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):
December 27, 2013

NorthStar Healthcare Income, Inc.

(Exact Name of Registrant as Specified in Charter)

Maryland	No. 333-170802	No. 27-3663988
(State or Other Jurisdiction of Incorporation)	**(Commission File Number)**	**(IRS Employer Identification No.)**

399 Park Avenue, 18th Floor, New York, New York 10022
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (212) 547-2600

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 (*see* General Instruction A.2. below):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 1.01.

Item 2.01. Completion of Acquisition or Disposition of Assets.

Pinebrook Facility and Watermark Joint Venture

On December 27, 2013, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare"), through a subsidiary of its operating partnership, completed a joint venture investment with The Freshwater Group, Inc. ("Freshwater") in a 125-unit independent living facility located in Milford, Ohio (the "Pinebrook Facility") for an aggregate total cost of $16.3 million. NorthStar Healthcare, through its investment in the joint venture (the "Joint Venture"), acquired a 97% interest in the Pinebrook Facility for $15.8 million, which includes NorthStar Healthcare's allocable share of all transaction costs. The Joint Venture acquired the Pinebrook Facility from MSLV Wolfpen LLC pursuant to a purchase and sale agreement, as amended, dated November 19, 2013, with Wells Fargo, National Association, both unaffiliated third parties. NorthStar Healthcare funded the investment through a combination of proceeds from its initial public offering and a $10.5 million senior mortgage note payable (the "Pinebrook Borrowing") provided by an unaffiliated third-party lender. The transaction was approved by NorthStar Healthcare's board of directors in accordance with NorthStar Healthcare's investment guidelines.

The Pinebrook Facility was constructed in 2008 and consists of a three-story, 145,896 square foot building. As of December 20, 2013, resident occupancy was 67%. An affiliate of Watermark Retirement Communities, Inc. ("Watermark"), a national operator of senior living facilities and an affiliate of Freshwater, was hired to operate the Pinebrook Facility pursuant to a seven-year management agreement with automatic one-year renewals (the "Management Agreement") under which Watermark will receive a base management fee equal to 5.0% of the monthly gross revenues collected. The Management Agreement may be terminated without penalty in the event of various defaults, as more fully described in the Management Agreement.

The Pinebrook Borrowing bears interest at a floating rate of 3.35% over the three-month London Interbank Offered Rate ("LIBOR"), but at no point shall LIBOR be less than 0.50%, resulting in a minimum interest rate of 3.85%. The initial term of the Pinebrook Borrowing is 36 months with two one-year extension periods, subject to a 0.25% extension fee for each extension and the satisfaction of certain performance tests. The initial 24 monthly payments on the Pinebrook Borrowing are interest-only, with payments based on a 25-year amortization schedule thereafter. The Pinebrook Borrowing may not be prepaid during the first 24 months and is open to repayment thereafter. In addition to standard representations, warranties and covenants contained in transactions of this type, under the terms of the Pinebrook Borrowing, the Pinebrook Facility must maintain (i) minimum average occupancy, (ii) a minimum debt service coverage ratio, and (iii) a minimum project yield, all as more fully described in the loan agreement. In connection with the Pinebrook Borrowing, affiliates of Freshwater agreed to guaranty certain recourse carve-out and environmental obligations of the Joint Venture under the loan agreement and related documentation (the "Guaranteed Obligations"). NorthStar Healthcare, through its operating partnership, entered into a contribution agreement, dated December 27, 2013 (the "Contribution Agreement"), whereby NorthStar Healthcare and Freshwater agreed to fund their pro rata share of certain losses arising out of the Guaranteed Obligations; provided, however, NorthStar Healthcare or Freshwater, as the case may be, will be individually responsible for 100% of certain losses caused by the respective party, as more fully described in the contribution agreement.

The Joint Venture is governed by a limited liability company agreement dated December 27, 2013 (the "JV Agreement"). An affiliate of NorthStar Healthcare is the manager of the Joint Venture and, subject to the terms and conditions of the JV Agreement, has the full and exclusive right to conduct its business and affairs. Major decisions require the consent of an affiliate of Freshwater, who is the administrative member of the Joint Venture and manages its day-to-day affairs. Under the terms of the JV Agreement, during the first two years NorthStar Healthcare is entitled to receive 100% of all net operating cash flow until it receives a 12.0% preferred return on its invested capital, at which point Freshwater will receive 100% of all net operating cash flow until it receives a 12% preferred return on its invested capital. Following the earlier of the payment in full of each party's respective preferred return or the end of the initial two-year period, all distributions of net operating cash flow will be made to NorthStar Healthcare and to Freshwater on a pro rata basis in accordance with each party's percentage interest in the Joint Venture. Distributions of capital proceeds will be based on certain performance thresholds in accordance with the JV Agreement. The JV Agreement contains customary buy-sell and forced sale provisions.

The JV Agreement also provides for the future acquisition by the Joint Venture of additional facilities currently owned by unaffiliated third parties, including two identified properties for a combined purchase price of $71.0 million, plus closing costs (the “Identified Properties”).

On December 31, 2013, subsidiaries of the Joint Venture assumed from an affiliate of Freshwater a purchase and sale agreement, dated August 27, 2013 (as amended, the “Harvard Square PSA”), with Harvard Square, LLC and LDEV, LLC, two unaffiliated third parties, for the purchase of one of the Identified Properties, a 184-unit independent and assisted living facility located in Denver, Colorado (the “Harvard Square Facility”) for a purchase price of $31.5 million, plus closing costs. Pursuant to the terms of the Harvard Square PSA, the Joint Venture must close the acquisition of the Harvard Square Facility before March 31, 2014. Although there can be no assurance that the transaction is completed, the Joint Venture expects to complete the acquisition of the Harvard Square Facility on or before January 31, 2014.

The acquisition of the Identified Properties (including the Harvard Square Facility) remains subject to, among other things, the satisfaction of customary closing conditions associated with each acquisition. There can be no assurance that the Joint Venture will complete the acquisition of the Identified Properties. In addition, there can be no assurance that the Joint Venture will identify additional suitable facilities to acquire or that, if identified, the acquisition of such additional properties will be completed.

Vinings Memory Care Facility

On December 27, 2013, NorthStar Healthcare, through a subsidiary of its operating partnership, completed the acquisition of a 56-unit memory care facility located in Smyrna, Georgia (the “Vinings Facility”) for a total cost of $10.1 million. NorthStar Healthcare acquired the Vinings Facility from Vinings Senior Real Estate, LLC and Peregrine Way of GA, LLC, both unaffiliated third parties (collectively, the “Seller”), pursuant to an agreement of sale, dated December 27, 2013. NorthStar Healthcare funded the investment with proceeds from its initial public offering and the transaction was approved by NorthStar Healthcare’s board of directors in accordance with NorthStar Healthcare’s investment guidelines.

The Vinings Facility was constructed in 1997 and completely renovated in 2013. The Vinings Facility is 100% leased to an affiliate of Peregrine Health Management Company (“Peregrine”) pursuant to a ten-year net lease (the “Lease”), whereby the tenant is responsible for substantially all of the operating expenses at the property. Including the Vinings Facility, three of NorthStar Healthcare’s properties are operated by affiliates of Peregrine and all three leases are cross-collateralized. The Lease contains two five-year extension options and includes annual rent escalations equal to the greater of (i) the percentage increase in the consumer price index and (ii) 2.5%. The Vinings Facility contains 26,500 square feet and as of December 18, 2013 resident occupancy was 93%. The Vinings Facility is currently unlevered and NorthStar Healthcare intends to finance it either on a credit facility or with an unaffiliated third-party lender in the future.

The foregoing descriptions do not purport to be complete and are subject to, and qualified in their entirety by, the agreements that are filed as exhibits to this Current Report on Form 8-K, which agreements are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

If applicable, the required financial statements for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

If applicable, the required pro forma financial information for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(d) Exhibits.

Exhibit Number	Description
10.1	Limited Liability Company Agreement of Watermark Aqua Operator, LLC, dated as of December 27, 2013, by and between Watermark Aqua Investments, LLC and Aqua Operations NT-HCI, LLC
10.2	Purchase and Sale Agreement, dated as of November 19, 2013, by and between Wells Fargo Bank, National Association and Aqua Property NT-HCI, LLC
10.3	First Amendment to Purchase and Sale Agreement, dated as of December 18, 2013, by and between Wells Fargo Bank, National Association and Aqua Property NT-HCI, LLC
10.4	Second Amendment Purchase and Sale Agreement, dated as of December 23, 2013, by and between Wells Fargo Bank, National Association and Aqua Property NT-HCI, LLC
10.5	Management Agreement, dated as of December 27, 2013, by and between Watermark Pinebrook LLC and Watermark Retirement Communities, Inc.
10.6	Loan Agreement, dated as of December 27, 2013, by and between General Electric Capital Corporation, Watermark Pinebrook Owner, LLC, and Watermark Pinebrook LLC
10.7	Promissory Note, dated as of December 27, 2013, by and between Watermark Pinebrook Owner, LLC and GE Capital Bank
10.8	Open End Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing, dated as of December 27, 2013, by Watermark Pinebrook Owner, LLC to General Electric Capital Corporation
10.9	Contribution Agreement, dated as of December 27, 2013, by and between NorthStar Healthcare Income Operating Partnership, LP, David Freshwater, The Diana and David Freshwater Living Trust, David Barnes and The Barnes Family Revocable Trust
10.10	Assignment and Assumption of Purchase and Sale Agreement, dated December 31, 2013, by and between The Freshwater Group, Inc., Watermark Harvard Square Owner, LLC and Watermark Harvard Square AP, LLC
10.11	Purchase and Sale Agreement and Joint Escrow Instructions, dated as of August 27, 2013, by and among Harvard Square, LLC, LDEV, LLC and The Freshwater Group, Inc.
10.12	Twelfth Amendment to Purchase and Sale Agreement and Joint Escrow Instructions, dated as of December 27, 2013, by and among Harvard Square, LLC, LDEV, LLC and The Freshwater Group, Inc.
10.13	Thirteenth Amendment to Purchase and Sale Agreement and Joint Escrow Instructions, dated as of December 30, 2013, by and among Harvard Square, LLC, LDEV, LLC and The Freshwater Group, Inc.
10.14	Agreement of Sale, dated December 27, 2013, by and between Vinings Senior Real Estate, LLC, Peregrine Way of GA, LLC and Golden Grove NT-HCI, LLC

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, the ability of Watermark to successfully manage the Pinebrook Facility and increase resident occupancy, the ability to satisfy the Pinebrook Borrowing’s minimum average occupancy, minimum debt service coverage ratio and minimum project yield tests, the ability to extend the maturity of the Pinebrook Borrowing, NorthStar Healthcare’s liability under the Contribution Agreement, if any, the ability of NorthStar Healthcare to comply with the terms of the JV Agreement, the ability of our partner to comply with the terms of the JV Agreement, the ability to achieve a 12.0% preferred return in the Joint Venture, the Joint Venture’s ability to acquire the Identified Properties, the Joint Venture’s ability to complete the acquisition of the Harvard Square Facility before March 31, 2014, if ever, the Joint Venture’s ability to identify and acquire additional suitable facilities, Peregrine’s ability to successfully manage the Vinings Facility, the ability to finance the Vinings Facility either on a credit facility or with an unaffiliated third-party lender in the future, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the ability to maintain a qualified diversified portfolio, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in Part II, Item 1A of NorthStar Healthcare’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as well as in NorthStar Healthcare’s other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: January 3, 2014	By: /s/ Ronald J. Lieberman
	Ronald J. Lieberman
	Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **January 14, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

On January 15, 2014, NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”), through a subsidiary of its joint venture (the “Joint Venture”) with The Freshwater Group, Inc. (“Freshwater”), assumed from an affiliate of Freshwater a purchase and sale agreement, dated October 31, 2013 (as amended, the “Parkview PSA”), with Parkview Frisco, L.P., an unaffiliated third party, for the purchase of a 202-unit independent living facility located in Frisco, Texas (the “Parkview Facility”) for a purchase price of $39.5 million, plus closing costs and credits for certain capital expenditures. Pursuant to the terms of the Parkview PSA, the Joint Venture must close the acquisition of the Parkview Facility on or before March 3, 2014. Although there can be no assurance that the transaction will be completed, the Joint Venture expects to complete the acquisition of the Parkview Facility in February 2014.

The Parkview Facility is the third asset to go under contract through the Joint Venture, which has acquired a 125-unit independent living facility located in Milford, Ohio for $15.6 million, plus closing costs, and entered into a purchase and sale agreement to acquire a 184-unit independent and assisted living facility located in Denver, Colorado (the “Harvard Square Facility”) for $31.5 million, plus closing costs. Although there can be no assurance that the transaction will be completed, the Joint Venture expects to complete the acquisition of the Harvard Square Facility on or before January 31, 2014.

The foregoing descriptions do not purport to be complete and are subject to, and qualified in their entirety by, the agreements that are filed as exhibits to this Current Report on Form 8-K, which agreements are incorporated herein by reference.

Item 8.01. Other Events.

On January 14, 2014, NorthStar Healthcare, through a subsidiary of its operating partnership, directly originated a $14.6 million senior loan (the “Senior Loan”) secured by two senior living facilities located in Pennsylvania and Delaware (the “Properties”). NorthStar Healthcare funded the Senior Loan with proceeds from its initial public offering.

The Properties consist of a 70-bed assisted living and skilled nursing facility located in Dallastown, Pennsylvania (the “Dallastown Center”) and a 66-bed skilled nursing facility located in Newark, Delaware (“Newark Manor”). The Dallastown Center consists of four buildings, including two administrative buildings and two primary facilities: a 40-bed, 22,400 square foot assisted living facility constructed in 1991 and a 30-bed, 11,300 square foot skilled nursing center constructed in 1953 and renovated in 1994. Newark Manor contains 24,000 square feet and was constructed in 1975 and renovated in 1986. The Properties are managed by an affiliate of the borrower (the “Borrower”), an experienced regional operator of a total of four senior living facilities located in Delaware, Pennsylvania and West Virginia.

The Senior Loan bears interest at a floating rate of 8.0% over the one-month London Interbank Offered Rate (“LIBOR”), but at no point shall LIBOR be less than 0.25%, resulting in a minimum interest rate of 8.25%. NorthStar Healthcare earned an upfront fee equal to 1.0% of the Senior Loan amount and will earn a fee equal to 1.0% of the outstanding principal balance of the Senior Loan at the time of repayment. The Senior Loan is currently unlevered and NorthStar Healthcare intends to finance the Senior Loan on a credit facility in the future.

The initial term of the Senior Loan is 36 months, with two one-year extension options available to the Borrower, subject to the satisfaction of certain performance tests and the payment of a fee equal to 0.50% of the amount being extended for each extension option. The Senior Loan may be prepaid after the first 21 months, provided the Borrower pays the remaining interest due on the amount prepaid through month 24. Thereafter, the Senior Loan may be prepaid in whole or in part without penalty. The loan agreement for the Senior Loan (the "Senior Loan Agreement") requires the Borrower to comply with various financial and other covenants. In addition, the Senior Loan Agreement contains customary events of default (subject to certain materiality thresholds and grace and cure periods). The events of default are standard for agreements of this type and include, for example, payment and covenant breaches, insolvency of the Borrower, the occurrence of an event of default relating to the collateral or a change in control of the Borrower.

The Properties’ loan-to-value ratio (“LTV Ratio”) is approximately 84%. The LTV Ratio is the amount loaned to the Borrower net of reserves funded and controlled by NorthStar Healthcare and its affiliates, if any, over the appraised value of the Properties at the time of origination.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Assignment and Assumption of Purchase and Sale Agreement, dated as of January 15, 2014, by and between The Freshwater Group, Inc. and Watermark Parkview Owner, LLC
10.2	Purchase and Sale Agreement and Joint Escrow Instructions, dated as of October 31, 2013, by and between Parkview Frisco, L.P. and The Freshwater Group, Inc.
10.3	Third Amendment to Purchase and Sale Agreement and Joint Escrow Instructions, dated as of January 10, 2014, by and between Parkview Frisco, L.P. and The Freshwater Group, Inc.
10.4	Fifth Amendment to Purchase and Sale Agreement and Joint Escrow Instructions, dated as of January 14, 2014, by and between Parkview Frisco, L.P. and The Freshwater Group, Inc.

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will,” “expects,” “may,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, the Joint Venture’s ability to complete the acquisition of the Parkview Facility on or before March 3, 2014, if ever, the Joint Venture’s ability to complete the acquisition of the Harvard Square Facility on or before January 31, 2014, if ever, the ability of the operator of the Properties to effectively manage the Properties, NorthStar Healthcare’s ability to finance the Senior Loan on a credit facility in the future, the ability of the Borrower to comply with the terms, including financial and other covenants, of the Senior Loan Agreement, whether the Borrower determines to extend the Senior Loan, changes in market rents for assisted living and skilled nursing facilities located in Dallastown, Pennsylvania and Newark, Delaware, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in Part II, Item 1A of NorthStar Healthcare’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as well as in NorthStar Healthcare’s other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: January 21, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **January 21, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 22, 2014, the Board of Directors (the "Board") of NorthStar Healthcare Income, Inc. ("NorthStar Healthcare") appointed James F. Flaherty III as Chief Executive Officer and President of NorthStar Healthcare. In addition, NorthStar Realty Finance Corp., NorthStar Healthcare's sponsor (the "Sponsor"), has entered into a long-term partnership with Mr. Flaherty relating to the Sponsor's healthcare real estate business.

Prior to joining NorthStar Healthcare, Mr. Flaherty, 56, served as Chairman of the Board of Directors of HCP, Inc. ("HCP") from May 2005 to October 2013, as Chief Executive Officer from May 2003 to October 2013, and as President and a member of HCP's Board since joining HCP in October 2002 to October 2013. Prior to joining HCP, he served at Merrill Lynch & Co. for 19 years in a variety of investment banking, capital markets and private equity functions in New York, London and Los Angeles and was head of Merrill Lynch's Global Healthcare Group. Mr. Flaherty is a member of the Board of Trustees of the University of Notre Dame and was a member of the Board of Governors of the National Association of Real Estate Investment Trusts from 2004 to 2013. He also previously served on the Board of Directors of Quest Diagnostics Incorporated. Mr. Flaherty holds a Bachelor of Business Administration in Accounting from University of Notre Dame and a Master of Business Administration in in Finance and Strategy from University of California, Los Angeles.

Concurrently with Mr. Flaherty's appointment, Daniel R. Gilbert was elected to the Board and appointed as Executive Chairman and no longer serves as NorthStar Healthcare's Chief Executive Officer effective on January 22, 2014. David T. Hamamoto has decided to step down from the Board and as Chairman to facilitate these changes, effective January 22, 2014, and will continue his stewardship of the Sponsor as its Chairman and Chief Executive Officer.

In connection with the foregoing appointments, on January 21, 2014, Donald C. Tomasso submitted his resignation as President of NorthStar Healthcare, effective on January 22, 2014.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: January 22, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

FORM 8-K

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NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant’s telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On January 22, 2014, NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”), through a subsidiary of its joint venture (the “Joint Venture”) with The Freshwater Group, Inc. (“Freshwater”), completed the acquisition of a 183-unit independent and assisted living facility located in Denver, Colorado (the “Harvard Square Facility”) for a purchase price of $31.5 million, plus closing costs. The Joint Venture acquired the Harvard Square Facility from Harvard Square, LLC and LDEV, LLC, each an unaffiliated third-party. The Joint Venture funded the investment through a combination of proceeds from NorthStar Healthcare’s ongoing initial public offering, a $21.5 million senior mortgage note payable (the “Harvard Square Borrowing”) provided by an unaffiliated third-party lender and an equity contribution from Freshwater. The transaction was approved by NorthStar Healthcare’s board of directors in accordance with NorthStar Healthcare’s investment guidelines. NorthStar Healthcare owns a 97% interest in the Joint Venture.

The Harvard Square Facility was constructed in 1981 and consists of a three-story, 131,000 square foot building. As of January 16, 2014, resident occupancy was 91%. An affiliate of Watermark Retirement Communities, Inc. (“Watermark”), a national operator of senior living facilities and an affiliate of Freshwater, was hired to operate the Harvard Square Facility pursuant to a seven-year management agreement with automatic one-year renewals (the “Management Agreement”) under which Watermark will receive a base management fee equal to 5.0% of the monthly gross revenues collected. The Management Agreement may be terminated without penalty in the event of various defaults.

The Harvard Square Borrowing bears interest at a floating rate of 2.92% over the one-month London Interbank Offered Rate. The term of the Harvard Square Borrowing is 84 months. The initial 36 monthly payments on the Harvard Square Borrowing are interest-only, with payments based on a 30-year amortization schedule thereafter. The Harvard Square Borrowing may be prepaid at any time, subject to a declining prepayment premium ranging from 5.0-1.0% of the outstanding loan balance, depending on the year of prepayment. The loan agreement contains standard representations, warranties and covenants contained in transactions of this type. In connection with the Harvard Square Borrowing, affiliates of Freshwater agreed to guaranty certain recourse carve-out and environmental obligations of the Joint Venture under the loan agreement and related documentation (the “Guaranteed Obligations”). NorthStar Healthcare, through its operating partnership, entered into a contribution agreement, dated January 22, 2014 (the “Contribution Agreement”), whereby NorthStar Healthcare and Freshwater agreed to fund their pro rata share of certain losses arising out of the Guaranteed Obligations; provided, however, NorthStar Healthcare or Freshwater, as the case may be, will be individually responsible for 100% of certain losses caused by the respective party.

The Harvard Square Facility is the second asset to close into the Joint Venture, which previously acquired a 125-unit independent living facility located in Milford, Ohio for $15.6 million, plus closing costs. The Joint Venture has also entered into a purchase and sale agreement to acquire a 202-unit independent living facility located in Frisco, Texas (the “Parkview Facility”) for $39.5 million, plus closing costs and credits for certain capital expenditures. The acquisition of the Parkview Facility remains subject to, among other things, the satisfaction of customary closing conditions. Although there can be no assurance that the transaction will be completed, the Joint Venture expects to complete the acquisition of the Parkview Facility in February 2014.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

If applicable, the required financial statements for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

If applicable, the required pro forma financial information for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, NorthStar Healthcare’s ability to realize the anticipated benefits of the Joint Venture with Freshwater, the ability of Watermark to successfully manage the Harvard Square Facility, NorthStar Healthcare’s liability under the Contribution Agreement, if any, the Joint Venture’s ability to complete the acquisition of the Parkview Facility in February 2014, if ever, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the ability to maintain a qualified diversified portfolio, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in Part II, Item 1A of NorthStar Healthcare’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as well as in NorthStar Healthcare’s other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: January 28, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **February 5, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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)

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On February 5, 2014, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare"), through a subsidiary of its joint venture (the "Joint Venture") with The Freshwater Group, Inc. ("Freshwater"), completed the acquisition of a 202-unit independent living facility located in Frisco, Texas (the "Parkview Facility") for a purchase price of $39.5 million, plus closing costs and credits for certain capital expenditures. Including the Parkview Facility, the Joint Venture has completed three acquisitions with a combined purchase price of $86.6 million, plus closing costs.

The Joint Venture acquired the Parkview Facility from Parkview Frisco, L.P., an unaffiliated third-party. The Joint Venture funded the investment through a combination of proceeds from NorthStar Healthcare's ongoing initial public offering, a $20.0 million senior mortgage note payable (the "Parkview Borrowing") provided by an unaffiliated third-party lender and an equity contribution from Freshwater. The transaction was approved by NorthStar Healthcare's board of directors in accordance with NorthStar Healthcare's investment guidelines. NorthStar Healthcare owns a 97% interest in the Joint Venture.

The Parkview Facility was constructed in 2008 and consists of eight two- and three-story buildings totaling 299,000 square feet. As of January 20, 2014, resident occupancy was 91%. An affiliate of Watermark Retirement Communities, Inc. ("Watermark"), a national operator of senior living facilities and an affiliate of Freshwater, was hired to operate the Parkview Facility pursuant to a seven-year management agreement with automatic one-year renewals (the "Management Agreement") under which Watermark will receive a base management fee equal to 5.0% of the monthly gross revenues collected. The Management Agreement may be terminated without penalty in the event of various defaults, as more fully described in the Management Agreement.

The Parkview Borrowing bears interest at a floating rate of 3.04% over the one-month London Interbank Offered Rate. The term of the Parkview Borrowing is 84 months. The initial 36 monthly payments on the Parkview Borrowing are interest-only, with payments based on a 30-year amortization schedule thereafter. The Parkview Borrowing may be prepaid at any time, subject to a declining prepayment premium ranging from 5.0-1.0% of the outstanding loan balance, depending on the year of prepayment, as more fully described in the loan agreement. The loan agreement contains standard representations, warranties and covenants contained in transactions of this type. In connection with the Parkview Borrowing, affiliates of Freshwater agreed to guaranty certain recourse carve-out and environmental obligations of the Joint Venture under the loan agreement and related documentation (the "Guaranteed Obligations"). NorthStar Healthcare, through its operating partnership, entered into a contribution agreement, dated February 5, 2014 (the "Contribution Agreement"), whereby NorthStar Healthcare and Freshwater agreed to fund their pro rata share of certain losses arising out of the Guaranteed Obligations; provided, however, NorthStar Healthcare or Freshwater, as the case may be, will be individually responsible for 100% of certain losses caused by the respective party, as more fully described in the Contribution Agreement.

The foregoing descriptions do not purport to be complete and are subject to, and qualified in their entirety by, the agreements that are filed as exhibits to this Current Report on Form 8-K, which agreements are incorporated herein by reference.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.

The information set forth under Item 2.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

If applicable, the required financial statements for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

If applicable, the required pro forma financial information for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(d) Exhibits.

Exhibit Number	Description
10.1	Management Agreement, dated as of February 5, 2014, by and between Watermark Parkview, LLC and Watermark Retirement Communities, Inc.
10.2	Senior Housing Loan and Security Agreement, dated as of February 5, 2014, by and between Watermark Parkview Owner, LLC, and CBRE Capital Markets, Inc.
10.3	Multifamily Note, dated as of February 5, 2014, by and between Watermark Parkview Owner, LLC and CBRE Capital Markets, Inc.
10.4	Multifamily Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing, dated as of February 5, 2014, by Watermark Parkview Owner, LLC to Tamela K. Cooper, for the benefit of CBRE Capital Markets, Inc.
10.5	Contribution Agreement, dated as of February 5, 2014, by and between NorthStar Healthcare Income Operating Partnership, LP, David Freshwater and David Barnes

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, NorthStar Healthcare’s ability to realize the anticipated benefits of the Joint Venture with Freshwater, the ability of Watermark to successfully manage the Parkview Facility, NorthStar Healthcare’s liability under the Contribution Agreement, if any, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the ability to maintain a qualified diversified portfolio, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in Part II, Item 1A of NorthStar Healthcare’s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as well as in NorthStar Healthcare’s other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: February 11, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **February 28, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

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☐ 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))

Item 8.01. Other Events.

On February 28, 2014, NorthStar Healthcare, through a subsidiary of its operating partnership, completed the acquisition of a 100-unit, 112-bed assisted living and memory care facility located in Cheektowaga, New York (the "Cheektowaga Facility") for a purchase price of $12.5 million, plus closing costs. NorthStar Healthcare funded the investment with proceeds from its ongoing initial public offering.

The Cheektowaga Facility was constructed in 2004 and consists of a two-story building containing 82,000 square feet. The Cheektowaga Facility is 100% leased to an affiliate of Peregrine Health Management Company ("Peregrine") pursuant to a ten-year net lease (the "Lease"), whereby the tenant is responsible for substantially all of the operating expenses at the property.

Including the Cheektowaga Facility, four of NorthStar Healthcare's properties with a total cost of $36.5 million are operated by affiliates of Peregrine and all four leases are cross-collateralized. The Lease contains two five-year extension options, which may be exercised at Peregrine's option, and includes annual rent escalations equal to the greater of (i) the percentage increase in the consumer price index and (ii) 2.5%. As of February 28, 2014 resident occupancy at the Cheektowaga Facility was 99%. The Cheektowaga Facility is currently unlevered and NorthStar Healthcare intends to finance it either on NorthStar Healthcare's corporate term credit facility or with an unaffiliated third-party lender in the future.

Safe Harbor Statement

This Current Report on Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will" "expects," "intends," or other similar words or expressions. These statements are based on NorthStar Healthcare's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare's expectations include, but are not limited to, Peregrine's ability to successfully manage the Cheektowaga Facility, the ability to finance the Cheektowaga Facility either on NorthStar Healthcare's corporate term credit facility or with an unaffiliated third-party lender in the future, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare's Annual Report on Form 10-K for the fiscal year ended December 31, 2012 and in Part II, Item 1A of NorthStar Healthcare's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013, as well as in NorthStar Healthcare's other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: March 5, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

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

FORM 8-K/A
(Amendment No. 1)

CURRENT REPORT

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

Date of Report (Date of earliest event reported): **December 27, 2013**

NORTHSTAR HEALTHCARE INCOME, INC.
(Exact Name of Registrant as Specified in its Charter)

Maryland	**333-170802**	**27-3663988**
(State or Other Jurisdiction of Incorporation or Organization)	(Commission File Number)	(IRS Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY 10022
(Address of Principal Executive Offices, Including Zip Code)

(212) 547-2600
(Registrant's Telephone Number, Including Area Code)

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:

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☐ 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))

This Current Report on Form 8-K/A amends the Current Report on Form 8-K filed by NorthStar Healthcare Income, Inc. (the "Company") on January 3, 2014 to provide additional financial information in connection with the Company's acquisition of an independent living facility comprised of 125-units located in Milford, Ohio ("Pinebrook LLC"). The following financial statements are filed as part of this report.

Item 9.01 Financial Statements and Exhibits.

The Form 8-K is hereby amended to include the required financial information.

(a) Financial Statements of Businesses Acquired.

Pinebrook LLC

Financial statements as of September 30, 2013 and December 31, 2012 and for the nine months ended September 30, 2013 and the year ended December 31, 2012

Report of Independent Certified Public Accountants
Balance Sheets
Statements of Operations
Statements of Changes in Member's Deficit
Statements of Cash Flows
Notes to Financial Statements

(b) Unaudited Pro Forma Financial Information.

NorthStar Healthcare Income, Inc. and Subsidiaries

Unaudited Pro Forma Condensed Consolidated Financial Information
Unaudited Pro Forma Condensed Consolidated Statement of Operations for the Year Ended December 31, 2013
Notes to Unaudited Pro Forma Condensed Consolidated Statement of Operations

REPORT OF INDEPENDENT CERTIFIED PUBLIC ACCOUNTANTS

Board of Directors and Shareholders
NorthStar Healthcare Income, Inc.

We have audited the accompanying financial statements of Pinebrook, LLC, which comprise the balance sheets as of September 30, 2013 and December 31, 2012, and the related statements of operations, changes in member's deficit, and cash flows for the nine months ended September 30, 2013 and the year ended December 31, 2012, and the related notes to the financial statements.

Management's responsibility for the financial statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion.

An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Pinebrook, LLC as of September 30, 2013 and December 31, 2012, and the results of its operations and its cash flows for the nine months ended September 30, 2013 and the year ended December 31, 2012 in accordance with accounting principles generally accepted in the United States of America.

/s/ GRANT THORNTON LLP
New York, NY
March 14, 2014

Pinebrook, LLC
Balance Sheets
(Dollars in Thousands)

	September 30, 2013	December 31, 2012
Assets		
Operating real estate:		
Land	$ 981	$ 981
Land improvements	1,223	1,223
Buildings	10,051	10,051
Equipment	1,596	1,596
	13,851	13,851
Accumulated depreciation	(3,131)	(2,643)
Operating real estate, net	10,720	11,208
Cash	647	354
Receivables and other assets	15	21
Total assets	$ 11,382	$ 11,583
Liabilities and Member's Deficit		
Mortgage notes payable	$ 16,130	$ 16,130
Accrued interest payable	1,495	884
Accounts payable and other liabilities	317	406
Total liabilities	17,942	17,420
Member's deficit	(6,560)	(5,837)
Total liabilities and member's deficit	$ 11,382	$ 11,583

See accompanying notes to financial statements.

Pinebrook, LLC
Statements of Operations
(Dollars in Thousands)

	Nine Months Ended September 30, 2013	Year Ended December 31, 2012
Revenues		
Resident fees	$ 1,747	$ 2,119
Other income	128	158
Total revenues	1,875	2,277
Expenses		
Property operating expenses	837	1,052
Interest expense	623	835
General and administrative expenses	658	902
Depreciation	488	649
Total expenses	2,606	3,438
Net loss	$ (731)	$ (1,161)

See accompanying notes to financial statements.

Pinebrook, LLC
Statements of Changes in Member's Deficit
(Dollars in Thousands)

Balance as of January 1, 2012	$ (4,668)
Distributions	(86)
Contributions	78
Net loss	(1,161)
Balance as of December 31, 2012	$ (5,837)
Contributions	8
Net loss	(731)
Balance as of September 30, 2013	$ (6,560)

See accompanying notes to financial statements.

Pinebrook, LLC
Statements of Cash Flows
(Dollars in Thousands)

	September 30, 2013	December 31, 2012
Cash flows from operating activities:		
Net loss	$ (731)	$ (1,161)
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation	488	649
Amortization of deferred financing costs	12	15
Changes in operating assets and liabilities		
Receivables and other assets	(6)	(2)
Accrued interest payable	611	631
Accounts payable and other liabilities	(89)	53
Net cash provided by operating activities	285	185
Cash flows from investing activities:		
Purchase of equipment	-	(13)
Net cash (used in) investing activities	-	(13)
Cash flows from financing activities:		
Distributions	-	(86)
Contributions	8	78
Net cash provided by (used in) financing activities	8	(8)
Net change in cash	293	164
Cash-beginning of period	354	190
Cash-end of period	$ 647	$ 354
Supplemental disclosure of cash flow information		
Cash paid during the year for interest	$ -	$ 190

See accompanying notes to financial statements.

Pinebrook, LLC

Notes to Financial Statements

1. Formation and Organization

Pinebrook, LLC, also known as Pinebrook Retirement Living (the "Company"), began operations in 2008. The Company is a 125-unit, 145,896 square foot, independent living facility located in Milford, Ohio and is a wholly-owned subsidiary of the Miller-Valentine Group ("MVG").

The accompanying financial statements are presented on a historical basis and do not reflect the effects of the acquisition in December 2013 as described below.

In December 2013, an affiliate of NorthStar Healthcare Income, Inc. ("NorthStar Healthcare"), through a joint venture with a private third-party investor, acquired the Company. NorthStar Healthcare contributed $6.8 million of equity for a 97.0% interest in the Company, including $0.3 million of transaction costs, and financed the acquisition with a $10.5 million non-recourse mortgage note. The joint venture partner operates the Company.

2. Summary of Significant Accounting Policies

Basis of Accounting

The accompanying financial statements and related notes of the Company have been prepared in accordance with accounting principles generally accepted in the United States ("U.S. GAAP").

Estimates

The preparation of the financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that could affect the amounts reported in the financial statements and accompanying notes. Actual results could materially differ from those estimates and assumptions.

Operating Real Estate

Operating real estate is carried at historical cost less accumulated depreciation. Ordinary repairs and maintenance are expensed as incurred. Major replacements and betterments which improve or extend the life of the asset are capitalized and depreciated over their useful life.

Operating real estate is depreciated using the straight-line method over the estimated useful lives of the assets, summarized as follows:

Category	Term
Buildings	40 years
Land improvements	15 years
Equipment	5 to 7 years

Cash

Cash may at times exceed the Federal Deposit Insurance Corporation deposit insurance limit of $250,000 per institution. The Company mitigates credit risk by placing cash with major financial institutions. To date, the Company has not experienced any losses on cash.

Deferred Costs

Deferred costs are comprised of deferred financing costs, which represent commitment fees, legal and other third-party costs associated with obtaining financing. These costs are amortized to interest expense over the term of the financing. Unamortized deferred financing costs are expensed when the associated borrowing is refinanced or repaid before maturity.

The Company recorded amortization of $12,000 and $15,000 of deferred financing costs for the nine months ended

September 30, 2013 and year ended December 31, 2012, respectively.

Revenue Recognition

Resident fees from operating real estate includes charges for basic rent and program services at varying levels of care which may include housekeeping, insurance, laundry facilities, maintenance services, meals, property taxes, security monitoring, transportation, use of common areas and utilities. The leases are for fixed terms and generally provide for annual rentals.

Fair Value

Fair Value Measurement

The Company follows fair value guidance in accordance with U.S. GAAP to account for its financial instruments. The Company categorizes its financial instruments, based on the priority of the inputs to the valuation technique, into a three-level fair value hierarchy. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3).

Financial assets and liabilities are categorized based on the inputs to the valuation techniques as follows:

Level 1. Quoted prices for identical assets or liabilities in an active market.

Level 2. Financial assets and liabilities whose values are based on the following:

- a) Quoted prices for similar assets or liabilities in active markets.
- b) Quoted prices for identical or similar assets or liabilities in non-active markets.
- c) Pricing models whose inputs are observable for substantially the full term of the asset or liability.
- d) Pricing models whose inputs are derived principally from or corroborated by observable market data for substantially the full term of the asset or liability.

Level 3. Prices or valuation techniques based on inputs that are both unobservable and significant to the overall fair value measurement.

As of September 30, 2013 and December 31, 2012, the Company did not have any recurring or non-recurring financial measurements recorded at fair value.

Impairment

The Company’s real estate portfolio is reviewed on an annual basis, or more frequently as necessary, to assess whether there are any indicators that the value of its operating real estate may be impaired or that its carrying value may not be recoverable. A property’s value is considered impaired if the Company’s estimate of the aggregate future undiscounted cash flows to be generated by the property is less than the carrying value of the property. In conducting this review, the Company considers U.S. macroeconomic factors, including real estate sector conditions, together with asset specific and other factors. To the extent an impairment has occurred, the loss will be measured as the excess of the carrying amount of the property over the estimated fair value of the property. The Company did not record impairment on real estate for the nine months ended September 30, 2013 or the year ended December 31, 2012.

Income Taxes

All of the Company's interests are held by a limited liability company. Under applicable U.S. federal and state income tax rules, the allocated share of net income or loss from limited liability companies is reportable in the income tax returns of the respective members. The Company has not recognized interest and penalties related to uncertain tax positions. As of September 30, 2013, tax years 2009 through 2012 remain subject to examination by taxing authorities.

3. Operating Real Estate

The Company constructed a 125-unit independent living facility located in Milford, Ohio for $13.8 million in 2008.

As of September 30, 2013 and December 31, 2012, the carrying value of the property was $10.7 million and $11.2 million, respectively.

For the nine months ended September 30, 2013 and year ended December 31, 2012, depreciation expense was $0.5 million and $0.6 million, respectively.

4. Mortgage Notes Payable

The Company financed the construction of the property with a non-recourse construction loan and an operating loan with a principal amount of $14.4 million and $1.7 million (collectively, the “Loans”), respectively, with Wells Fargo Bank, National Association (the “Lender”). The Loans have a stated maturity of August 9, 2011 and bear interest at a fixed rate of 5%. The Loans are collateralized by the property, including the assignment of the lease and rent.

The Company defaulted on its Loans at maturity. The Lender exercised its right to forebear on the property and contemporaneously sold the Loans to NorthStar Healthcare. NorthStar Healthcare then, through a deed-in-lieu of foreclosure, acquired the property and contributed to the joint venture.

5. Related Party Arrangements

The Company is operated and managed by its parent Company, MVG and has no employees. MVG is entitled to receive management fees for operating the Company as well as reimbursement for payroll-related operating costs for time spent providing administrative and accounting support at the Company.

The Company incurred management fees of $0.1 million and $0.1 million for the nine months ended September 30, 2013 and year ended December 31, 2012, respectively. Such amounts are included in general and administrative expenses in the statements of operations.

The Company incurred $0.7 million and $0.9 million for payroll-related operating costs for the nine months ended September 30, 2013 and year ended December 31, 2012, respectively. Such amounts are included in operating expenses in the statements of operations.

6. Subsequent Events

The Company was acquired by an affiliate of NorthStar Healthcare on December 27, 2013 through a deed-in-lieu of foreclosure.

The Company has evaluated events and transactions that may have occurred since September 30, 2013 through March 14, 2014, the date the financial statements were available for issuance.

NORTHSTAR HEALTHCARE INCOME, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED FINANCIAL INFORMATION

The following unaudited pro forma condensed consolidated statement of operations for the year ended December 31, 2013 is presented as if the Company had acquired Pinebrook LLC on January 1, 2013.

This unaudited pro forma condensed consolidated statement of operations should be read in conjunction with the historical consolidated financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the year ended December 31, 2013 and are not necessarily indicative of what the actual financial position or results of operations would have been had the Company completed the transaction as of the beginning of the period presented, nor is it necessarily indicative of future results. In the opinion of the Company's management, the pro forma condensed consolidated financial statements include all significant necessary adjustments that can be factually supported to reflect the effects of the acquisition.

NORTHSTAR HEALTHCARE INCOME, INC.
UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS
FOR THE YEAR ENDED DECEMBER 31, 2013
(In Thousands, Except Per Share Data)

	December 31, 2013 (1)	Pinebrook LLC (2)	Pro Forma Adustments (3)	Pro Forma December 31, 2013
Revenues				
Rental income	$ 488	$ -	$ -	$ 488
Interest income	375	-	-	375
Resident fee income	38	1,875	587	2,500
Total revenue	901	1,875	587	3,363
Expenses				
Property operating expense	24	837	255	1,116
Interest expense	98	623	(89)(4)	632
Transaction costs	1,570	-	-	1,570
Asset management and other fees-related party	1,334	-	-	1,334
General and administrative expenses	312	658	214	1,184
Depreciation and amortization	132	488	(73)(5)	547
Total expenses	3,470	2,606	307	6,383
Net income (loss)	(2,569)	(731)	280	(3,020)
Net (income) loss attributable to non-controlling interests	10	-	14(6)	24
Net income (loss) attributable to NorthStar Healthcare Income, Inc. common stockholders	$ (2,559)	$ (731)	$ 294	$ (2,996)
Net income (loss) attributable to NorthStar Healthcare Income Trust, Inc. common stockholders				
Net income (loss) per share of common stock, basic/diluted	$ (1.26)			$ (1.48)
Weighted average number of shares of common stock outstanding	2,026			2,026

See accompanying notes to unaudited pro forma condensed consolidated statement of operations.

NORTHSTAR HEALTHCARE INCOME, INC.
NOTES TO UNAUDITED PRO FORMA CONDENSED CONSOLIDATED STATEMENT OF OPERATIONS

(1) Represents the Company's condensed consolidated statement of operations for the year ended December 31, 2013.
(2) Represents Pinebrook LLC's audited statement of operations for the nine months ended September 30, 2013.
(3) Represents pro forma adjustments for the period from October 1, 2013 to December 31, 2013.
(4) Represents an adjustment to approximate interest expense for the new borrowing associated with the acquisition. The Company's joint venture obtained a non-recourse mortgage in the aggregate amount of $10.5 million at LIBOR plus 3.35% with a 0.5% LIBOR floor and maturing in December 2016, subject to two one-year extensions.
(5) Represents depreciation expense adjustment computed based on a useful life of 40 years for buildings and 10 years for furniture and fixtures.
(6) Represents the non-controlling interest allocated to the Company's joint venture partner based on the terms of the joint venture agreement and the non-controlling interest allocated to the Company's advisor and the special unit holder.

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.

NorthStar Healthcare Income, Inc.

Date: March 14, 2014	By:	/s/ Debra A. Hess
		Debra A. Hess
		Chief Financial Officer

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **April 10, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement

On April 10, 2014, the board of directors (the "Board of Directors") of NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”) extended the term of NorthStar Healthcare’s initial public offering of common stock (the "Offering") until August 7, 2015.

In addition, NorthStar Healthcare is party to a Second Amended and Restated Distribution Support Agreement with NorthStar Healthcare’s sponsor, NorthStar Realty Finance Corp. (the “Sponsor”), dated as of February 4, 2013 (the “Distribution Support Agreement”), pursuant to which the Sponsor agreed to purchase up to an aggregate of $10.0 million in shares of NorthStar Healthcare’s common stock (which includes shares purchased by an affiliate of the Sponsor in order to satisfy the Offering's minimum offering amount) during the two-year period following commencement of the Offering, in order to provide additional support to pay distributions to NorthStar Healthcare’s stockholders at a rate of at least 6.75% per annum on stockholders’ invested capital. The Offering commenced on August 7, 2012 and in connection with the extension of the Offering, the Board approved, and NorthStar Healthcare entered into, an amended and restated Distribution Support Agreement that extends the term of the Distribution Support Agreement until August 7, 2015. All other terms of the Distribution Support Agreement remain in effect without modification.

The foregoing descriptions do not purport to be complete and are subject to, and qualified in their entirety by, the agreement filed as an exhibit to this Current Report on Form 8-K, which agreement is incorporated by reference herein.

Item 8.01. Other Events

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 8.01.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Third Amended and Restated Distribution Support Agreement, dated as of April 10, 2014, by and between NorthStar Realty Finance Corp. and NorthStar Healthcare Income, Inc.

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, whether or not the Sponsor fulfills its obligations under the Distribution Support Agreement, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: April 11, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Third Amended and Restated Distribution Support Agreement, dated as of April 10, 2014, by and between NorthStar Realty Finance Corp. and NorthStar Healthcare Income, Inc.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **May 7, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**333-170802**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 1.01 Entry into a Material Definitive Agreement.

On May 7, 2014, NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”), through a joint venture with an affiliate of NorthStar Realty Finance Corp., (“NorthStar” and, together with NorthStar Healthcare, the “NorthStar Member”), completed the acquisition (the “Acquisition”) of a $1.1 billion healthcare real estate portfolio comprised of 80 senior living facilities (the “Portfolio”). The Acquisition was structured as a joint venture (the “Joint Venture”) with an affiliate of Formation Capital, LLC (“Formation”), which was the prior controlling and minority owner of the Portfolio. NorthStar Healthcare contributed $22.7 million, plus closing costs, for an approximate 6% interest in the Joint Venture and together with NorthStar owns an approximate 92% interest in the Joint Venture. NorthStar Healthcare funded the investment with proceeds from its ongoing initial public offering. In connection with the Acquisition, the Joint Venture assumed $646 million of in-place financing secured by the Portfolio (the "Borrowings"). The Borrowings consist of six non-recourse variable rate loans with a weighted average current interest rate of 4.3% and a weighted average remaining term of approximately five years.

The properties comprising the Portfolio consist of over 8,500 beds across 43 senior housing facilities and 37 skilled nursing facilities located in 14 different states, with the heaviest concentrations in Florida (35%), Illinois (18%), Oregon (16%) and Texas (10%). As of March 31, 2014, the Portfolio's overall resident occupancy was 89.3%. Forty-four facilities representing 69% of the underlying Portfolio beds are leased to third-party senior housing operators pursuant to net leases whereby the tenant is responsible for substantially all of the operating expenses at the property. The remaining facilities are operated by third-party managers through the structure permitted by the REIT Investment Diversification and Empowerment Act of 2007.

The Joint Venture is governed by a limited liability company agreement dated May 7, 2014 (the “JV Agreement”) containing customary terms and conditions. The NorthStar Member is managing member and controls the Joint Venture, subject to Formation's consent with respect to certain major decisions. Formation will continue as the day-to-day asset manager of the Portfolio. Under the terms of the JV Agreement, distributions of all ordinary cash flow will be distributed on a priority basis to the NorthStar Member as follows: (i) first, to the NorthStar Member and Formation, pari passu in proportion to their respective percentage interests until the NorthStar Member has received a 12% internal rate of return; (ii) second, 20% to Formation and 80% to the NorthStar Member and Formation, pari passu in proportion to their respective percentage interests until the NorthStar Member has received a 25% internal rate of return and (iii) third, the balance, if any, 30% to Formation and 70% to the NorthStar Member and Formation, pari passu in proportion to their respective percentage interests. Distributions received by the NorthStar Member will be allocated to the NorthStar Healthcare and NorthStar pro rata based on their respective interests in the NorthStar Member. The NorthStar Member acquired its interest in the Portfolio from an affiliate of Safanad Limited.

The foregoing description of the JV Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the JV Agreement that is filed as Exhibit 10.1 to this Current Report on Form 8-K, which agreement is incorporated herein by reference.

Item 2.01. Completion of Acquisition or Disposition of Assets.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.01.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off Balance Sheet Arrangement of a Registrant.

The information set forth under Item 1.01 of this Current Report on Form 8-K is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

If applicable, the required financial statements for the transaction described in Item 1.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

If applicable, the required pro forma financial information for the transaction described in Item 1.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(d) Exhibits.

Exhibit Number	Description
10.1	Limited Liability Company Agreement of Eclipse Investment, LLC, dated as of May 7, 2014, by and between FC Eclipse Investment, LLC and Eclipse Health Holdings-T, LLC

Safe Harbor Statement

This Current Report on Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will" "expects," "intends," or other similar words or expressions. These statements are based on NorthStar Healthcare's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare's expectations include, but are not limited to, NorthStar Healthcare's ability to realize the anticipated benefits of the Joint Venture with Formation, the ability of the NorthStar Member to achieve its targeted returns through the Joint Venture, the ability of Formation to successfully manage the Portfolio, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the ability to successfully implement an exit strategy, availability of investment opportunities, availability of capital, the ability to achieve its targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: May 13, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Limited Liability Company Agreement of Eclipse Investment, LLC, dated as of May 7, 2014, by and between FC Eclipse Investment, LLC and Eclipse Health Holdings-T, LLC

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 12, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) NorthStar Healthcare Income, Inc. ("NorthStar Healthcare") held its 2014 annual meeting of stockholders (the “Meeting”) on June 12, 2014. At the close of business on April 10, 2014, the record date for the Meeting, there were 22,511,155 shares of NorthStar Healthcare's common stock outstanding and entitled to vote. Holders of 11,560,768 shares of common stock, representing a like number of votes, were present at the Meeting, either in person or by proxy.

(b) Matters voted upon by stockholders were as follows:

Proposal 1. At the Meeting, the following individuals were elected to NorthStar Healthcare’s Board of Directors to serve until the 2015 annual meeting of stockholders and until his successor is duly elected and qualified, by the following vote:

Nominees	Votes For	Votes Withheld
Daniel R. Gilbert	10,992,750	568,018
Daniel J. Altobello	10,991,103	569,665
Gregory A. Samay	10,994,693	566,075
Jack F. Smith, Jr.	10,994,007	566,761

Proposal 2. At the Meeting, stockholders ratified the appointment of Grant Thornton LLP as NorthStar Healthcare’s independent registered public accounting firm for the fiscal year ending December 31, 2014, by the following vote:

For	Against	Abstained
10,887,856	51,681	621,231

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: June 16, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 19, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

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☐ 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))

Item 8.01. Other Events.

On June 19, 2014, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare"), through a subsidiary of its operating partnership, invested in a $75.0 million mezzanine loan (the "Loan") secured by a pledge of an ownership interest in a healthcare real estate portfolio valued at $1.4 billion based on independent third-party appraisals of the underlying properties (the "Portfolio"). NorthStar Healthcare funded the Loan with proceeds from its ongoing initial public offering.

The Portfolio, which is comprised of 167 skilled nursing facilities, consists of over 20,000 licensed beds located in 19 states, with the greatest concentrations in Texas (31%), North Carolina (16%), Colorado (14%) and Maryland (6%). The Portfolio is managed by affiliates of Sava Senior Care, the sixth largest operator of skilled nursing facilities in the United States.

The Loan bears interest at a floating rate of 10.27% over the one-month London Interbank Offered Rate. The initial term of the Loan is 24 months, with three one-year extension options available to the borrower, subject to the satisfaction of certain performance tests and the payment of a fee equal to 0.125% of the amount being extended for the second and third extension options. The Loan may be prepaid at any time, provided the borrower pays an amount equal to the remaining interest due on the amount prepaid through the initial term. The underlying loan agreement requires the borrower to comply with various financial and other covenants. In addition, the loan agreement contains customary events of default (subject to certain materiality thresholds and cure periods). The events of default are standard for agreements of this type and include, for example, payment and covenant breaches, insolvency of the borrower, the occurrence of an event of default relating to the collateral or a change in control of the borrower.

The loan-to-value ratio ("LTV Ratio") of the Portfolio securing the Loan is approximately 66%. The LTV Ratio is the aggregate amount loaned to the borrower, net of reserves funded and controlled by the lenders, if any, over the appraised value of the Portfolio at the time of origination. In addition to the Loan, the Portfolio is subject to a $700.0 million senior loan and $165.0 million of mezzanine debt that ranks senior in priority to the Loan.

As of June 25, 2014, NorthStar Healthcare's portfolio consists of 13 investments with an aggregate total cost of $301.3 million, including ten equity investments with an aggregate cost of $200.4 million, two senior loans with an aggregate principal amount of $25.9 million and one mezzanine loan with a principal amount of $75.0 million.

Safe Harbor Statement

This Current Report on Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will" "expects," "intends," or other similar words or expressions. These statements are based on NorthStar Healthcare's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare's expectations include, but are not limited to, the ability of the manager of the Portfolio to effectively manage the Portfolio, whether the independent third-party appraisals obtained in connection with the Portfolio's financing, which were not commissioned by NorthStar Healthcare, accurately reflect the Portfolio's current or future fair market value, the ability of the borrower to comply with the terms, including financial and other covenants, of the Loan and debt senior in priority to the Loan, whether the borrower determines to extend the Loan, changes in market rates for skilled nursing facilities, the future value of the Portfolio, which may be substantially less than the current appraised value, the impact of any losses from our properties on cash flows and returns, property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, availability of capital, the ability to achieve targeted returns, generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: June 25, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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 30, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

EXPLANATORY NOTE

On June 30, 2014, NorthStar Healthcare Income, Inc.'s ("NorthStar Healthcare") sponsor, NorthStar Realty Finance Corp. ("NorthStar Realty"), completed the previously announced spin-off (the "Spin-Off") of its asset management business into NorthStar Asset Management Group Inc. ("NSAM"), a separate public company with its shares of common stock listed on the New York Stock Exchange under the ticker symbol "NSAM".

Following the completion of the Spin-Off and the related events described below, NSAM will own and operate NorthStar Realty's asset management business and NSAM and its affiliates will sponsor and manage the non-traded REITs previously sponsored and managed by NorthStar Realty, including NorthStar Healthcare, NorthStar Real Estate Income Trust, Inc., NorthStar Real Estate Income II, Inc. and other non-traded companies that NSAM may sponsor in the future.

Item 1.01 Entry into a Material Definitive Agreement.

In connection with the Spin-Off, on June 30, 2014, NorthStar Healthcare, NorthStar Healthcare Income Operating Partnership, LP (the "Operating Partnership"), NSAM and NSAM J-NSHC Ltd, a subsidiary of NSAM (the "New Advisor"), entered into a new advisory agreement (the "New Advisory Agreement"), pursuant to which the New Advisor manages the day-to-day activities of NorthStar Healthcare and implements NorthStar Healthcare's investment strategy. The appointment of the New Advisor and the entering into the New Advisory Agreement were approved by NorthStar Healthcare's board of directors, including the independent directors.

Upon completion of the Spin-Off, the existing employees of NorthStar Realty became employees of NSAM, certain of which, including executive officers, employees engaged in NorthStar Realty's existing loan origination business and certain other employees, will be co-employees of NSAM and NorthStar Realty. As a result, NorthStar Healthcare will have access to the same personnel and resources that it had prior to the Spin-Off.

The terms of the New Advisory Agreement are substantially the same as those that were in effect prior to the Spin-Off under the Prior Advisory Agreement (as defined below), a description of which is included in the section entitled "Management—The Advisory Agreement" in NorthStar Healthcare's prospectus dated April 29, 2014, forming a part of the Registration Statement on Form S-11 (File No. 333-170802) filed with the Securities and Exchange Commission and is incorporated herein by reference.

The Amended and Restated Advisory Agreement (the "Prior Advisory Agreement"), by and among NorthStar Healthcare, the Operating Partnership, NorthStar Healthcare Income Advisor, LLC (the "Prior Advisor") and NorthStar Realty, dated as of July 31, 2012, pursuant to which the Prior Advisor managed the day-to-day activities of NorthStar Healthcare and implemented NorthStar Healthcare's investment strategy, has been terminated, as described below in Item 1.02 of this Current Report on Form 8-K.

In connection with the termination of the Prior Advisory Agreement, NorthStar Healthcare, the Prior Advisor and NorthStar Healthcare Income OP Holdings, LLC, all of which are parties to the limited partnership agreement of the Operating Partnership (the "Partnership Agreement"), agreed that such termination did not constitute a Termination Event (as defined in the Partnership Agreement) and did not trigger the redemption of the Special Limited Partnership Units (as defined in the Partnership Agreement) pursuant to the Partnership Agreement. In addition, the parties to the Partnership Agreement agreed that the term "Advisory Agreement" in the Partnership Agreement shall mean the New Advisory Agreement. On June 30, 2014, the parties to the Partnership Agreement entered into an amendment to the Partnership Agreement reflecting the foregoing.

The foregoing description of the New Advisory Agreement is qualified in its entirety by the New Advisory Agreement, a copy of which is attached hereto as Exhibit 10.1 and incorporated herein by reference.

Item 1.02 Termination of a Material Definitive Agreement.

In connection with the Spin-Off, on June 30, 2014, NorthStar Healthcare provided notice to the Prior Advisor and NorthStar Realty of the termination without cause of the Prior Advisory Agreement. The Prior Advisor and NorthStar Realty waived the notice period provided for in the Prior Advisory Agreement and consequently, the Prior Advisor ceased all activities under the Prior Advisory Agreement effective upon completion of the Spin-Off.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Advisory Agreement by and among NorthStar Healthcare Income, Inc., NorthStar Healthcare Income Operating Partnership, LP, NorthStar Asset Management Group Inc. and NSAM J-NSHC Ltd dated as of June 30, 2014.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: July 1, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman
Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Advisory Agreement by and among NorthStar Healthcare Income, Inc., NorthStar Healthcare Income Operating Partnership, LP, NorthStar Asset Management Group Inc. and NSAM J-NSHC Ltd dated as of June 30, 2014.

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **August 11, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 1.01. Entry into a Material Definitive Agreement.

On July 7, 2014, NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”), through Islandia NT-HCI, LLC, a subsidiary of its operating partnership (the "Purchaser"), entered into a purchase and sale agreement (the “Purchase Agreement”) with Five Long Island Properties, LLC, an unaffiliated third party, for the purchase of a portfolio of four senior living facilities located in Nassau and Suffolk counties, New York (the “Portfolio”) for a purchase price of $125.0 million, plus closing costs. Although there can be no assurance that the transaction will be completed, pursuant to the terms of the Purchase Agreement, if all of the conditions to the Purchaser's obligation to close have been satisfied, the Purchaser must complete the acquisition of the Portfolio on or before September 11, 2014. On August 11, 2014, the Purchaser's deposit toward the purchase of the Portfolio became non-refundable, subject to customary closing conditions as more fully described in the Purchase Agreement.

The foregoing description of the Purchase Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the Purchase Agreement that is filed as Exhibit 10.1 to this Current Report on Form 8-K, which agreement is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Purchase and Sale Agreement, dated as of July 7, 2014, by and between Five Long Island Properties, LLC and Islandia NT-HCI, LLC

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, NorthStar Healthcare’s ability to complete the acquisition of the Portfolio on or before September 11, 2014, if ever, the impact of any losses from our properties on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the availability of investment opportunities, availability of capital, the ability to achieve targeted returns, changes to generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: August 15, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit Number	Description
10.1	Purchase and Sale Agreement, dated as of July 7, 2014, by and between Five Long Island Properties, LLC and Islandia NT-HCI, LLC

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **September 9, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 2.01. Completion of Acquisition or Disposition of Assets.

On September 9, 2014, NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”), through a subsidiary of its operating partnership, completed the acquisition of a 570-unit portfolio of four senior living facilities located in Long Island, New York (the “Portfolio”) for a purchase price of $125.0 million, plus closing costs. NorthStar Healthcare acquired the Portfolio from Five Long Island Properties, LLC, an unaffiliated third-party, and funded the investment with proceeds from its ongoing initial public offering.

The Portfolio, which is located in close proximity to New York City, consists of four buildings totaling 404,000 square feet. Each facility is 100% leased to Arcadia Management, Inc. (“Arcadia”) pursuant to a 15-year, cross-defaulted net lease, whereby the tenant is responsible for substantially all of the operating expenses at each facility. Each lease provides for annual rent escalations equal to the greater of (i) the percentage increase in the consumer price index and (ii) 2.5%, subject to a maximum annual escalation of 3.0%. As of July 31, 2014, the Portfolio's overall resident occupancy was 89%. The Portfolio is currently unlevered and NorthStar Healthcare intends to obtain financing for the Portfolio in the future.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements of Businesses Acquired.

If applicable, the required financial statements for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

(b) Pro Forma Financial Information.

If applicable, the required pro forma financial information for the transaction described in Item 2.01 above will be filed under cover of a Form 8-K/A as soon as practicable and no later than 71 days after the date on which this initial Current Report on Form 8-K is required to be filed.

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, Arcadia's ability to successfully manage the Portfolio, Arcadia's ability to comply with the terms of the underlying facility leases, the impact of any losses from our properties on cash flows and returns, the ability to obtain financing for the Portfolio, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the availability of investment opportunities, the availability of capital, the ability to achieve targeted returns, changes to generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: September 12, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **September 30, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant’s telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 8.01. Other Events.

On September 30, 2014, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare"), through a subsidiary of its operating partnership, invested in a $45.0 million mezzanine loan (the "Loan") secured by a pledge of an ownership interest in a healthcare real estate portfolio comprised of 14 skilled nursing facilities and two assisted living facilities (the "Portfolio"). NorthStar Healthcare funded the Loan with proceeds from its ongoing initial public offering.

The Portfolio consists of more than 1,900 licensed beds located in nine states, with the greatest concentrations in Texas (28%), Pennsylvania (16%), Nevada (13%) and New Mexico (10%). The Portfolio is managed by affiliates of Sava Senior Care, the sixth largest operator of skilled nursing facilities in the United States. Including the Loan, NorthStar Healthcare has completed two loan transactions with a combined principal amount of $120.0 million with affiliates of the borrower.

The Loan bears interest at a floating rate of 10.0% over the one-month London Interbank Offered Rate. The initial term of the Loan is 24 months, with three one-year extension options available to the borrower, subject to the satisfaction of certain performance tests and the payment of a fee equal to 0.125% of the amount being extended for the second and third extension options. The Loan may be prepaid at any time, provided the borrower pays an amount equal to the remaining interest due on the amount prepaid through the initial term. The underlying loan agreement requires the borrower to comply with various financial and other covenants. In addition, the loan agreement contains customary events of default (subject to certain materiality thresholds and cure periods). The events of default are standard for agreements of this type and include, for example, payment and covenant breaches, insolvency of the borrower, the occurrence of an event of default relating to the collateral or a change in control of the borrower.

The loan-to-value ratio ("LTV Ratio") of the Loan is approximately 74%. The LTV Ratio is the aggregate amount loaned to the borrower, net of reserves funded and controlled by the lenders, if any, over the appraised value of the Portfolio at the time of origination. In addition to the Loan, the Portfolio is subject to a $60.0 million senior loan that ranks senior in priority to the Loan.

As of October 6, 2014, NorthStar Healthcare's portfolio consists of 19 investments with an aggregate total cost of $491.2 million, including 15 equity investments with an aggregate cost of $345.3 million and four debt investments with a combined principal amount of $145.9 million.

Safe Harbor Statement

This Current Report on Form 8-K contains certain "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as "will" "expects," "intends," or other similar words or expressions. These statements are based on NorthStar Healthcare's current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare's expectations include, but are not limited to, the ability of the manager of the Portfolio to effectively manage the Portfolio securing the Loan, whether the independent third-party appraisals obtained in connection with the Portfolio's financing, which were not commissioned by NorthStar Healthcare, accurately reflect the Portfolio's current or future fair market value, the ability of the borrower to comply with the terms, including financial and other covenants, of the Loan and debt senior in priority to the Loan, whether the borrower determines to extend the Loan, changes in market rates for skilled nursing and assisted living facilities, the future value of the Portfolio, which may be substantially less than the current appraised value, the impact of any losses from our properties on cash flow and returns, market rental rates and property level cash flow, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the availability of investment opportunities, the availability of capital, the ability to achieve targeted returns, changes to generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the Securities and Exchange Commission. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: October 6, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **October 22, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600
(Registrant's telephone number, including area code)

N/A
(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 (see General Instruction A.2. below):

☐ 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))

Item 1.01 Entry into a Material Definitive Agreement.

On October 22, 2014, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare") entered into a Purchase and Sale Agreement (the "Purchase Agreement") with NorthStar Realty Finance Corp. ("NorthStar Realty") pursuant to which NorthStar Healthcare agreed to acquire an equity interest (the "Portfolio Interest") in the healthcare real estate portfolio (the "Portfolio") currently held by Griffin-American Healthcare REIT II, Inc. ("Griffin-American") following completion of the previously announced merger of Griffin-American with and into a subsidiary of NorthStar Realty (the "Merger"). NorthStar Healthcare will acquire the Portfolio Interest for $100 million in cash, inclusive of its pro rata share of associated transaction costs, through a joint venture with NorthStar Realty that is structured as a Delaware general partnership (the "Partnership"). The Portfolio Interest will be purchased at NorthStar Realty's cost basis and is expected to represent an approximate 8.3% interest in the Portfolio.

As a result of the Merger and pursuant to the related Merger Agreement (as defined below), NorthStar Realty will acquire all of the outstanding shares of Griffin-American in a stock and cash transaction valued at approximately $4.2 billion, including transaction expenses. Immediately following the completion of the Merger, the surviving entity of the Merger will be converted into the Partnership and own the Portfolio through an operating partnership. The Portfolio is comprised of predominantly medical office buildings (43%) and senior housing facilities (30%) in the United States and the United Kingdom. In connection with the Merger, NorthStar Realty, through the Partnership and its subsidiaries, expects to borrow approximately $2.6 billion (with respect to the United States portion of the Portfolio) and approximately 248 million GBP ($400 million) (with respect to the United Kingdom portion of the Portfolio), with such borrowings secured by the Portfolio.

The completion of the acquisition of the Portfolio Interest by NorthStar Healthcare is subject to a number of closing conditions, including the completion of the Merger, which is subject to a number of its own conditions, including (i) approval by the stockholders of NorthStar Realty and Griffin-American, (ii) the absence of any law, order or injunction prohibiting the Merger, (iii) the accuracy of the representations and warranties (subject to customary materiality qualifiers) of each party to the Merger Agreement and the absence of any change, effect, development, circumstance or event from the date of the Merger Agreement until the effective time of the Merger, that has had or is reasonably likely to have a material adverse effect on the other party, excluding in each case matters disclosed in any reports filed by NorthStar Realty or Griffin-American with the Securities and Exchange Commission (the "SEC") prior to the date of the Merger Agreement or contained in the confidential disclosure letter delivered by NorthStar Realty or Griffin-American to the other party, (iv) the compliance of each party to the Merger Agreement with its covenants and agreements contained in the Merger Agreement (subject to customary materiality qualifiers) and (v) the receipt of customary legal opinions. There is no assurance that the Merger or the acquisition of the Portfolio Interest by NorthStar Healthcare will close on the anticipated terms, or at all.

Pursuant to the partnership agreement of the Partnership (the "Partnership Agreement"), which will come into effect immediately after the Merger, the Partnership will be managed on a day-to-day basis by NorthStar Realty as its "Designated Partner," as defined in the Partnership Agreement. NorthStar Realty is externally managed by a subsidiary of NorthStar Asset Management Group Inc., which is NorthStar Healthcare's sponsor and the parent of NorthStar Healthcare's advisor. NorthStar Healthcare would have the right to consent to certain "major decisions" by the Partnership (excluding subsidiaries), and the Portfolio Interest would be subject to certain transfer restrictions, each as more fully described in the Partnership Agreement.

Furthermore, NorthStar Realty and NorthStar Healthcare may also be required to contribute additional capital to the Partnership on a pro rata basis in accordance with their percentage interests in amounts not to exceed 10% of their respective initial capital contributions.

The foregoing description of the Purchase Agreement, including the Partnership Agreement which is attached as Exhibit A to the Purchase Agreement, does not purport to be complete and is subject to, and qualified in its entirety by, the Purchase Agreement that is filed as Exhibit 10.1 to this Current Report on Form 8-K, which agreement is incorporated herein by reference.

The foregoing description of the Merger Agreement, dated as of August 5, 2014 (the "Merger Agreement"), among NorthStar Realty, Griffin-American, NRF Healthcare Subsidiary, LLC, NRF OP Healthcare Subsidiary, LLC, Griffin-American and Griffin-American Healthcare REIT II Holdings, LP does not purport to be complete and is subject to, and qualified in its entirety by, the Merger Agreement filed as Exhibit 2.1to NorthStar Realty's Current Report on Form 8-K, filed with the SEC on August 5, 2014.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Number	Description
10.1	Purchase and Sale Agreement, dated as of October 22, 2014, by and between NorthStar Realty Finance Corp., and NorthStar Healthcare Income, Inc., including as Exhibit A the Form Partnership Agreement of Healthcare GA Holdings, General Partnership

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, the conditions to completion of the Merger may not be satisfied and the Merger may not be completed on the terms set forth in the Merger Agreement or at all, including NorthStar Realty’s ability to borrow in the Merger in the amount or manner expected or at all, NorthStar Healthcare’s ability to complete the acquisition of the Portfolio Interest on the terms set forth in the Purchase Agreement or at all, the impact to NorthStar Healthcare of any actions taken by NorthStar Realty regarding the Portfolio or the Partnership’s borrowings, the amount and timing of any capital expenditures, the impact of any transfer restrictions, the impact of any losses from properties in the Portfolio on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the availability of investment opportunities, the availability of capital, the ability to achieve targeted returns, changes to generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare’s Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the SEC. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: October 23, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **November 5, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(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 (see General Instruction A.2. below):

☐ 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))

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 5, 2014, the Board of Directors (the “Board”) of NorthStar Healthcare Income, Inc. (“NorthStar Healthcare”) appointed Ronald J. Jeanneault as Chief Executive Officer and President of NorthStar Healthcare. Prior to this appointment, Mr. Jeanneault, 46, served as NorthStar Healthcare's Executive Vice President and Head of Asset Management since March 2012. Mr. Jeanneault has also served as Executive Vice President of NorthStar Asset Management Group Inc. (the "Sponsor") since July 2014 and as Executive Vice President and Head of Asset Management of the entity through which NorthStar Realty Finance Corp. operates its healthcare business since March 2012. Mr. Jeanneault began his career by operating a national rehabilitation center with New Medico Health System and gained firsthand knowledge working on-site at a facility. Prior to joining NorthStar Healthcare, from June 1999 until January 2012, Mr. Jeanneault held numerous executive leadership roles with Sunrise Senior Living, Inc. and most recently served as Senior Vice President and Co-Head of Operations. He also spent a number of years at a Johns Hopkins Medical Institution where he ran outpatient programs and developed community based programs for medically fragile children. From July 1994 to June 1999, Mr. Jeanneault was the Director of Residential and Outpatient Programs for the Kennedy Krieger Institute at the Johns Hopkins Medical Institutions. Prior to 1994, Mr. Jeanneault spent four years with New Medico Health System, a private and for profit post-acute provider of brain injury rehabilitation services as the Vice President of Operations. Mr. Jeanneault received his Bachelor of Arts degree from the University of Massachusetts.

Concurrently with Mr. Jeanneault’s appointment, James F. Flaherty III was elected to serve as Vice Chairman of the Board and no longer serves as NorthStar Healthcare’s Chief Executive Officer and President, effective on November 5, 2014. Mr. Flaherty will continue to provide investment and other services to NorthStar Healthcare as a member of the investment committees of NSAM J-NSHC Ltd, NorthStar Healthcare's advisor, and the Sponsor, in relation to healthcare investments.

SIGNATURE

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.

NorthStar Healthcare Income, Inc.

Date: November 12, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 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): **December 3, 2014**

NorthStar Healthcare Income, Inc.

(Exact name of registrant as specified in its charter)

Maryland	**000-55190**	**27-3663988**
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

399 Park Avenue, 18th Floor, New York, NY	**10022**
(Address of principal executive offices)	(Zip Code)

(212) 547-2600

(Registrant's telephone number, including area code)

N/A

(Former name or former address, if changed since last report.)

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☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Item 1.01. Entry into a Material Definitive Agreement.

The information included in Item 2.01 below related to the U.S. Loan Agreements and the U.K. Loan Agreement (each as defined below) is incorporated by reference into this Item 1.01.

Item 2.01. Completion of Acquisition or Disposition of Assets.

On December 3, 2014, NorthStar Realty Finance Corp. ("NorthStar Realty") completed its acquisition of Griffin-American Healthcare REIT II, Inc., a Maryland corporation ("Griffin-American"), pursuant to the Agreement and Plan of Merger, dated as of August 5, 2014 (the "Merger Agreement"), by and among NorthStar Realty, Griffin-American, Griffin-American Healthcare REIT II Holdings, LP, a Delaware limited partnership ("Griffin-American Operating Partnership"), NRF Healthcare Subsidiary, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of NorthStar Realty ("Merger Sub") and NRF OP Healthcare Subsidiary, LLC, a Delaware limited liability company and direct wholly-owned subsidiary of Merger Sub ("Partnership Merger Sub"). Pursuant to the Merger Agreement, Griffin-American was merged with and into Merger Sub (the "Parent Merger") and Partnership Merger Sub was merged with and into Griffin-American Operating Partnership (the "Partnership Merger" and, together with the Parent Merger, the "Merger"), with Merger Sub continuing as the surviving entity of the Parent Merger and Griffin-American Operating Partnership (which has been renamed Healthcare GA Operating Partnership-T, LP) (the "GA Operating Partnership") continuing as the surviving entity of the Partnership Merger.

Pursuant to the Merger Agreement, the Parent Merger became effective upon the filing of the Articles of Merger with the State Department of Assessments and Taxation of Maryland and the filing of a certificate of merger with the Secretary of the State of Delaware and the Partnership Merger became effective upon the filing of a certificate of merger with the Secretary of State of the State of Delaware, each with an effective date of December 3, 2014. The assets acquired in the Merger include 295 healthcare real estate properties (the "Portfolio").

At the effective time of the Parent Merger, each share of issued and outstanding Griffin-American common stock was converted into the right to receive $7.75 cash and 0.2071 shares of NorthStar Realty's common stock (the "Merger Consideration") and at the effective time of the Partnership Merger, each issued and outstanding limited partnership unit of Griffin-American Operating Partnership also converted into the right to receive the Merger Consideration. No fractional shares were issued in the Merger, and cash was paid in lieu thereof. NorthStar Realty issued approximately 60.82 million shares of its common stock in connection with the Merger. Based on the volume weighted average price of NorthStar Realty's common stock during the ten-trading day period ending December 1, 2014, the aggregate value of the Merger Consideration, including debt repaid at closing, was approximately $4.0 billion.

As previously disclosed, on October 22, 2014, NorthStar Healthcare Income, Inc. ("NorthStar Healthcare") entered into a Purchase and Sale Agreement (the "Purchase Agreement") with NorthStar Realty pursuant to which NorthStar Healthcare agreed to acquire an equity interest (the "Portfolio Interest") in the Portfolio previously held by Griffin-American upon completion of the Merger. In connection with the Merger, NorthStar Healthcare acquired the Portfolio Interest of approximately 14% for $188.0 million in cash (including a pro rata share of transaction costs). NorthStar Healthcare's board of directors approved an increase in the size of the equity investment in the Portfolio from $100.0 million to up to $200.0 million on December 2, 2014.

NorthStar Healthcare and NorthStar Realty hold their interests in the Portfolio through a general partnership (the "GA General Partnership") on a pari passu basis, over which NorthStar Realty has day-to-day control of the management. NorthStar Realty is externally managed by a subsidiary of NorthStar Asset Management Group Inc., NorthStar Healthcare's sponsor and the parent of NorthStar Healthcare's advisor. Pursuant to the partnership agreement of the GA General Partnership, NorthStar Healthcare has the right to consent to certain major decisions by the GA General Partnership and the Portfolio Interest is subject to certain transfer restrictions.

In connection with the Merger and the acquisition of the Portfolio Interest, on December 3, 2014, various indirect subsidiaries of the GA General Partnership entered into (either as borrowers or guarantors): (i) a mortgage loan agreement and three mezzanine loan agreements (collectively, the "U.S. Loan Agreements") pursuant to which Citigroup Global Markets Realty Corp., JPMorgan Chase Bank, National Association, Barclays Bank PLC, and Column Financial, Inc. funded term loans in the aggregate amount of approximately $2.6 billion (collectively, the "U.S. Loan") and (ii) a term loan facility agreement (the "U.K. Loan Agreement") pursuant to which Credit Suisse AG, London Branch funded an approximately £223.8 million term loan (the "U.K. Loan").

The terms of the U.S. Loan include, without limitation, the following: (i) no amortization; (ii) a fixed rate component of approximately $1.8 billion with a weighted average interest rate of 4.576% per annum; (iii) a floating rate component of $892.0

million with a weighted average interest rate of one month LIBOR plus 3.10% (the "U.S. Floating Rate"); (iv) a term of five years for the fixed rate component; (v) a term of two years for the floating rate component, with three one-year extension options subject to the satisfaction of certain conditions precedent and an increase of 0.25% in the interest rate upon exercise of the second extension option; (vi) restrictions on prepayment and sales of assets; (vii) the creation of reserves to pay for certain ongoing expenses associated with the secured properties; (viii) the establishment of a cash management system with respect to the secured properties; and (ix) customary representations and warranties, affirmative and negative covenants and events of default. Both the fixed and floating rate components may be prepaid, subject to certain restrictions, as more fully described in the U.S. Loan Agreements. In the event the GA General Partnership determines to prepay any of the U.S. Loan, such prepayment shall be first applied to the floating rate component. Although recourse for repayment of the U.S. Loan is generally limited to the GA Operating Partnership's U.S. assets, NorthStar Realty Healthcare, LLC, an indirect wholly-owned subsidiary of NorthStar Realty ("NRH"), provided a "non-recourse carveout" guaranty and is required to maintain a minimum net worth of $400.0 million. The borrowers under the U.S. Loan have purchased a two-year interest rate "cap" with respect to the U.S. Floating Rate with a one-month LIBOR "strike rate" of 4.75%. In accordance with certain "flex" procedures in connection with the securitization and syndication of the U.S. Loan, the interest rates on the U.S. Loan may be increased and the interest rates may also be decreased if the GA General Partnership "buys down" those rates with the consent of the lenders.

The terms of the U.K. Loan include, without limitation, the following: (i) required amortization payments equal to 1.0% of the original loan amount during each year of the term of the U.K. Loan, payable in four equal quarterly installments on each quarterly interest payment date; (ii) a term of three years, with two one-year extension options, subject to the satisfaction of certain conditions; (iii) restrictions on sales of assets; (iv) the creation of reserves to pay for certain ongoing expenses associated with the secured properties; (v) the establishment of a cash management system with respect to the secured properties; and (vi) customary representations and warranties, affirmative and negative covenants and events of default. The annual interest rate on the U.K. Loan is three-month LIBOR plus 4.25% (the "U.K. Interest Rate"). Although recourse for repayment of the U.K. Loan is generally limited to the GA Operating Partnership's U.K. and Jersey subsidiaries, NRH provided a "non-recourse carveout" guaranty, similar to the non-recourse carveout guaranty for the U.S. Loan and is required to maintain a minimum net worth of $100.0 million. The borrowers under the U.K. Loan intend to purchase a three-year interest rate "cap" with respect to the U.K. Interest Rate with a three-month LIBOR "strike rate" of 2.50%.

The foregoing description of the Partnership Agreement does not purport to be complete and is subject to, and qualified in its entirety by, reference to the full text of the Partnership Agreement, filed as Exhibit 10.1 hereto and incorporated by reference herein.

The foregoing description of the Merger Agreement does not purport to be complete and is subject to, and qualified in its entirety by, the Merger Agreement filed as Exhibit 2.1 to NorthStar Realty's Current Report on Form 8-K, filed with the SEC on August 5, 2014.

The foregoing descriptions of the U.S. Loan Agreements and the U.K. Loan Agreement do not purport to be complete and are qualified in their entirety by reference to the full text of the U.S. Loan Agreements and the U.K. Loan Agreement, filed as Exhibits 10.1, 10.2, 10.3, 10.4 and 10.5 hereto and incorporated by reference herein.

The financial statements listed under Item 9.01(a) are filed as part of this Current Report on Form 8-K. Also included in this filing as Exhibit 99.3 and 99.4 are Griffin-American's Results of Operations for the periods described in Item 9.01(a) below, and included as Exhibit 99.5 is the pro forma financial information described in Item 9.01(b) below, respectively.

Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.

The information included in Item 2.01 above related to the U.S. Loan Agreements and the U.K. Loan Agreement is incorporated by reference into this Item 2.03.

Item 9.01. Financial Statements and Exhibits.

(a) Financial Statements.

Audited consolidated financial statements of Griffin-American comprised of consolidated balance sheets as of December 31, 2013 and 2012 and the related consolidated statements of operations and comprehensive income (loss), equity and cash flows for each of the three years in the period ended December 31, 2013, the notes related thereto, the financial statement schedule for the year ended December 31, 2013 and the Report of the Independent Registered Public Accounting Firm, attached as Exhibit 99.1 hereto.

Unaudited condensed consolidated financial statements of Griffin-American comprised of a condensed consolidated balance sheet as of September 30, 2014, the condensed consolidated statements of operations and comprehensive income for the three and nine months ended September 30, 2014 and 2013, the condensed consolidated statements of equity for the nine months ended September 30, 2014 and the condensed consolidated statements of cash flows for the nine months ended September 30, 2014 and 2013 and the notes related thereto are attached as Exhibit 99.2 hereto.

(b) Pro Forma Financial Information.

The following unaudited pro forma condensed consolidated financial information of NorthStar Healthcare and its subsidiaries, giving effect to the Merger and the acquisition of the Portfolio Interest, is included in Exhibit 99.5 hereto:

- Unaudited Pro Forma Condensed Consolidated Statement of Operations of NorthStar Healthcare Income, Inc. and subsidiaries for the nine months ended September 30, 2014.

- Unaudited Pro Forma Condensed Consolidated Statement of Operations of NorthStar Healthcare Income, Inc. and subsidiaries for the year ended December 31, 2013.

- Unaudited Pro Forma Condensed Consolidated Balance Sheet of NorthStar Healthcare Income, Inc. and subsidiaries as of September 30, 2014.

- Notes to Unaudited Pro Forma Condensed Consolidated Financial Statements of NorthStar Healthcare Income, Inc. and subsidiaries.

(d) Exhibits.

Exhibit No.	Description
10.1	Loan Agreement dated as of December 3, 2014, among the Borrowers party thereto, as borrowers, and Citigroup Global Markets Realty Corp., JPMorgan Chase Bank, National Association, Barclays Bank PLC and Column Financial, Inc., as lenders.
10.2	Facility Agreement, dated as of December 3, 2014, among GA HC REIT II CH U.K. Senior Housing Portfolio Limited (as Original Borrower upon its accession in accordance with the terms thereof), the Original Borrower and certain of its subsidiaries (as Original Guarantors upon their accession in accordance with the terms thereof), NorthStar Realty Healthcare, LLC (as Indemnitor) and arranged by Credit Suisse AG, London Branch (as Mandated Lead Arranger and Original Lender), with Elavon Financial Services Limited as Agent, and U.S. Bank Trustees Limited as Security Agent.
10.3	Mezzanine A Loan Agreement dated as of December 3, 2014, among HC Mezz 1-T, LLC, Glenwood Owner MB1-T, LLC, Glenwood Ops MB2-T, LLC, MA Owner MB1-T, LLC, MA Ops MB2-T, LLC, CCRC Owner MB1-T, LLC and CCRC Ops MB2-T, LLC, as borrowers, and Citigroup Global Markets Realty Corp., JPMorgan Chase Bank, National Association, Barclays Bank PLC and Column Financial, Inc., as lenders.
10.4	Mezzanine B Loan Agreement dated as of December 3, 2014, among HC Mezz 2-T, LLC, Glenwood Owner MB2-T, LLC, Glenwood Ops MB3-T, LLC, MA Owner MB2-T, LLC, MA Ops MB3-T, LLC, CCRC Owner MB2-T, LLC and CCRC Ops MB3-T, LLC, as borrowers, and Citigroup Global Markets Realty Corp., JPMorgan Chase Bank, National Association, Barclays Bank PLC and Column Financial, Inc., as lenders.
10.5	Mezzanine C Loan Agreement dated as of December 3, 2014, among HC Mezz 3-T, LLC, Glenwood Owner MB3-T, LLC, Glenwood Ops MB4-T, LLC, MA Owner MB3-T, LLC, MA Ops MB4-T, LLC, CCRC Owner MB3-T, LLC and CCRC Ops MB4-T, LLC, as borrowers, and Citigroup Global Markets Realty Corp., JPMorgan Chase Bank, National Association, Barclays Bank PLC and Column Financial, Inc., as lenders.
99.1	Audited consolidated financial statements of Griffin-American Healthcare REIT II, Inc. as of December 31, 2013 and December 31, 2012 and for each of the three years in the period ended December 31, 2013, the notes related thereto, the financial statement schedule for the year ended December 31, 2013 and the Report of the Independent Registered Public Accounting Firm, from its Annual Report on Form 10-K for the year ended December 31, 2013
99.2	Unaudited condensed consolidated financial statements of Griffin-American Healthcare REIT II, Inc. for the three and nine months ended September 30, 2014 and 2013 and the notes related thereto, from its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014
99.3	Results of Operations of Griffin-American Healthcare REIT II, Inc. for the three years ended December 31, 2013 from its Annual Report on Form 10-K for the year ended December 31, 2013
99.4	Results of Operations of Griffin-American Healthcare REIT II, Inc. for the three and nine months ended September 30, 2014 and 2013 from its Quarterly Report on Form 10-Q for the quarter ended September 30, 2014
99.5	Unaudited Pro Forma Financial Information of NorthStar Healthcare Income, Inc.

Safe Harbor Statement

This Current Report on Form 8-K contains certain “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements are generally identifiable by use of forward-looking terminology such as “will” “expects,” “intends,” or other similar words or expressions. These statements are based on NorthStar Healthcare’s current expectations and beliefs and are subject to a number of trends and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements; NorthStar Healthcare can give no assurance that its expectations will be attained. Forward-looking statements are necessarily speculative in nature, and it can be expected that some or all of the assumptions underlying any forward-looking statements will not materialize or will vary significantly from actual results. Variations of assumptions and results may be material. Factors that could cause actual results to differ materially from NorthStar Healthcare’s expectations include, but are not limited to, the impact to NorthStar Healthcare of any actions taken by NorthStar Realty regarding the Portfolio or the Partnership’s borrowings, the amount and timing of any capital expenditures, the impact of any transfer restrictions, the impact of any losses from properties in the Portfolio on cash flows and returns, market rental rates and property level cash flows, changes in economic conditions generally and the real estate and debt markets specifically, the impact of local economics, the availability of investment opportunities, the availability of capital, the ability to achieve targeted returns, changes to generally accepted accounting principles, policies and rules applicable to REITs and the factors described in Part I, Item 1A of NorthStar Healthcare's Annual Report on Form 10-K for the fiscal year ended December 31, 2013 and in its other filings with the SEC. The foregoing list of factors is not exhaustive. All forward-looking statements included in this Current Report on Form 8-K are based upon information available to NorthStar Healthcare on the date of this report and NorthStar Healthcare is under no duty to update any of the forward-looking statements after the date of this report to conform these statements to actual results.

SIGNATURE

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

NorthStar Healthcare Income, Inc.

Date: December 9, 2014

By: /s/ Ronald J. Lieberman

Ronald J. Lieberman

Executive Vice President, General Counsel and Secretary

EXHIBIT INDEX

Exhibit No.	Description
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