

AVIV REIT, INC.
Form 4
April 03, 2015

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PERKS BEN W

(Last) (First) (Middle)

**C/O AVIV REIT, INC., 303 W.
MADISON, SUITE 2400**

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AVIV REIT, INC. [AVIV]

3. Date of Earliest Transaction
(Month/Day/Year)
04/01/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	04/01/2015		D	15,407	D	\$ 0 (1)	0

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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. Pr Deriv Secu (Instr		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 16.5645 (2)	04/01/2015		D	22,095	(3) (4)		Common Stock	22,095	\$
Stock Option	\$ 17.9548 (2)	04/01/2015		D	482	(3) (4)		Common Stock	482	\$
Stock Option	\$ 18.6222 (2)	04/01/2015		D	543	(3) (4)		Common Stock	543	\$
Stock Option	\$ 18.8658 (2)	04/01/2015		D	1,267	(3) (4)		Common Stock	1,267	\$
Stock Option	\$ 18.8658 (2)	04/01/2015		D	1,086	(3) (4)		Common Stock	1,086	\$
Stock Option	\$ 18.6543 (2)	04/01/2015		D	1,810	(3) (4)		Common Stock	1,810	\$
Stock Option	\$ 18.6505 (2)	04/01/2015		D	1,629	(3) (4)		Common Stock	1,629	\$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERKS BEN W C/O AVIV REIT, INC. 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606			X	

Signatures

/s/ Samuel H. Kovitz, as attorney
in fact

04/03/2015

__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) Pursuant to an Agreement and Plan of Merger, dated October 30, 2014, among Omega Healthcare Investors, Inc. ("Omega"), OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, L.P., Aviv REIT, Inc. (the "Issuer") and Aviv Healthcare Properties Limited Partnership (the "Merger Agreement"), each outstanding share of the Issuer's common stock was

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exchanged for the right to receive nine-tenths of a share of common stock of Omega, subject to certain adjustment as set forth in the Merger Agreement (such ratio, the "Exchange Ratio"), on April 1, 2015 (the "Closing Date"). The last reported sale price of shares of Omega common stock on the Closing Date was \$40.74 per share.

- (2) Pursuant to the Merger Agreement, as of the Effective time of the Merger, the stock options ceased to be exercisable for shares of Issuer common stock but instead are exercisable for a number of shares of Omega common stock equal to nine-tenths of a share of Omega common stock, subject to certain adjustments as set forth in the Merger Agreement, multiplied by the number of shares of Issuer common stock as to which such stock options related immediately prior to the effective time of the Merger.
- (3) The stock options vested in full upon the initial public offering of Aviv REIT, Inc. on March 26, 2013.
- (4) N/A

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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