

Sabra Health Care REIT, Inc.  
Form 8-K  
February 25, 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): February 25, 2019**

**SABRA HEALTH CARE REIT, INC.**  
**(Exact Name of Registrant as Specified in Its Charter)**

**Maryland**  
**(State of Incorporation)**

**001-34950**  
**(Commission**  
**File Number)**

**27-2560479**  
**(I.R.S. Employer**  
**Identification No.)**

**18500 Von Karman Avenue, Suite 550**

**Irvine, CA**  
**(Address of Principal Executive Offices)**

**92612**  
**(Zip Code)**

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**(888) 393-8248**

**(Registrant's Telephone Number, Including Area Code)**

**(Former Name or Former Address, if Changed Since Last Report)**

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 (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.**

**Description of Capital Stock**

The Description of Capital Stock included as Exhibit 99.1 hereto is incorporated herein and supersedes and replaces, in its entirety, the discussion under the heading Description of Capital Stock in the prospectus dated January 17, 2017, which is a part of the Registration Statement on Form S-3 (File No. 333-215574) of Sabra Health Care REIT, Inc. (the Company) filed with the Securities and Exchange Commission (the SEC) on January 17, 2017 (the Registration Statement). Such Description of Capital Stock included in Exhibit 99.1 shall also be deemed to supersede the description thereof incorporated by reference into the Company's Form 8-A filed with the SEC on November 5, 2010, as subsequently updated by the description of capital stock contained in the Company's Current Report on Form 8-K filed with the SEC on October 3, 2011, and shall be available for, among other things, incorporation by reference into future registration statements filed by the Company with the SEC under the Securities Act of 1933, as amended.

**Material U.S. Federal Income Tax Considerations**

The Material U.S. Federal Income Tax Considerations included as Exhibit 99.2 hereto is incorporated herein and supersedes and replaces, in its entirety, the discussion under the heading Material U.S. Federal Income Tax Considerations in the prospectus dated January 17, 2017, which is a part of the Company's Registration Statement.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

99.1 Description of Capital Stock.

99.2 Material U.S. Federal Income Tax Considerations.

**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.

SABRA HEALTH CARE REIT, INC.

By: /s/ Harold W. Andrews, Jr.

Name: Harold W. Andrews, Jr.

Title: Executive Vice President, Chief  
Financial Officer and Secretary

Date: February 25, 2019