#### MATROS RICHARD K

Form 4 March 02, 2018

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL** OMB 3235-0287

Number:

Expires:

January 31, 2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

Check this box

if no longer

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).

Stock

(Print or Type Responses)

(11mt of Type	responses)									
1. Name and MATROS	Symbol	r Name <b>an</b> Iealth Ca ]			ing	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
REIT, INC	(First) ( A HEALTH CAP ., 18500 VON KA SUITE 550		f Earliest T Day/Year) 018	ransaction			X Director 10% OwnerX Officer (give title Other (specify below) Chairman, CEO and President			
IRVINE, C		endment, D nth/Day/Yea	_	al		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(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)	ned n Date, if Day/Year)	Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	Securities Ownership Beneficially Form: Direct Downed (D) or		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	02/28/2018			A	4,248 (1)	A	\$ 0	163,605	D	
Common Stock	02/28/2018			F	3,817 (2)	D	\$ 16.88	159,788	D	
Common Stock	02/28/2018			G	7,959 (3)	D	\$ 0	151,829 (4)	D	
Common	02/28/2018			G	7,959	A	\$0	1,017,309	I	By R&A

(3)

Matros Revocable

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Trust

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

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SEC 1474 (9-02)

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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 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. Transa Code (Instr.	8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Amou Unde Secur	le and ant of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)
				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

MATROS RICHARD K C/O SABRA HEALTH CARE REIT, INC. 18500 VON KARMAN AVENUE, SUITE 550 IRVINE, CA 92612

X

Chairman, CEO and President

## **Signatures**

/s/ Harold W. Andrews, Jr., as

Attorney-in-Fact 03/02/2018

\*\*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).

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.

**(2)** 

Reporting Owners 2

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Represents shares withheld by the Issuer in accordance with Rule 16b-3 to satisfy tax withholding obligations in connection with the vesting of restricted stock units previously granted to the reporting person.

- (3) Represents shares of the Issuer's Common Stock acquired in connection with the vesting of restricted stock units that have been transferred by the reporting person to the R&A Matros Revocable Trust.
- (4) Consists of stock units that, upon settlement, 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.