

Sabra Health Care REIT, Inc.
 Form 4
 December 03, 2013

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

OMB APPROVAL
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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

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

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

3. Date of Earliest Transaction (Month/Day/Year)
 11/29/2013

(Street)
 IRVINE, CA 92612

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| | | | | Code | V | Amount | |
| Common Stock | 11/29/2013 | | A | 359 ⁽¹⁾ | A | \$ 0 | 82,602 D |
| Common Stock | 11/29/2013 | | F | 28 ⁽²⁾ | D | \$ 26.68 | 82,574 ⁽³⁾ D |
| Common Stock | 11/29/2013 | | G | V ⁽⁴⁾ 2,000 | D | \$ 0 | 0 I |

By 2009 Bruria Nevo-Hacohen Revocable Trust

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.

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(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 (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

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, SUITE 550 IRVINE, CA 92612 | | | Executive VP, CIO & Treasurer | |

Signatures

/s/ Nikole Kingston, as
Attorney-in-Fact

12/03/2013

 **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 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, 72 were fully vested as of November 29, 2013.

(2) 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 1 above.

(3) Includes 22,864 unvested stock units that, upon vesting, will be paid on a one-for-one basis in shares of the Issuer's Common Stock. Also includes 2,000 shares that were previously held indirectly through the 2009 Bruria Nevo-Hacohen Revocable Trust, for which the reporting person served as trustee, which were distributed to the reporting person in October 2013 and are now directly owned.

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- (4) Represents shares that were previously reported as indirectly held by the 2009 Bruria Nevo-Hacohen Revocable Trust, for which the reporting person served as trustee, which were distributed in October 2013 in accordance with the terms of the trust to the trust of another family member for which the reporting person does not serve as a trustee, does not have or share investment control and is not a beneficiary.

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

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