

Sabra Health Care REIT, Inc.  
Form S-8  
August 18, 2017

As filed with the Securities and Exchange Commission on August 18, 2017

Registration No.

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

**FORM S-8**  
**REGISTRATION STATEMENT**  
***UNDER***  
***THE SECURITIES ACT OF 1933***

**Sabra Health Care REIT, Inc.**

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

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

**18500 Von Karman Avenue, Suite 550**

**27-2560479**  
**(I.R.S. Employer**

**Identification No.)**

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**Irvine, CA 92612**

**(Address, including zip code, of Principal Executive Offices)**

**Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan**

**(Full title of the plan)**

**Richard K. Matros**

**Chairman, President and Chief Executive Officer**

**Sabra Health Care REIT, Inc.**

**18500 Von Karman Avenue, Suite 550**

**Irvine, CA 92612**

**(888) 393-8248**

**(Name, address and telephone number, including area code, of agent for service)**

***COPY TO:***

**Andor D. Turner, Esq.**

**O Melveny & Myers LLP**

**610 Newport Center Drive, Suite 1700**

**Newport Beach, CA 92660**

**(949) 823-6900**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of large accelerated filer, accelerated filer, smaller reporting company, and emerging growth 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  
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 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Securities</b>	<b>Amount</b>	<b>Proposed</b>	<b>Proposed</b>	
<b>To Be Registered</b>	<b>To Be</b>	<b>Offering</b>	<b>Aggregate</b>	<b>Amount Of</b>
<b>To Be Registered</b>	<b>Registered</b>	<b>Per Share</b>	<b>Price</b>	<b>Fee</b>
Common Stock, \$0.01 par value per share	3,109,894 <sup>(1)</sup> shares	\$21.425 <sup>(2)</sup>	\$66,629,479 <sup>(2)</sup>	\$7,722.36 <sup>(2)</sup>

(1) This Registration Statement covers, in addition to the number of shares of Sabra Health Care REIT, Inc., a Maryland corporation (the Company or the Registrant), common stock, par value \$0.01 per share (the Common Stock), stated above, options and other rights to purchase or acquire the shares of Common Stock covered by this Registration Statement and, pursuant to Rule 416(c) under the Securities Act of 1933, as amended (the Securities Act), an additional indeterminate number of shares, options and rights that may be offered or issued pursuant to the Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan (the 2009 Plan) as a result of one or more adjustments under the 2009 Plan to prevent dilution resulting from one or more stock splits, stock dividends or similar transactions.

(2) Pursuant to Securities Act Rule 457(h), the maximum offering price, per share and in the aggregate, and the registration fee were calculated based upon the average of the high and low prices of the Common Stock on August 17, 2017, as quoted on the NASDAQ Global Select Market.

The Exhibit Index for this Registration Statement is at page 7.

**EXPLANATORY NOTE**

This Registration Statement is filed by the Company to register additional securities issuable pursuant to the 2009 Plan and consists of only those items required by General Instruction E to Form S-8.

**PART I**

**INFORMATION REQUIRED IN THE**

**SECTION 10(a) PROSPECTUS**

The document(s) containing the information specified in Part I of Form S-8 will be sent or given to participants as specified by Securities Act Rule 428(b)(1).

**PART II**

**INFORMATION REQUIRED IN THE  
REGISTRATION STATEMENT**

**Item 3. Incorporation of Certain Documents by Reference**

The following documents of the Company filed with the Securities and Exchange Commission (the **Commission** ) are incorporated herein by reference:

- (a) The Company's Registration Statements on Form S-8, filed with the Commission on December 22, 2010 and July 2, 2014 (Commission File Nos. 333-171350 and 333-197216, respectively);
- (b) The Company's Annual Report on Form 10-K for its fiscal year ended December 31, 2016, filed with the Commission on February 22, 2017 (Commission File No. 001-34950);
- (c) The Company's Quarterly Reports on Form 10-Q for its fiscal quarters ended March 31, 2017, filed with the Commission on May 8, 2017, and June 30, 2017, filed with the Commission on August 2, 2017 (each, Commission File No. 001-34950);
- (d) The Company's Current Reports on Form 8-K, filed with the Commission on February 28, 2017 (with respect to Item 8.01 and the corresponding exhibit in Item 9.01 only), March 8, 2017, April 11, 2017, May 8, 2017 (with respect to Items 1.01 and 5.03 and the corresponding Item 9.01 and exhibits only), June 21, 2017, July 31, 2017, August 8, 2017, August 15, 2017, and August 17, 2017 (each, Commission File No. 001-34950); and
- (e) The description of the Company's Common Stock contained in its Registration Statement on Form 8-A filed with the Commission on November 5, 2010 (Commission File No. 001-34950), and any amendment or report filed for the purpose of updating such description.

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the **Exchange Act** ), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of filing of such documents; provided, however, that documents or information deemed to have been furnished and not filed in accordance with Commission rules shall not be deemed incorporated by reference into this Registration Statement. Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or amended, to constitute a part of this Registration Statement.



**Item 5. Interests of Named Experts and Counsel**

Not applicable.

**Item 8. Exhibits**

See the attached Exhibit Index at page 7, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Form S-8 Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Irvine, State of California, on the 18th day of August, 2017.

**SABRA HEALTH CARE REIT, INC.**

By: /s/ Richard K. Matros  
 Richard K. Matros  
 Chairman, President and Chief Executive Officer

**POWER OF ATTORNEY**

Each person whose signature appears below constitutes and appoints Richard K. Matros and Harold W. Andrews, Jr., or either one or both of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him or her and in his or her name, place, and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments, exhibits thereto and other documents in connection therewith) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that each of said attorneys-in-fact and agents or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Richard K. Matros	Chairman, President and Chief Executive Officer	August 18, 2017
Richard K. Matros	(Principal Executive Officer)	
/s/ Harold W. Andrews, Jr.	Executive Vice President, Chief Financial Officer and Secretary	August 18, 2017
Harold W. Andrews, Jr.	(Principal Financial and Accounting Officer)	



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<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ Craig A. Barbarosh Craig A. Barbarosh	Director	August 18, 2017
/s/ Robert A. Ettl Robert A. Ettl	Director	August 18, 2017
/s/ Michael J. Foster Michael J. Foster	Director	August 18, 2017
/s/ Ronald G. Geary Ronald G. Geary	Director	August 18, 2017
/s/ Raymond J. Lewis Raymond J. Lewis	Director	August 18, 2017
/s/ Jeffrey A. Malehorn Jeffrey A. Malehorn	Director	August 18, 2017
/s/ Milton J. Walters Milton J. Walters	Director	August 18, 2017

**EXHIBIT INDEX**

**Exhibit**

<b>Number</b>	<b>Description of Exhibit</b>
4.1	Sabra Health Care REIT, Inc. 2009 Performance Incentive Plan, as amended. (Filed as Exhibit 10.1 to the Company's Form 8-K, filed with the Commission on June 21, 2017 (Commission File No. 001-34950) and incorporated herein by this reference.)
5.1	Opinion of Venable LLP (opinion re legality).
23.1	Consent of PricewaterhouseCoopers LLP (consent of independent registered public accounting firm).
23.2	Consent of Ernst & Young LLP (consent of independent auditors).
23.3	Consent of Counsel (included in Exhibit 5.1).
24.1	Power of Attorney (included in this Registration Statement under "Signatures").