

OMEGA HEALTHCARE INVESTORS INC  
Form FWP  
June 30, 2016

Issuer Free Writing Prospectus, dated June 30, 2016  
Filed Pursuant to Rule 433 under the Securities Act of 1933  
Supplementing the Preliminary Prospectus Supplement  
dated June 30, 2016  
Registration Statement No. 333-208710

**\$700,000,000**  
**Omega Healthcare Investors, Inc.**  
**4.375% Senior Notes due 2023**

**Issuer:** Omega Healthcare Investors, Inc.

**Guarantees:** The notes will be fully and unconditionally guaranteed by the Company's existing and future subsidiaries that guarantee indebtedness under the Company's existing senior notes and the facilities under the Company's credit agreements.

**Title of Securities:** 4.375% Senior Notes due 2023

**Aggregate  
Principal Amount:** \$700,000,000

**Trade Date:** June 30, 2016

**Settlement Date:** July 12, 2016 (T + 7)

**Final Maturity  
Date:** August 1, 2023

**Issue Price to  
Public:** 99.739% plus accrued interest, if any, from July 12, 2016

**Gross Proceeds to  
Issuer:** \$698,173,000

**Coupon:** 4.375%

**Yield to Maturity:** 4.418%

**Spread to  
Treasury:**

+312.5 basis points

**Benchmark  
Treasury:**

UST 1.375% due June 30, 2023

**Benchmark  
Treasury Yield:**

1.293%

**Interest Payment  
Dates:**

August 1 and February 1, commencing February 1, 2017

**Record Dates:**

July 15 and January 15

**Optional  
Redemption:**

Make-whole call @ T+50 bps

Par call on or after June 1, 2023

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

**Joint Book-Running Managers:**

Credit Agricole Securities (USA) Inc.

Stifel, Nicolaus and Company, Incorporated

Capital One Securities, Inc.

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

SunTrust Robinson Humphrey, Inc.

Wells Fargo Securities, LLC

**Co-Managers:**

Mitsubishi UFJ Securities (USA), Inc.

BB&T Capital Markets, a division of BB&T Securities, LLC

BBVA Securities Inc.

Regions Securities LLC

CUSIP: 681936 BJ8

**CUSIP/ISIN Numbers:**

ISIN: US681936BJ87

**The issuer has filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the Securities and Exchange Commission (the “SEC”) for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC’s website at [www.sec.gov](http://www.sec.gov). Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling J.P. Morgan Securities LLC, collect at 212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Credit Agricole Securities (USA) Inc. at 1-866-807-6030.**

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