

AVIV REIT, INC.
Form 8-K
October 31, 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): October 31, 2014

AVIV REIT, INC.
AVIV HEALTHCARE PROPERTIES LIMITED PARTNERSHIP
(Exact Name of Registrant as Specified in Charter)

Maryland (Aviv REIT, Inc.)	001-35841 (Aviv REIT, Inc.)	27-3200673 (Aviv REIT, Inc.)
Delaware (Aviv Healthcare Properties Limited Partnership)	333-173824 (Aviv Healthcare Properties Limited Partnership)	35-2249166 (Aviv Healthcare Properties Limited Partnership)

**(State or Other Jurisdiction
of Incorporation)**

**(Commission
File Number)**

**(IRS Employer
Identification No.)**

303 W. Madison Street, Suite 2400

**Chicago, Illinois
(Address of Principal Executive Offices)**

**60606
(Zip Code)**

Registrant's telephone number, including area code: (312) 855-0930

N/A

(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 7.01. Regulation FD Disclosure.

On October 31, 2014, Aviv REIT, Inc. (the "Aviv") issued a press release announcing that it had entered into a definitive merger agreement with Omega Healthcare Investors, Inc. ("Omega"), providing for the acquisition of Aviv by Omega. A copy of the press release is furnished with this Form 8-K and attached hereto as Exhibit 99.1.

On October 31, 2014, Aviv released an investor presentation regarding the proposed transaction, a copy of which is furnished with this Form 8-K and attached hereto as Exhibit 99.2.

Additional Information about the Proposed Transaction and Where to Find It

This document does not constitute an offer to sell or the solicitation of an offer to buy any securities or a solicitation of any proxy, vote or approval. In connection with the proposed transaction, Omega and Aviv expect to prepare and file with the SEC a registration statement on Form S-4 containing a joint proxy statement/prospectus and other documents with respect to Omega's proposed acquisition of Aviv. **INVESTORS ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ALL AMENDMENTS AND SUPPLEMENTS THERETO) AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PROPOSED TRANSACTION.**

Investors may obtain free copies of the registration statement, the joint proxy statement/prospectus and other relevant documents filed by Omega and Aviv with the SEC (if and when they become available) through the website maintained by the SEC at www.sec.gov. Copies of the documents filed by Omega with the SEC will also be available free of charge on Omega's website at www.omegahealthcare.com and copies of the documents filed by Aviv with the SEC are available free of charge on Aviv's website at www.avivreit.com.

Omega, Aviv and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from Omega's and Aviv's shareholders in respect of the proposed transaction. Information regarding Omega's directors and executive officers can be found in Omega's definitive proxy statement filed with the SEC on April 29, 2014. Information regarding Aviv's directors and executive officers can be found in Aviv's definitive proxy statement filed with the SEC on April 15, 2014. Additional information regarding the interests of such potential participants will be included in the joint proxy statement/prospectus and other relevant documents filed with the SEC in connection with the proposed transaction if and when they become available. These documents are available free of charge on the SEC's website and from Omega and Aviv, as applicable, using the sources indicated above.

Item 9.01. Financial Statements and Exhibits.

(d) The following is a list of the exhibits furnished herewith.

Exhibit No.	Description of Exhibit
99.1	Press Release dated October 31, 2014
99.2	Investor Presentation dated October 31, 2014

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, each registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 31, 2014

AVIV REIT, INC.

By: /s/ Samuel H. Kovitz
Name: Samuel H. Kovitz
Title: Executive Vice President, General
Counsel and Secretary

Date: October 31, 2014

AVIV HEALTHCARE PROPERTIES

LIMITED PARTNERSHIP

By: Aviv REIT, Inc., its general partner
By: /s/ Samuel H. Kovitz
Name: Samuel H. Kovitz
Title: Executive Vice President, General
Counsel and Secretary

EXHIBIT INDEX

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