

OMEGA HEALTHCARE INVESTORS INC

Form 8-K

December 22, 2017

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 19, 2017

OMEGA HEALTHCARE INVESTORS, INC.

(Exact name of registrant as specified in charter)

Maryland

1-11316

38-3041398

(IRS Employer

(State of incorporation) (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 19, 2017, 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, 2020, the terms of the existing employment agreements generally effective March 31, 2015, or April 1, 2015 in the case of Steven Insoft, as such agreements were amended effective March 17, 2016 and January 9, 2017(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, 2018, which is as follows:

| Name | Annual Base Salary |
|-------------------|--------------------|
| Taylor Pickett | \$ 780,300 |
| Daniel Booth | \$ 504,600 |
| Steven Insoft | \$ 494,200 |
| Robert Stephenson | \$ 483,800 |
| Michael Ritz | \$ 332,900 |

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 2018 Employment Agreement Amendments.</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 22, 2017 By: /s/ Robert O. Stephenson
Robert O. Stephenson
Chief Financial Officer, Treasurer and Assistant Secretary

Exhibit Index

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