CareTrust REIT, Inc.
Form 8-K
April 15, 2019

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): April 10, 2019

CareTrust REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**001-36181**	**46-3999490**
(State or other jurisdiction of incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

905 Calle Amanecer, Suite 300,

San Clemente, CA	**92673**
(Address of principal executive offices)	**(Zip Code)**

Registrant s telephone number, including area code (949) 542-3130

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 (see General Instruction A.2 below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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 8.01 Other Events

On April 10, 2019, CareTrust REIT, Inc. (the Company) and its operating partnership, CTR Partnership, L.P., entered into an underwriting agreement (the Underwriting Agreement) with BMO Capital Markets Corp. and KeyBanc Capital Markets Inc., on behalf of themselves and as representatives of the several underwriters named in Schedule I thereto (collectively, the Underwriters), pursuant to which the Company agreed to sell, and the Underwriters agreed to purchase, 5,775,000 shares (the Firm Shares) of the Company s common stock, par value $0.01 per share (the Common Stock), at an initial price to the public of $23.35 per share (the Purchase Price). The Company also granted the Underwriters a 30-day option to purchase up to an additional 866,250 shares of Common Stock (the Option Shares and, together with the Firm Shares, the Shares) at the Purchase Price. The Underwriters exercised their option to purchase the Option Shares in full on April 11, 2019.

The Company issued and delivered the Shares on April 15, 2019.

The offering of the Shares was made pursuant to the Company s automatic shelf registration statement on Form S-3 (File No. 333-217670), filed by the Company with the Securities and Exchange Commission (the SEC) on May 4, 2017, a base prospectus, dated May 4, 2017, included as part of the registration statement, and the final prospectus supplement, dated April 10, 2019, filed by the Company with the SEC pursuant to Rule 424(b) under the Securities Act of 1933, as amended, on April 11, 2019.

The Company is filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of DLA Piper LLP (US) regarding certain matters of Maryland law, including the validity of the Shares issued and sold in the offering.

The foregoing summary of the Underwriting Agreement is qualified in its entirety by reference to the full text of the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Description
1.1	Underwriting Agreement, dated April 10, 2019, by and among CareTrust REIT, Inc., CTR Partnership, L.P. and BMO Capital Markets Corp. and KeyBanc Capital Markets Inc., on behalf of themselves and as representatives of the several underwriters named in Schedule I thereto.
5.1	Opinion of DLA Piper LLP (US).
23.1	Consent of DLA Piper LLP (US) (included in Exhibit 5.1).

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.

CARETRUST REIT, INC.

By: /s/ William M. Wagner
Name: William M. Wagner
Title: Chief Financial Officer, Treasurer and Secretary

Date: April 15, 2019