

INSOFT STEVEN J

Form 4

April 03, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
INSOFT STEVEN J

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)  
303 INTERNATIONAL  
CIRCLE, SUITE 200

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/01/2019

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
Chief Corp Development Officer

(Street)  
HUNT VALLEY, MD 21030

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

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Ownership (Instr. 4)
Common Stock	04/01/2019		M	(A) or (D) Amount 9,937 (1) Price \$ 9,937	260,083	D	
Common Stock	04/01/2019		F	(A) or (D) Amount 4,402 (2) Price \$ 38.15	255,681	D	

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

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SEC 1474  
(9-02)

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**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. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	04/01/2019		M	9,937	(3) (3)	Common Stock	9,937
Profit Interest Units	(4) (5)	04/01/2019		M	9,669	(6) (6)	OP Units	9,669
OP Units	(5)	04/01/2019		M	9,669	(5) (5)	Common Stock	9,669

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
INSOFT STEVEN J 303 INTERNATIONAL CIRCLE SUITE 200 HUNT VALLEY, MD 21030			Chief Corp Development Officer	

## Signatures

/s/ Thomas H. Peterson,  
Attorney-in-Fact

04/03/2019

\*\*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 Restricted Stock Units (RSUs) granted 1/1/2016 that vested on 4/1/2019 and converted to common stock on a one-for-one basis.
- (2) Represents the portion of Restricted Stock Units (RSUs) surrendered by the reporting person as payment of income tax liability in connection with the vesting of the RSUs.
- (3) Represents Restricted Stock Units (RSUs) granted 1/1/2016 that vested on 4/1/2019 and converted into Common Stock on a one-for-one basis.
- (4)

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Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit represents a contingent right to receive one unit of limited partnership interest (an "OP Unit") in the Operating Partnership upon vesting and the satisfaction of certain tax-driven economic requirements.

- (5) Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. the OP Units have no expiration date.
- (6) 25% of the Units earned based on performance for the 2016-2018 performance period vest at the end of each quarter of 2019, subject to continued employment and accelerated vesting upon certain events.

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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