



**Aviv REIT, Inc. 2010 Management Incentive Plan, as Amended**

**Aviv REIT, Inc. 2013 Long-Term Incentive Plan, as Amended**

(Full title of the plan)

**C. Taylor Pickett**  
**Chief Executive Officer**

**Omega Healthcare Investors, Inc.**  
**303 International Circle, Suite 200**  
**Hunt Valley, Maryland 21030**

**(410) 427-1700**

(Name, address and telephone number, including area code, of agent for service)

Copy to:

**Eliot W. Robinson**

**Terrence Childers**  
**Bryan Cave Leighton Paisner LLP**  
**1201 West Peachtree Street, NW**  
**Atlanta, GA 30309**  
**(404) 572-6600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer

Non-accelerated filer  Smaller reporting company

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 7(a)(2)(B)

of the Securities Act. "

## **DEREGISTRATION OF SECURITIES**

This post-effective amendment relates to the Registration Statement on Form S-8 (the “Registration Statement”) filed by Omega Healthcare Investors, Inc. (the “Company”) with the Securities and Exchange Commission: (File No. 333-203189 registering 5,210,317 shares of common stock, par value \$.10 per share, of the Company, issuable pursuant to the Aviv REIT, Inc. 2010 Management Incentive Plan, as amended (the “2010 Plan”) and the Aviv REIT, Inc. 2013 Long-Term Incentive Plan, as amended (the “2013 Plan” and together with the 2010 Plan, the “Plans”). The Plans were assumed by the Company in connection with the merger of Aviv Healthcare Properties Limited Partnership, a Delaware limited partnership, on April 1, 2015, with and into OHI Healthcare Properties Holdco, Inc., a Delaware corporation (“Merger Sub”), with Merger Sub surviving as a wholly-owned subsidiary of the Company.

The Company is no longer issuing securities under the Plans. As a result, this post-effective amendment is being filed to deregister any and all securities registered pursuant to the Registration Statement that remain unissued under the Plans, and to terminate the effectiveness of the Registration Statement.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, as amended, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing a post-effective amendment on Form S-8 and has duly caused this post-effective amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Hunt Valley, State of Maryland, on February 14, 2019.

**OMEGA HEALTHCARE  
INVESTORS, INC.**

By: /s/ Robert O. Stephenson  
Robert O. Stephenson  
Chief Financial Officer  
and Treasurer

Note: No other person is required to sign this post-effective amendment to the Registration Statement in reliance on Rule 478 of the Securities Act of 1933, as amended.