OMEGA HEALTHCARE INVESTORS INC
Form 10-Q/A
May 24, 2012

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

FORM 10-Q/A
Amendment No. 1

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2011

or

o TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF
THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 1-11316

OMEGA HEALTHCARE
INVESTORS, INC.
(Exact name of Registrant as specified in its charter)

Maryland	38-3041398
	(IRS Employer
(State of incorporation)	Identification No.)

200 International Circle, Suite 3500, Hunt Valley, MD 21030
(Address of principal executive offices)

(410) 427-1700
(Telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or non-accelerated filer. See definition of “accelerated filer and large accelerated filer” in Rule 12b-2 of the Exchange Act. (Check one:)

Large accelerated filer x	Accelerated filer o	Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of common stock as of October 28, 2011.

Common Stock, $.10 par value	103,166,383
(Class)	(Number of shares)

EXPLANATORY NOTE

Omega Healthcare Investors, Inc. (the "Company") is filing this Amendment No. 1 on Form 10-Q/A (this "Amendment") to amend the Company's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011 (the "Form 10-Q"). This Amendment is being filed solely to re-file Exhibit 10.1 (the "Exhibit") to the Form 10-Q to include certain portions that had previously been redacted pursuant to a request for confidential treatment. The Exhibit filed herewith supersedes in its entirety the Exhibit originally filed with the Form 10-Q.

In addition, in connection with the filing of this Amendment, the Company is including new certifications of the Company's chief executive officer and chief financial officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended. No other changes have been made to the Form 10-Q. This Amendment speaks as of the original filing date of Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date and does not modify or update in any way disclosures contained in the original Form 10-Q.

Item 6 – Exhibits

Exhibit No.	
10.1	Credit Agreement, dated as of August 16, 2011, among Omega Healthcare Investors, Inc., certain subsidiaries of Omega Healthcare Investors, Inc. identified therein as guarantors, the lenders named therein and Bank of America, N.A. Pursuant to a confidential treatment request, portions of this exhibit have been furnished separately to the Securities and Exchange Commission.
31.1	Rule 13a-14(a)/15d-14(a) Certification of the Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of the Chief Financial Officer.

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 thereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.
Registrant

Date: May 24, 2012

By: /s/ C. TAYLOR PICKETT
C. Taylor Pickett
Chief Executive Officer