

CareTrust REIT, Inc.  
Form 10-Q/A  
September 15, 2014

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**FORM 10-Q/A**  
**(Amendment No. 1)**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the quarterly period ended June 30, 2014**

**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**

**Commission File Number: 001-36181**

**CareTrust REIT, Inc.**

**(Exact name of registrant as specified in its charter)**

**Maryland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**46-3999490**  
**(I.R.S. Employer**  
**Identification No.)**

**27101 Puerta Real, Suite 400, Mission Viejo, CA**  
**(Address of principal executive offices)**  
**(949) 540-2000**

**92691**  
**(Zip Code)**

**(Registrant's telephone number, including area code)**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities and Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).  Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).  Yes  No

At August 12, 2014, there were 22,435,938 shares of common stock outstanding.

**EXPLANATORY NOTE**

The purpose of this Amendment No. 1 to CareTrust REIT, Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended June 30, 2014, filed with the Securities and Exchange Commission on August 13, 2014 (the Form 10-Q), is solely to furnish Exhibit 101 to the Form 10-Q in accordance with Rule 405 of Regulation S-T. Exhibit 101 to this report provides the condensed consolidated and combined financial statements and related notes from the Form 10-Q formatted in XBRL (eXtensible Business Reporting Language).

No other changes have been made to the Form 10-Q. This Amendment No. 1 to the Form 10-Q speaks as of the original filing date of the Form 10-Q, does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way disclosures made in the original Form 10-Q.

**Item 6. Exhibits.**

| <b>Exhibit<br/>Number</b> | <b>Description of the Document</b>                      |
|---------------------------|---------------------------------------------------------|
| 101.INS                   | XBRL Instance Document.                                 |
| 101.SCH                   | XBRL Taxonomy Extension Schema Document.                |
| 101.CAL                   | XBRL Taxonomy Extension Calculation Linkbase Document.  |
| 101.DEF                   | XBRL Taxonomy Extension Definition Linkbase Document.   |
| 101.LAB                   | XBRL Taxonomy Extension Label Linkbase Document.        |
| 101.PRE                   | XBRL Taxonomy Extension Presentation Linkbase Document. |

**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.

**CareTrust REIT, Inc.**

September 15, 2014

By: /s/ Gregory K. Stapley  
Gregory K. Stapley

President and Chief Executive Officer

*(duly authorized officer)*

September 15, 2014

By: /s/ William M. Wagner  
William M. Wagner

Chief Financial Officer, Treasurer and Secretary

*(principal financial officer and principal accounting officer)*