K. Stapley is an officer of the issuer. The reporting person disclaims
- (6) beneficial ownership of the shares owned by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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