

CareTrust REIT, Inc.
Form 5
January 26, 2016

FORM 5

**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).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
Stapley Gregory K.

(Last) (First) (Middle)

905 CALLE AMANECER, SUITE 300

(Street)

SAN CLEMENTE, CA 92673

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
CareTrust REIT, Inc. [CTRE]

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
12/31/2015

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)
President, Chairman and CEO

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock, par value \$0.01 | 05/29/2015 | Â | G | 7,149 D \$ 0 | 147,866 ⁽¹⁾ | D | Â |
| Common Stock, par value \$0.01 | 06/18/2014 | Â | W | 1,722 ⁽²⁾ A \$ 0 | 1,722 | I | Marian K. Stapley Estate ⁽³⁾ |
| Common Stock, par value \$0.01 | Â | Â | Â | Â Â Â 475,520 | | I | Stapley Family Trust dated |

| | | | | | | | | | |
|--------------------------------|---|---|---|---|---|---|--------|---|-------------------------------------------------------------------------------------------------------------------------------|
| Common Stock, par value \$0.01 | ^ | ^ | ^ | ^ | ^ | ^ | 28,732 | I | 4/25/2006 (4) By wife as UGMA custodian for children (5) Marian K. Stapley Revocable Trust dated 4/29/1965 (6) |
| Common Stock, par value \$0.01 | ^ | ^ | ^ | ^ | ^ | ^ | 53,819 | I | |

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

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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. of D Se B O E Is Fi (I |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|---------------------------|
| | | | | | (A) (D) | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|---------|---------------------------------|
| | Director | 10% Owner | Officer | Other |
| Stapley Gregory K. 905 CALLE AMANECER SUITE 300 SAN CLEMENTE, CA 92673 | ^ X | ^ | ^ | ^ President, Chairman and CEO ^ |

Signatures

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

01/25/2016

__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).
- Reflects the transfer of shares to the Stapley Family Trust dated 4/25/2006. Also reflects a correction in the number of shares beneficially
- (1) owned by the reporting person as reported in a Form 4 filed on August 17, 2015. The number of shares reported as acquired by the reporting person in such report were acquired by the Stapley Family Trust dated 4/25/2006 and not directly by the reporting person.
 - (2) Includes shares that were issued in connection with the December 2014 stock dividend.
 - (3) These shares are directly owned by the Estate of Marian K. Stapley and indirectly by Gregory K. Stapley as the executor of the estate.
 - (4) 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.

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 and reflects a correction to the number of shares previously reported in the Form
 - (5) 4/A filed on December 19, 2014. 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.
 - (6) These shares are directly owned by the Marian K. Stapley Revocable Trust dated 4/29/65 and indirectly by Gregory K. Stapley as Trustee of the Trust.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.