

CareTrust REIT, Inc.
 Form 5
 January 26, 2017

FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Stapley Gregory K.

 (Last) (First) (Middle)

905 CALLE AMANECER, SUITE 300

 (Street)

2. Issuer Name and Ticker or Trading Symbol
CareTrust REIT, Inc. [CTRE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2016

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)
President, Chairman and CEO

6. Individual or Joint/Group Reporting

(check applicable line)

SAN CLEMENTE, CA 92673

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.01	12/01/2016	Â	W	1,722 D \$0	0 ⁽¹⁾	I	Marian K. Stapley Estate
Common Stock, par value \$0.01	12/01/2016	Â	W	53,819 D \$0	0 ⁽¹⁾	I	Marian K. Stapley Revocable Trust dated 4/29/1965

Common Stock, par value \$0.01	12/01/2016	Â	W	1,541	A	\$ 0	477,061 ⁽¹⁾	I	Stapley Family Trust dated 4/25/2006 ⁽²⁾
Common Stock, par value \$0.01	Â	Â	Â	Â	Â	Â	128,576	D	Â
Common Stock, par value \$0.01	Â	Â	Â	Â	Â	Â	28,732	I	By wife as UGMA custodian for children ⁽³⁾

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

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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. Price of Derivative Security (Instr. 5)	9. of D Se B O E Is Fi (I
					(A) (D)	Date Exercisable Expiration Date	Title or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stapley Gregory K. 905 CALLE AMANECER SUITE 300 SAN CLEMENTE, CA 92673	Â X	Â	Â President, Chairman and CEO	Â

Signatures

/s/ William M. Wagner,
attorney-in-fact

01/26/2017

__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).

- Reflects the settlement of the estate of Marian K. Stapley. In connection with the estate's settlement, Stapley Family Trust dated 4/25/2006 received 1,541 shares from the Marian K. Stapley Estate and the remainder of the shares, 181 from the Marian K. Stapley Estate and 53,819 from the Marian K. Stapley Revocable Trust dated 4/29/1965, were distributed to third parties. Gregory K. Stapley, as executor of the Marian K. Stapley Estate and trustee of the Marian K. Stapley Revocable Trust dated 4/29/1965, previously reported that he was the indirect beneficial owner of all of these shares.
- (1) These shares are directly owned by the Stapley Family Trust dated 4/25/2006 and indirectly by Gregory K. Stapley as Trustee of the Trust. Gregory K. Stapley is an officer of the issuer.
 - (2) These shares are directly owned by Deborah Stapley as custodian for the minor children of Gregory K. Stapley and Deborah Stapley under the California Uniform Transfers to Minors Act. Gregory K. Stapley is an officer of the issuer. The reporting person disclaims beneficial ownership of the shares owned by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or any other purpose.
 - (3)

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.