

Sabra Health Care REIT, Inc.  
Form 8-K  
September 30, 2014

**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): September 29, 2014**

**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)**

**Registrant's telephone number including area code: (949) 255-7100**

**Not Applicable**

**(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))

### **Item 8.01 Other Events.**

On September 29, 2014, Sabra Health Care REIT, Inc. (the Company) entered into an underwriting agreement (the Underwriting Agreement) with Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital Inc., as representatives of the several underwriters named therein (the Underwriters), pursuant to which the Company agreed to issue and sell 6,000,000 shares of the Company's common stock, \$0.01 par value per share (the Common Stock), at a price to the public of \$24.25 per share. The Company granted the Underwriters a 30-day option to purchase up to an additional 900,000 shares of its Common Stock. The Company expects to issue and deliver the shares of Common Stock on or about October 3, 2014, subject to customary closing conditions.

The Company estimates that the net proceeds of the offering, after deducting underwriting discounts and estimated offering expenses, will be approximately \$138.9 million, and approximately \$159.9 million if the Underwriters exercise their option to purchase additional shares of Common Stock in full. The Company intends to contribute the net proceeds from the offering to its subsidiary, Sabra Health Care Limited Partnership, which will in turn apply the net proceeds to repay borrowings outstanding on the Company's revolving credit facility.

The offering was made pursuant to an automatic shelf registration statement filed with the Securities and Exchange Commission on May 20, 2013 (File No. 333-188696), a base prospectus, dated May 20, 2013, included as part of the registration statement, and a prospectus supplement, dated September 29, 2014, filed with the Securities and Exchange Commission on September 30, 2014 pursuant to Rule 424(b) under the Securities Act of 1933, as amended. The Company is filing as Exhibit 5.1 to this Current Report on Form 8-K an opinion of Venable LLP regarding certain matters of Maryland law, including the validity of the shares of Common Stock to be issued and sold in the offering, and as Exhibit 8.1 an opinion of Fried, Frank, Harris, Shriver & Jacobson LLP regarding certain tax matters.

The foregoing description of the Underwriting Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Underwriting Agreement, which is filed as Exhibit 1.1 to this Current Report on Form 8-K and is incorporated by reference into this Item 8.01.

### **Item 9.01 Financial Statements and Exhibits.**

#### (d) Exhibits

- 1.1 Underwriting Agreement, dated September 29, 2014, by and among the Company and Merrill Lynch, Pierce, Fenner & Smith Incorporated and Barclays Capital Inc.
- 5.1 Opinion of Venable LLP.
- 8.1 Tax Opinion of Fried, Frank, Harris, Shriver & Jacobson LLP.
- 23.1 Consent of Venable LLP (included in Exhibit 5.1).
- 23.2 Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 8.1).

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 thereunto duly authorized.

SABRA HEALTH CARE REIT, INC.

/s/ Richard K. Matros

Name: Richard K. Matros

Title: Chief Executive Officer & President

Dated: September 30, 2014

**EXHIBIT INDEX**

Exhibit No.	Description
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23.2	Consent of Fried, Frank, Harris, Shriver & Jacobson LLP (included in Exhibit 8.1).