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OMB APPROVAL  
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SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

Commission File Number  
1-11316

NOTIFICATION OF LATE FILING

(Check One):  Form 10-K  Form 11-K  Form 20-F  Form 10-Q  
 Form N-SAR

For Period Ended: March 31, 2000

Transition Report on Form 10-K

Transition Report on Form 20-F

Transition Report on Form 11-K

Transition Report on Form 10-Q

Transition Report on Form N-SAR

For the Transition Period Ended:

Read attached instruction sheet before preparing form. Please print or type.

Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify the item(s) to which the notification relates:

PART I  
REGISTRANT INFORMATION

Omega Healthcare Investors, Inc. ("Omega")

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Full Name of Registrant

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Former Name if Applicable

900 Victors Way, Suite 350

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Address of Principal Executive Office (Street and Number)

Ann Arbor, Michigan 48108

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City, State and Zip Code

PART II  
RULE 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate.)

| (a) The reasons described in reasonable detail in Part III of this  
| form could not be eliminated without unreasonable effort or

| expense;  
 |  
 | (b) The subject annual report, semi-annual report, transition report  
 | on Form 10-K, Form 20-F, Form 11-K or Form N-SAR, or portion  
 [X] | thereof will be filed on or before the 15th calendar day  
 | following the prescribed due date; or the subject quarterly  
 | report or transition report on Form 10-Q, or portion thereof will  
 | be filed on or before the fifth calendar day following the  
 | prescribed due date; and  
 |  
 | (c) The accountant's statement or other exhibit required by Rule  
 | 12b-25(c) has been attached if applicable.

PART III  
 NARRATIVE

State below in reasonable detail why the Form 10-K, 11-K, 20-F 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

In connection with the formulation of a strategy to address the Company's near-term liquidity issues, Omega executed definitive documentation with Explorer Holdings, L.P. ("Explorer") on May 11, 2000, pursuant to which Explorer will purchase up to \$200.0 million of the capital stock of Omega. In addition, Omega's management was also engaged in simultaneous negotiations with certain of the Company's senior lenders regarding the terms of a new credit facility. As a result of the complex nature of these transactions and their importance to Omega in light of the pending liquidity issues, management has been unable to devote the necessary resources required in order to make a timely filing of the Form 10-Q referred to above.

PART IV  
 OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Richard H. Miller	(404)	572-6787
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(Name)	(Area Code)	(Telephone Number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

[X] Yes [ ] No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[X] Yes [ ] No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Challenging regulatory and market conditions adversely impacting operators of long-term care facilities have resulted in the commencement of bankruptcy proceedings by several of the Company's operators during the quarter ended March 31, 2000. During this quarter, Omega experienced a reduction in revenue of approximately 13% as compared to the comparable prior year period. On May 11, 2000, Omega announced that it had suspended its dividend payable during the second quarter and the resumption of dividends is dependent upon, inter alia, the completion of certain recently announced transactions. Summary earnings for the first quarter of 2000 were publicly released on May 2, 2000.

Omega Healthcare Investors, Inc.

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 (Name of Registrant as Specified in Charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date May 15, 2000 By /s/ Essel W. Bailey, Jr.  
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INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and

title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

Intentional misstatements or omissions of fact constitute Federal Criminal Violations (see 18 U.S.C. 1001).

GENERAL INSTRUCTIONS

1. This form is required by Rule 12b-25 of the General Rules and Regulations under the Securities Exchange Act of 1934.

2. One signed original and four conformed copies of this form and amendments thereto must be completed and filed with the Securities and Exchange Commission, Washington, D.C. 20549, in accordance with Rule 0-3 of the General Rules and Regulations under the Act. The information contained in or filed with the form will be made a matter of public record in the Commission files.

3. A manually signed copy of the form and amendments thereto shall be filed with each national securities exchange on which any class of securities of the registrant is registered.

4. Amendments to the notifications must also be filed on Form 12b-25 but need not restate information that has been correctly furnished. The form shall be clearly identified as an amended notification.

5. ELECTRONIC FILERS. This form shall not be used by electronic filers unable to timely file a report solely due to electronic difficulties. Filers unable to submit a report within the time period prescribed due to difficulties in electronic filing should comply with either Rule 201 or Rule 202 of Regulation S-T or apply for an adjustment in filing date pursuant to Rule 13(b) of Regulation S-T.

(Form 12b-25-07/98)