

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Stapley Gregory K.</u> (Last) (First) (Middle) 905 CALLE AMANECER SUITE 300 (Street) SAN CLEMENTE CA 92673 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CareTrust REIT, Inc. [CTRE]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President, Chairman and CEO</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>02/03/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01	02/03/2018		F		17,199 ⁽¹⁾	D	\$15.37	194,502 ⁽²⁾	D	
Common Stock, par value \$0.01	02/06/2018		A		110,460 ⁽³⁾	A	\$0	304,962	D	
Common Stock, par value \$0.01	02/06/2018		G		34,219 ⁽⁴⁾	D	\$0	270,743	D	
Common Stock, par value \$0.01	02/06/2018		G		34,219 ⁽⁴⁾	A	\$0	511,280	I	Stapley Family Trust dated 4/25/2006 ⁽⁵⁾
Common Stock, par value \$0.01 per share								28,672 ⁽⁶⁾	I	By wife as UGMA custodian for children ⁽⁷⁾

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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

- Represents shares of common stock withheld by the Issuer to pay tax withholding obligations of the Reporting Person upon the vesting of restricted stock granted to the Reporting Person on February 3, 2017.
- This Form 4 corrects the total shares of common stock directly and indirectly held by the Reporting Person, as applicable. On prior Form 4s, certain shares of common stock were reported as directly owned, but should have been reported as indirectly owned by the Reporting Person through the Stapley Family Trust dated 4/25/2006.
- Represents restricted shares of common stock granted to the Reporting Person. 50% of the grant vests in four equal installments beginning on the first anniversary of the grant date and the other 50% vests over four years based on the Issuer's satisfaction of certain performance criteria during such period.
- Represents shares of common stock acquired in connection with the vesting of restricted stock that have been transferred by the Reporting Person to the Stapley Family Trust dated 4/25/2006.
- These shares are directly owned by the Stapley Family Trust dated 4/25/2006 and indirectly by Gregory K. Stapley as Trustee of the Trust. Gregory K. Stapley is an officer of the issuer.
- Excludes 60 shares of common stock that were previously included in the Reporting Person's prior Form 4s.

7. These shares are directly owned by Deborah Stapley as custodian for the minor children of Gregory K. Stapley and Deborah Stapley under the California Uniform Transfers to Minors Act. Gregory K. Stapley is an officer of the issuer. The reporting person disclaims beneficial ownership of the shares owned by his children, and this report should not be deemed an admission that the reporting person is the beneficial owner of such shares for the purposes of Section 16 or any other purpose.

Remarks:

/s/ William M. Wagner,
attorney-in-fact

02/06/2018

** Signature of Reporting Person Date

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

* 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).

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

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 Number.