

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
February 23, 2004

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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): February 23, 2004

**OMEGA HEALTHCARE INVESTORS, INC.**

(Exact name of registrant as specified in its charter)

**Maryland**  
(State of Incorporation)

**1-11316**  
(Commission File Number)  
**9690 Deereco Road, Suite 100**  
**Timonium, Maryland 21093**  
**(410) 427-1700**

**38-3041398**  
(I.R.S. Employer Identification No.)

(Address and telephone number of Registrant)

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**Item 5. Other Events.**

On February 23, 2004, Omega Healthcare Investors, Inc. ("Omega") issued a press release announcing the proposed secondary offering by Explorer Holdings, L.P. of 18,118,246 shares of Omega common stock in an underwritten public offering, plans for a proposed private placement of approximately \$200 million in principal amount of unsecured notes and a proposed refinancing of Omega's existing senior credit facility.

**Item 7. Exhibits.**

- 5.1 Opinion of Powell, Goldstein, Frazer & Murphy LLP.
- 99.1 Press Release dated February 23, 2004 relating to the proposed secondary offering by Explorer Holdings, L.P. and plans for the notes offering and refinancing of senior credit facility.

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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.

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OMEGA HEALTHCARE INVESTORS, INC.

/s/ C. TAYLOR PICKETT

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Name: C. Taylor Pickett  
Title: Chief Executive Officer

Dated: February 23, 2004

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