

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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **June 3, 2021**

OMEGA HEALTHCARE INVESTORS, INC.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction of
incorporation)

1-11316
(Commission File Number)

38-3041398
(IRS Employer
Identification No.)

**303 International Circle,
Suite 200
Hunt Valley, Maryland 21030**
(Address of principal executive offices / Zip Code)

(410) 427-1700
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act.
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act.
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act.
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act.

Securities registered pursuant to Section 12(b) of the Securities Exchange Act of 1934:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.10 par value	OHI	New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On June 3, 2021, Omega Healthcare Investors, Inc. ("Omega") held its Annual Meeting of Stockholders.

At the Annual Meeting, the holders of 195,889,952 shares of Omega's common stock were present in person or represented by proxy, representing approximately 83.7% of the total outstanding common stock as of the record date for the meeting. The final results for each of the matters submitted to a vote of stockholders at the Annual Meeting are as follows:

Proposal 1: Election of Directors

	Votes Cast in Favor	Votes Withheld	Broker Non-Votes
Kapila K. Anand	157,984,538	1,999,242	35,906,172
Craig R. Callen	155,396,773	4,587,007	35,906,172
Barbara B. Hill	157,652,867	2,330,913	35,906,172
Kevin J. Jacobs	159,326,805	656,975	35,906,172
Edward Lowenthal	152,929,298	7,054,482	35,906,172
C. Taylor Pickett	158,700,018	1,283,762	35,906,172
Stephen D. Plavin	152,846,473	7,137,307	35,906,172
Burke W. Whitman	158,272,904	1,710,876	35,906,172

Proposal 2: Ratification of the selection of Ernst & Young LLP as Omega's independent auditor for 2021

For	Against	Abstentions	Broker Non-Votes
187,110,972	8,407,454	371,526	Not applicable

Proposal 3: Advisory vote on Omega's executive compensation

For	Against	Abstentions	Broker Non-Votes
153,801,720	5,265,204	916,856	35,906,172

Each of the director nominees was elected, the selection of Ernst & Young LLP was ratified and Omega's executive compensation was approved on an advisory basis.

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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 hereunto duly authorized.

OMEGA HEALTHCARE INVESTORS, INC.

Dated: June 3, 2021

By: /s/ Gail D. Makode
 Gail D. Makode
 Chief Legal Officer, General Counsel