

OMEGA HEALTHCARE INVESTORS INC
Form FWP
June 30, 2016

Issuer Free Writing Prospectus, dated June 30, 2016
Filed Pursuant to Rule 433 under the Securities Act of 1933
Supplementing the Preliminary Prospectus Supplement
dated June 30, 2016
Registration Statement No. 333-208710

\$700,000,000
Omega Healthcare Investors, Inc.
4.375% Senior Notes due 2023

Issuer: Omega Healthcare Investors, Inc.

Guarantees: The notes will be fully and unconditionally guaranteed by the Company's existing and future subsidiaries that guarantee indebtedness under the Company's existing senior notes and the facilities under the Company's credit agreements.

Title of Securities: 4.375% Senior Notes due 2023

**Aggregate
Principal Amount:** \$700,000,000

Trade Date: June 30, 2016

Settlement Date: July 12, 2016 (T + 7)

**Final Maturity
Date:** August 1, 2023

**Issue Price to
Public:** 99.739% plus accrued interest, if any, from July 12, 2016

**Gross Proceeds to
Issuer:** \$698,173,000

Coupon: 4.375%

Yield to Maturity: 4.418%

**Spread to
Treasury:**

+312.5 basis points

**Benchmark
Treasury:**

UST 1.375% due June 30, 2023

**Benchmark
Treasury Yield:**

1.293%

**Interest Payment
Dates:**

August 1 and February 1, commencing February 1, 2017

Record Dates:

July 15 and January 15

**Optional
Redemption:**

Make-whole call @ T+50 bps

Par call on or after June 1, 2023

J.P. Morgan Securities LLC

Merrill Lynch, Pierce, Fenner & Smith

Incorporated

Joint Book-Running Managers:

Credit Agricole Securities (USA) Inc.

Stifel, Nicolaus and Company, Incorporated

Capital One Securities, Inc.

Morgan Stanley & Co. LLC

RBC Capital Markets, LLC

SunTrust Robinson Humphrey, Inc.

Wells Fargo Securities, LLC

Co-Managers:

Mitsubishi UFJ Securities (USA), Inc.

BB&T Capital Markets, a division of BB&T Securities, LLC

BBVA Securities Inc.

Regions Securities LLC

CUSIP: 681936 BJ8

CUSIP/ISIN Numbers:

ISIN: US681936BJ87

The issuer has filed a registration statement (including a preliminary prospectus supplement and a prospectus) with the Securities and Exchange Commission (the "SEC") for the offering to which this communication relates. Before you invest, you should read the preliminary prospectus supplement and prospectus in that registration statement and other documents the issuer has filed with the SEC for more complete information about the issuer and this offering. You may obtain these documents for free by visiting EDGAR on the SEC's website at www.sec.gov. Alternatively, the issuer, any underwriter or any dealer participating in the offering will arrange to send you the prospectus supplement and prospectus if you request it by calling J.P. Morgan Securities LLC, collect at 212-834-4533, Merrill Lynch, Pierce, Fenner & Smith Incorporated toll-free at 1-800-294-1322 or Credit Agricole Securities (USA) Inc. at 1-866-807-6030.

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