

OMEGA HEALTHCARE INVESTORS INC  
Form 8-K  
January 19, 2005

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**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): January 19, 2005

**OMEGA HEALTHCARE INVESTORS, INC.**  
(Exact name of registrant as specified in charter)

**Maryland**  
(State of incorporation)

**1-11316**  
(Commission File Number)

**38-3041398**  
(IRS Employer  
Identification No.)

**9690 Deereco Road  
Suite 100  
Timonium, Maryland 21093**  
(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.

**Item 1.01. Entry Into a Material Definitive Agreement**

**Restricted Stock Awards.** On January 14, 2005, we awarded restricted stock (the "restricted stock awards"), to our independent directors, Thomas Franke, Harold Kloosterman, Bernard Korman, Edward Lowenthal, and Stephen Plavin. The restricted stock awards are part of the independent directors' annual compensation package approved by our board on July 20, 2004. The form of restricted stock award is attached to this Current Report on Form 8-K as Exhibit 10.1 and the following summary is qualified in its entirety by reference thereto. The restricted stock awards have been granted under the Omega Healthcare Investors, Inc. 2004 Stock Incentive Plan.

- **Number of Shares.** An annual grant of 1,000 shares of restricted common stock was issued to each of the independent directors, other than Mr. Korman, under the restricted stock awards. Mr. Korman, as the chairman of our board, was issued an annual grant of 3,000 shares of restricted common stock under the restricted stock award.
- **Vesting.** Each restricted stock award vests thirty-three and one-third percent (33 1/3%) on each of January 1, 2006, January 1, 2007, and January 1, 2008. In addition, all restricted stock vests upon the director's death, disability, or upon the occurrence of a change in control (as defined in the restricted stock award).
- **Dividends.** Dividends are currently paid on unvested and vested shares. If unvested shares are forfeited, dividends that are declared after the date of the forfeiture are not paid on these shares.

**Executive Salaries and Bonuses.** On January 13, 2005, the Compensation Committee of our Board of Directors increased the annual salary of our named executive officers, in accordance with the terms and conditions of the respective employment agreements previously filed by us, as follows:

C. Taylor Pickett	\$ 495,000
Daniel J. Booth	\$ 305,000
Robert O. Stephenson	\$ 245,000
R. Lee Crabill	\$ 237,000

Also, the Compensation Committee approved 2004 cash bonus payments to executive officers in the following amounts set forth below opposite the name of such officer:

C. Taylor Pickett	\$ 480,000
Daniel J. Booth	\$ 147,500
Robert O. Stephenson	\$ 117,500
R. Lee Crabill	\$ 115,000

These bonus amounts were determined in accordance with performance-based criteria established by the Compensation Committee in July 2004, pursuant to which the executives would be paid 100% percent of the bonus amounts available under their respective employment agreements if we achieved an adjusted funds from operations



**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)

Dated: January 19, 2005                      By: /S/ C. TAYLOR PICKETT  
C. Taylor Pickett  
President and Chief Executive Officer

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**EXHIBIT INDEX**

<u>Exhibit Number</u>	<u>Description</u>
10.1	Form of Directors Restricted Stock Award

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