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

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement  
 **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**  
 Definitive Proxy Statement  
 Definitive Additional Materials  
 Soliciting Material under §240.14a-12

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**Omega Healthcare Investors, Inc.**

(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.  
 Fee paid previously with preliminary materials.  
 Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a6(i)(1) and 0-11
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# Your **Vote** Counts!

**OMEGA HEALTHCARE INVESTORS, INC.**

2022 Annual Meeting

Vote by June 2, 2022

11:59 PM ET



OMEGA HEALTHCARE INVESTORS, INC.  
303 INTERNATIONAL CIRCLE, SUITE 200  
HUNT VALLEY, MD 21030



D69967-P67625

## You invested in OMEGA HEALTHCARE INVESTORS, INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy material for the stockholder meeting to be held on June 3, 2022.**

### Get informed before you vote

View the Notice and Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 20, 2022. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and vote without entering a control number



#### Vote Virtually at the Meeting\*

June 3, 2022  
10:00 AM EDT

Virtually at:  
[www.virtualshareholdermeeting.com/OHI2022](http://www.virtualshareholdermeeting.com/OHI2022)

\*Please check the meeting materials for any special requirements for meeting attendance.

## THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Directors <b>Nominees:</b>	
1a. Kapila K. Anand	✓ For
1b. Craig R. Callen	✓ For
1c. Dr. Lisa C. Egbuonu-Davis	✓ For
1d. Barbara B. Hill	✓ For
1e. Kevin J. Jacobs	✓ For
1f. C. Taylor Pickett	✓ For
1g. Stephen D. Plavin	✓ For
1h. Burke W. Whitman	✓ For
2. Ratification of Independent Auditors Ernst & Young LLP for fiscal year 2022.	✓ For
3. Approval, on an Advisory Basis, of Executive Compensation.	✓ For
<b>NOTE:</b> Such other business as may properly come before the meeting or any adjournment thereof.	

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Sign up for E-delivery".