

AVIV REIT, INC.
Form 4
April 03, 2015

FORM 4

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

OMB APPROVAL

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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 *
Bernfield Craig M

(Last) (First) (Middle)

C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400

(Street)

CHICAGO, IL 60606

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
AVIV REIT, INC. [AVIV]

3. Date of Earliest Transaction (Month/Day/Year)
04/01/2015

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | Code V | Amount | (A) or (D) | Price |
| Common Stock | 04/01/2015 | | | D | 214,431 | D | \$ 0 (1) |
| | | | | | 0 | | 0 |

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

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SEC 1474 (9-02)

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

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| 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount of Number of Shares |
| Restricted Stock Units | (2) | 04/01/2015 | | D | 6,109 | (3) | (3) | Common Stock | 6,109 |
| Restricted Stock Units | (2) | 04/01/2015 | | D | 9,567 | (4) | (4) | Common Stock | 9,567 |
| Employee Stock Option | \$ 16.5645 (5) | 04/01/2015 | | D | 1,660,234 | (6) | (7) | Common Stock | 1,660,234 |
| Employee Stock Option | \$ 17.9548 (5) | 04/01/2015 | | D | 36,885 | (6) | (7) | Common Stock | 36,885 |
| Employee Stock Option | \$ 18.6222 (5) | 04/01/2015 | | D | 35,316 | (6) | (7) | Common Stock | 35,316 |
| Employee Stock Option | \$ 18.8658 (5) | 04/01/2015 | | D | 89,467 | (6) | (7) | Common Stock | 89,467 |
| Employee Stock Option | \$ 18.8658 (5) | 04/01/2015 | | D | 608,166 | (6) | (7) | Common Stock | 608,166 |
| Employee Stock Option | \$ 18.6543 (5) | 04/01/2015 | | D | 179,661 | (6) | (7) | Common Stock | 179,661 |
| Employee Stock Option | \$ 18.6505 (5) | 04/01/2015 | | D | 151,225 | (6) | (7) | Common Stock | 151,225 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Bernfield Craig M C/O AVIV REIT, INC., 303 W. MADISON, SUITE 2400 CHICAGO, IL 60606 | X | X | Chief Executive Officer | |

Signatures

/s/ Samuel H. Kovitz, as attorney
in fact

04/03/2015

__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).

Pursuant to an Agreement and Plan of Merger, dated October 30, 2014, among Omega Healthcare Investors, Inc. ("Omega"), OHI Healthcare Properties Holdco, Inc., OHI Healthcare Properties Limited Partnership, L.P., Aviv REIT, Inc. (the "Issuer") and Aviv Healthcare Properties Limited Partnership (the "Merger Agreement"), each outstanding share of the Issuer's common stock was

(1) exchanged for the right to receive nine-tenths of a share of common stock of Omega, subject to certain adjustment as set forth in the Merger Agreement (such ratio, the "Exchange Ratio"), on April 1, 2015 (the "Closing Date"). The last reported sale price of shares of Omega common stock on the Closing Date was \$40.74 per share.

(2) Each Restricted Stock Unit represents a contingent right to receive one share of common stock of the Issuer.

The RSUs vest in full on December 31, 2015. Pursuant to the Merger Agreement, as of the effective time of the Merger, the RSUs will no longer be payable when due in shares of Issuer common stock but instead will be payable when due in a number of shares of Omega

(3) common stock equal to the Exchange Ratio multiplied by the number of shares of Issuer common stock as to which such RSUs related immediately prior to the effective time of the Merger. The RSUs may vest in full upon termination of employment without cause prior to the first anniversary of the Closing Date.

The RSUs vest in full on December 31, 2016. Pursuant to the Merger Agreement, as of the effective time of the Merger, the RSUs will no longer be payable when due in shares of Issuer common stock but instead will be payable when due in a number of shares of Omega

(4) common stock equal to the Exchange Ratio multiplied by the number of shares of Issuer common stock as to which such RSUs related immediately prior to the effective time of the Merger. The RSUs may vest in full upon termination of employment without cause prior to the first anniversary of the Closing Date.

Pursuant to the Merger Agreement, as of the effective time of the Merger, the stock options ceased to be exercisable for shares of Issuer common stock but instead are exercisable for a number of shares of Omega common stock equal to nine-tenths of a share of Omega

(5) common stock, subject to certain adjustments as set forth in the Merger Agreement, multiplied by the number of shares of Issuer common stock as to which such stock options related immediately prior to the effective time of the Merger.

(6) The stock options vested in full upon the initial public offering of Aviv REIT, Inc. on March 26, 2013.

(7) N/A

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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