

Report of Organizational Actions Affecting Basis of Securities

OMB No. 1545-0123

► See separate instructions.

Part I Reporting Issuer

1 Issuer's name		2 Issuer's employer identification number (EIN)	
Omega Healthcare Investors, Inc.		38-3041398	
3 Name of contact for additional information	4 Telephone No. of contact	5 Email address of contact	
Michael D. Ritz	410-427-1700	Compliance@OmegaHealthcare.com	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact		7 City, town, or post office, state, and ZIP code of contact	
303 International Circle, Suite 200		Hunt Valley, MD 21030	
8 Date of action		9 Classification and description	
April 1, 2015		Common Stock	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)
681396100		OHI	

Part II Organizational Action Attach additional statements if needed. See back of form for additional questions.

- 14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ► See Attached Statement
- 15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ► See Attached Statement
- 16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ► See Attached Statement

Part II Organizational Action (continued)

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ► See Attached Statement

18 Can any resulting loss be recognized? ► See Attached Statement

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ► See Attached Statement

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ►

Michael D. Ritz

Date ►

12-20-17

Print your name ► Michael D. Ritz

Title ► CAO

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

Firm's name ►

Firm's EIN ►

Firm's address ►

Phone no.

Omega Healthcare Investors, Inc.
Attachment to U.S. Form 8937
Date of Organizational Action: April 1, 2015
Merger of Omega Healthcare Investors, Inc. and Aviv REIT, Inc.

U.S. Form 8937, Part II, Line 14 – Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action:

On April 1, 2015 (the "Effective Date"), Omega Healthcare Investors, Inc., a Maryland corporation ("Omega REIT"), entered into an Agreement and Plan of Merger dated as of October 30, 2014 (the "Merger Agreement"), by and among Omega REIT, OHI Healthcare Properties Holdco, Inc., a Delaware corporation (the "Merger Sub"), OHI Healthcare Properties Limited Partnership, L.P., a Delaware limited partnership (the "Omega Operating Partnership"), Aviv REIT, Inc., a Maryland corporation (the "Aviv REIT"), and Aviv Healthcare Properties, L.P., a Delaware limited partnership (the "Aviv Operating Partnership"), pursuant to which Aviv REIT merged with and into Merger Sub on the terms and conditions set forth in the Merger Agreement, with the Merger Sub surviving as the wholly owned subsidiary of the Company (the "Merger").

U.S. Form 8937, Part II, Line 15 – Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis:

Pursuant to the Merger Agreement, each share of common stock of Aviv REIT, par value \$0.01 (the "Aviv REIT Stock"), issued and outstanding immediately prior to the closing of the Merger on April 1, 2015 (the "Effective Time") will be converted into the right to receive nine-tenths (0.90) of a share of Omega REIT's common stock, par value \$0.10 ("Omega REIT Stock"), subject to adjustment as provided in the Merger Agreement (such conversion ratio, the "Exchange Ratio"), rounded down to the nearest whole number provided no fractional shares of Omega REIT Stock will be issued in the Merger. In lieu thereof, any holder of Aviv REIT Stock who would otherwise have been entitled to receive a fractional share of Omega REIT Stock will be paid an amount in cash equal to the product obtained by multiplying the fractional share interest to which such holder (after taking into account all Aviv REIT Stock held by such holder) would otherwise be entitled by the closing price on the NYSE, as reported on the consolidated tape at the close of the NYSE regular session of trading, for a share of Omega REIT Stock on the last trading day immediately preceding the Merger Effective Time ("Omega REIT Stock Price"). Consequently, Omega REIT Stock Price has been determined to equal \$40.57 per share.

U.S. Form 8937, Part II, Line 16 – Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates:

The Merger is intended to qualify as a tax-free reorganization under Section 368(a) of the Internal Revenue Code of 1986 (the "IRC"), as amended. With respect to U.S. taxpayers, for U.S. federal income tax purposes, the aggregate adjusted tax basis of the Omega REIT Stock received in the merger will be the same as the aggregate adjusted tax basis of Aviv REIT Stock exchanged by the Aviv REIT stockholders. Former Aviv REIT stockholders must allocate the adjusted tax basis attributable to their Aviv REIT Stock across the total number of Omega REIT Stock received by them in the Merger. The actual adjusted tax basis may differ with respect to each Aviv REIT stockholder. To the extent an Aviv REIT stockholder received cash in lieu of fractional shares of Omega REIT Stock, a portion of the tax basis

must be allocated to the fractional share, and such fractional share will be deemed to be received and then exchanged for cash. The holding period of Omega REIT Stock received in the Merger will generally include the holding period of the Aviv REIT Stock exchanged for the shares of Omega REIT Stock.

U.S. Form 8937, Part II, Line 17 – List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

The Merger of Aviv REIT into the Merger Sub on April 1, 2015 qualifies as a reorganization within the meaning of Section 368(a) of the IRC, as amended. In general, the U.S. federal income tax consequences of the reorganization to the former Aviv REIT stockholders are determined under the IRC Sections 354, 356, 358, and 1221.

U.S. Form 8937, Part II, Line 18 – Can any resulting loss be recognized?

In general, Aviv REIT stockholders will not recognize any gain or loss for U.S. federal income tax purposes by reason of the Merger, except with respect to cash received in lieu of fractional shares of Omega REIT Stock. To the extent that an Aviv REIT stockholder received cash in lieu of a fractional share of Omega REIT Stock, such stockholder will be treated as having received the fractional share in the Merger and then as having exchanged the fractional share for the cash received. These stockholders will generally recognize gain or loss with respect to such cash payments, measured by the difference, if any, between the adjusted tax basis allocable to the fractional shares and the amount of cash received. The gain or loss generally will be a capital gain or loss, and will be long-term capital gain or loss, if, as of the transaction date, the Aviv REIT stockholder's holding period with respect to the fractional share (including the holding period of the Aviv REIT Stock surrendered) exceeds one year.

U.S. Form 8937, Part II, Line 19 – Provide any other information necessary to implement the adjustment, such as the reportable tax year:

The Merger became effective on April 1 2015; therefore the reportable tax year is 2015.

(Each Aviv REIT stockholder is encouraged to consult their tax advisor in order to determine the tax consequences of the discussed Merger, including but not limited to adjusted tax basis computations, determination of holding periods, recognition of gain or loss with regard to cash received in lieu of fractional shares, and tax compliance requirements.)