

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

December 20, 2018

**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): December 14, 2018

**OMEGA HEALTHCARE INVESTORS, INC.**

**OHI HEALTHCARE PROPERTIES LIMITED PARTNERSHIP**

(Exact name of registrant as specified in charter)

**Maryland**

(Omega Healthcare Investors, Inc.)

**Delaware**

**1-11316**

(Omega Healthcare Investors, Inc.)

**33-203447-11**

**38-3041398**

(Omega Healthcare Investors, Inc.)

**36-4796206**

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(OHI Healthcare Properties Limited Partnership)

(OHI Healthcare Properties Limited Partnership)

(OHI Healthcare Properties Limited Partnership)  
(IRS Employer)

(State of incorporation or organization) (Commission File Number)

Identification No.)

**303 International Circle**

**Suite 200**

**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.

“Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company “

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. "

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

**Employment Agreement Amendments**

On December 14, 2018, the Compensation Committee of the Board of Directors (the “**Compensation Committee**”) of Omega Healthcare Investors, Inc., a Maryland corporation (the “**Company**” or “**Omega**”), approved amendments to extend by one year, until December 31, 2021, the terms of the existing employment agreements as amended to date (collectively, the “**Employment Agreement Amendments**”) with each of Taylor Pickett, Daniel Booth, Steven Insoft, Robert Stephenson, and Michael Ritz (collectively, the “**Executive Officers**”).

Annual Base Salary. Each Employment Agreement Amendment specifies the current annual base salary for the Executive Officers, effective January 1, 2019, which is as follows:

| <b>Name</b>       | <b>Annual<br/>Base<br/>Salary</b> |
|-------------------|-----------------------------------|
| Taylor Pickett    | \$ 799,800                        |
| Daniel Booth      | \$ 517,200                        |
| Steven Insoft     | \$ 506,600                        |
| Robert Stephenson | \$ 495,900                        |
| Michael Ritz      | \$ 341,200                        |

The foregoing description is qualified in its entirety by reference to the form of Employment Agreement Amendment, which is filed as Exhibit 10.1 hereto and is incorporated by reference herein.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

| Exhibit No. | Description of Exhibit  |
|-------------|---|
| <u>10.1</u> | <u>Form of Employment Agreement Amendments effective January 1, 2019.</u> |



**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: December 20, 2018 By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer

**Exhibit Index**

Exhibit No. Description of Exhibit

10.1 Form of Employment Agreement Amendments effective January 1, 2019.