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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 3, 2021

CareTrust REIT, Inc.

(Exact name of registrant as specified in its charter)

Maryland
(State or other jurisdiction
of incorporation)

001-36181
(Commission
File Number)

46-3999490
(IRS Employer
Identification No.)

Registrant's telephone number, including area code: (949) 542-3130

905 Calle Amanecer, Suite 300, San Clemente, CA
(Address of principal executive offices)

92673
(Zip Code)

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, par value \$0.01 per share	CTRE	The Nasdaq Stock Market LLC (Nasdaq Global Select Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 8.01. Other Events.

On June 3, 2021, CareTrust REIT, Inc. (the “Company”) issued a press release announcing that CTR Partnership, L.P. and CareTrust Capital Corp. (together with CTR Partnership, L.P., the “Issuers”) priced their private offering of \$400.0 million aggregate principal amount of 3.875% senior unsecured notes due 2028 (the “Notes”), which were offered to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). A copy of the press release is filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

This Current Report on Form 8-K does not constitute an offer to sell, the solicitation of an offer to buy, an offer to purchase or a solicitation of an offer to sell any securities, including the Notes, nor shall it constitute an offer, solicitation, sale or purchase in any jurisdiction in which such offer, solicitation, sale or purchase is unlawful.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibits</u>	<u>Description</u>
99.1	Press Release dated June 3, 2021, announcing the pricing of the Notes.
104	Cover Page Interactive Data File (embedded within the inline XBRL document)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 3, 2021

CARETRUST REIT, INC.

By: /s/ William M. Wagner

William M. Wagner
Chief Financial Officer and Treasurer



CareTrust REIT, Inc. Announces Pricing of \$400 Million in Senior Notes due 2028

San Clemente, CA, June 3, 2021 — CareTrust REIT, Inc. (Nasdaq: CTRE) (“CareTrust REIT”) announced today that its wholly owned subsidiaries CTR Partnership, L.P. and a corporate co-issuer, CareTrust Capital Corp. (together, the “Issuers”), priced their private offering of \$400 million aggregate principal amount of senior unsecured notes due 2028 (the “Notes”). The Notes were offered only to persons reasonably believed to be qualified institutional buyers pursuant to Rule 144A and to non-U.S. persons outside the United States in reliance on Regulation S under the Securities Act of 1933, as amended (the “Securities Act”). The Notes will be senior unsecured obligations of the Issuers and will be jointly and severally guaranteed by CareTrust REIT and CareTrust REIT’s existing and future subsidiaries that guarantee obligations under CareTrust REIT’s credit facility (other than the Issuers).

The Notes will mature on June 30, 2028, and will bear interest at a rate of 3.875% per annum, payable semi-annually in arrears on June 30 and December 30 of each year, beginning on December 30, 2021. The closing of the offering is expected to occur on June 17, 2021, subject to satisfaction of customary closing conditions.

CareTrust REIT estimates that the net proceeds from the offering of Notes will be approximately \$394.0 million, after deducting the initial purchasers’ discounts and estimated offering expenses payable by CareTrust REIT. CareTrust REIT intends to use a portion of the net proceeds from the offering of the Notes to pay the redemption price and related expenses to redeem all of the Issuers’ 5.25% Senior Notes due 2025 (the “2025 Notes”). CareTrust REIT intends to use the remaining net proceeds to repay a portion of the borrowings outstanding under its revolving credit facility.

The Notes have not been and are not expected to be registered under the Securities Act or the securities laws of any other jurisdiction and may not be offered or sold in the United States absent registration or an applicable exemption from such registration requirements.

This press release does not constitute an offer to sell or the solicitation of an offer to buy any securities of CareTrust REIT or its subsidiaries, including the Issuers, nor shall it constitute an offer, solicitation or sale in any jurisdiction in which such offer, solicitation or sale would be unlawful. Offers of the securities were made only by means of a private offering memorandum.

Forward-Looking Statements

This press release contains forward-looking statements. Forward-looking statements include all statements that are not historical statements of fact and those regarding CareTrust REIT’s intent, belief or expectations, including, but not limited to, statements regarding the intention to consummate the offering of the Notes and the redemption of the 2025 Notes. These statements are based on CareTrust REIT’s current expectations and beliefs and are subject to a number of risks and uncertainties that could lead to actual results differing materially from those projected, forecasted or expected. Although CareTrust REIT believes that the assumptions underlying the forward-looking statements are reasonable, it can give no assurance that its expectations will be attained. Factors which could have a material adverse effect on CareTrust REIT’s expectations include, but are not limited to its ability to consummate the offering of the Notes or the redemption of the 2025 Notes and any additional factors identified in CareTrust REIT’s filings with the Securities and Exchange Commission, including those in its Annual Report on Form 10-K for the year ended December 31, 2020 under the heading entitled “Risk Factors.” CareTrust REIT expressly disclaims any obligation to update or revise any information in this press release, including forward-looking statements, whether to reflect any change in its expectations, any change in events, conditions or circumstances, or otherwise. As used in this press release, unless the context requires otherwise, references to “CareTrust REIT” refer to CareTrust REIT, Inc. and its consolidated subsidiaries.

About CareTrust™

CareTrust REIT, Inc. is a self-administered, publicly-traded real estate investment trust engaged in the ownership, acquisition, development and leasing of skilled nursing, seniors housing and other healthcare-related properties. With a nationwide portfolio of long-term net-leased properties, and a growing portfolio of quality operators leasing them, CareTrust REIT is pursuing both external and organic growth opportunities across the United States.