FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL								
OMB Number:	3235-0287							
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* INSOFT STEVEN J OHI] 2. Issuer Name and Ticker or Trading Symbol OMEGA HEALTHCARE INVESTORS II									(Check	all applicable Director	e)	erson(10% Ow	·
	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2020								7 ^	below)	below)		er	
	4. If Amendment, Date of Original Filed (Month/Day/Year)								6. Indivi	Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person				
										Form filed	by More t	than O	ne Reportin	g Person
Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned														
Date		2A. Deemed Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		es Acqui Of (D) (Ir	ired (A) onstr. 3, 4	or and 5)	Securities Beneficial Following		Form: or Ind	Direct (D) irect (I)	7. Nature of Indirect Beneficial Ownership	
	Code V Amount (A) or (D)								Price					(Instr. 4)
03/31	/2020			М		11,688(1)		Α	\$26.564	194,720			D	
03/31	/2020			F		3,424 ⁽²⁾ D		D	\$26.54	191,296		D		
Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)														
ate, Trai				Expiration Date (Month/Day/Yea (N) or f (D)			te Securities Underly		erlying	8. Price of Derivative Security (Instr. 5)	derivative Securities Beneficia Owned Following	Ownersh Form: Direct (D) or Indirect	Ownership	Beneficial Ownership t (Instr. 4)
Cod	le V	(A)	(D)	Date Exercisable		Expiration Date	Title		Number of					
N	1		11,688	(3)		(3) Common Stock 1		11,688	\$0 57,73		5	D		
N	1		16,675	(6)		(6) OP Units		16,675	\$0	\$0 84,592		D		
M	1	16,675		(5)		(5)			16,675	\$0	134,09	92	D	
-	2. Trans Date (Month//	Non-Derivative Se (e.g., puts, call late, //Year) OME OHI] 3. Date of 03/31/2 4. If Ame O3/31/2020 03/31/2020 03/31/2020 I - Derivative Se (e.g., puts, call late, //Year) OME OHITION OF OHITION OF OHITION OF OHITION OF OHITION OF OHITION OF OHITION OHITION OF OHITION OF OHITION OH	OMEGA HE OHI] 3. Date of Earliest 03/31/2020 4. If Amendment, 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Solution Fig. 1. Solution Code (Instr. 3) Code V (A) M M M	OMEGA HEALTHOHI] 3. Date of Earliest Transaction 03/31/2020 4. If Amendment, Date of O 2. Transaction Date (Month/Day/Year) 03/31/2020 2. Transaction Execution Date, if any (Month/Day/Year) 03/31/2020 1. Derivative Securities Acqui (e.g., puts, calls, warrants, or Date, 8) 4. Transaction Code (Instr. 8) 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) Code V (A) (D) M 11,688 M 16,675	OMEGA HEALTHCAR OHI] 3. 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Amount (A) or (B) Price (B) Pri

Explanation of Responses:

- 1. Represents the vesting into common stock, on a one-for-one basis, of 25% of the Performance Restricted Stock Units (PRSUs) that were earned for the 2017-2019 performance period and are subject to quarterly vesting in 2020. These have been reported as Restricted Stock Units since satisfaction of the performance condition.
- 2. Represents shares withheld from the common stock issued in respect of vested awards as payment of the associated income tax withholding liability.
- 3. Represents PRSUs earned for the 2017-2019 performance period. 25% of the units earned based on performance for the 2017-2019 performance period vest at the end of each calendar quarter of 2020, subject to continued employment and accelerated vesting in certain events. These have been reported as Restricted Stock Units since satisfaction of the performance condition and are paid in common stock on a one-for-one basis.
- 4. Represents Profits Interest Units ("Profits Units") in OHI Healthcare Properties Limited Partnership (the "Operating Partnership"), of which the Issuer is the general partner. Each Profits Unit can be converted into one unit of limited partnership interest (an "OP Unit") in the Operating Partnership following vesting and the satisfaction of certain tax-driven economic requirements. Profits Units were granted the reporting person on 1/1/2017, and subsequently earned during the 2017-2019 performance period.
- 5. Each OP Unit is redeemable at the election of the holder for cash equal to the then fair market value of one share of Issuer common stock, or at the Issuer's election, one share of Issuer common stock, subject to adjustment as set forth in the partnership agreement. OP Units do not expire.
- 6. 25% of the Profits Units earned based on the 2017-2019 performance period vest at the end of each quarter of 2020, subject to continued employment and accelerated vesting upon certain events.

/s/ Thomas H. Peterson, Attorney-in-Fact

** Signature of Reporting Person Date

06/09/2020

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

- * 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.