Sabra Health Care REIT, Inc.

Form 4

February 12, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Last)

(Print or Type Responses)

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

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Sabra Health Care REIT, Inc.

[SBRA]

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

02/11/2014

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X_ Officer (give title Other (specify

below) Executive VP, CIO & Treasurer

C/O SABRA HEALTH CARE REIT, INC., 18500 VON KARMAN

(First)

AVENUE, SUITE 550

(Street)

(State)

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

IRVINE, CA 92612

(City)

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

1.Title of	2. Transaction Date	2A. Deemed	 4. Securities Acquired 			5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transaction(A) or Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any	Code (Instr. 3, 4 and 5)			Beneficially	Form: Direct	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	(D) or	Ownership
							Following	Indirect (I)	(Instr. 4)
				/ A N		Reported	(Instr. 4)		
					(A)		Transaction(s)		
			C-J- V	A 4	or	D	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common	02/11/2014		A	28,532	A	\$ 0	153,008	D	
Stock	02/11/2014		11	(1)	11	ΨΟ	133,000	D	
C				10.010		Ф			
Common	02/11/2014		F	12,913	D	\$	140,095 (3)	D	
Stock	02/11/2017		•	(2)	ר	27.27	110,075		

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

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

1. Title of	f 2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
Derivative	e Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	/Year)	Under	rlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Secur	ities	(Instr. 5)	Bene
	Derivative				Securities	S		(Instr.	. 3 and 4)		Owne
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A		
									Amount		
						Date	Expiration	T:41-	or Namel		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Code v	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Other Director 10% Owner Officer

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/ Talya

Nevo-Hacohen 02/12/2014

**Signature of Reporting 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).
 - Represents an incentive bonus paid to the reporting person pursuant to the Issuer's 2013 Bonus Plan. In accordance with the terms of the
- (1) 2013 Bonus Plan, the reporting person elected to receive her bonus payment in a number of shares of the Issuer's common stock calculated as set forth in the 2013 Bonus Plan.
- Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the incentive bonus paid to the reporting person pursuant to the Issuer's 2013 Bonus Plan as reported herein.
- (3) Includes 49,604 unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock.

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.

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