

Sabra Health Care REIT, Inc.

Form 4

March 01, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Nevo-Hacohen Talya

2. Issuer Name **and** Ticker or Trading
Symbol
Sabra Health Care REIT, Inc.
[SBRA]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O SABRA HEALTH CARE
REIT, INC., 18500 VON KARMAN
AVENUE, SUITE 550

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2016

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)
Executive VP, CIO & Treasurer

(Street)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

IRVINE, CA 92612

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	02/26/2016		A	(A) or (D) Amount 13,308 (1)	\$ 0	231,468	D
Common Stock	02/26/2016		A	(A) or (D) Amount 11,046 (2)	\$ 0	242,514	D
Common Stock	02/26/2016		F	(A) or (D) Amount 10,350 (3)	\$ 19.77	232,164	D
Common Stock	02/29/2016		A	(A) or (D) Amount 885 (4)	\$ 0	233,049	D
	02/29/2016		F	(A) or (D) Amount 68 (5)		232,981 (6)	D

Edgar Filing: Sabra Health Care REIT, Inc. - Form 4

Common Stock \$ 19.92

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Transaction (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Nevo-Hacohen Talya
C/O SABRA HEALTH CARE REIT, INC.
18500 VON KARMAN AVENUE, SUITE 550
IRVINE, CA 92612

Executive VP, CIO & Treasurer

Signatures

/s/ Richard K. Matros, as
Attorney-in-Fact

03/01/2016

**Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Represents shares of the Issuer's Common Stock issued under the Issuer's 2009 Performance Incentive Plan subject to an annual bonus performance stock unit ("PSU") award granted on January 14, 2015, including 1,239 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common Stock on the applicable dividend date. The Compensation Committee determined on February 26, 2016 that the number of PSUs earned was 91.1% of the target. Upon this determination, the PSUs vested immediately. Each PSU represented a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's

Edgar Filing: Sabra Health Care REIT, Inc. - Form 4

achievement of an earnings per share target for a performance period beginning January 1, 2015 and ending December 31, 2015 and an adjusted normalized funds from operations target for a performance period beginning October 1, 2015 and ending December 31, 2015.

- Represents shares of the Issuer's Common Stock issued under the Issuer's 2009 Performance Incentive Plan subject to a funds from operations-based stock unit ("FFO units") award granted on December 18, 2012, including 1,714 shares with respect to dividend equivalent payments calculated on the basis of the market value of the Issuer's Common Stock on the applicable dividend date. The Compensation Committee determined on February 26, 2016 that the number of FFO units earned was 200% of the target. Upon this determination, the FFO units vested immediately. Each FFO unit represented a contingent right to receive one share of the Issuer's Common Stock, based on the Issuer's achievement of an earnings per share target for a performance period beginning January 1, 2013 and ending December 31, 2013 and a funds from operations target for a performance period beginning January 1, 2015 and ending December 31, 2015.
- (2)
- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vesting of the PSUs and FFO units, each as reported herein, and the vesting of time-based restricted stock units previously granted to the reporting person.
- (3)
- Represents stock units credited to the reporting person in the form of dividend equivalent payments on stock units previously granted to the reporting person that are outstanding under the Issuer's 2009 Performance Incentive Plan, calculated on the basis of the market value of the Issuer's common stock on the dividend payment date. These units will vest and become payable on the same terms as the original stock units to which they relate. Of these units, 179 were fully vested as of February 29, 2016.
- (4)
- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vested portion of the stock units described in footnote 4 above.
- (5)
- Includes 35,026 unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.
- (6)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.