

Opko Health, Inc.
Form 4
November 13, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
FROST PHILLIP MD ET AL

(Last) (First) (Middle)

OPKO HEALTH, INC., 4400
BISCAYNE BLVD.

(Street)

MIAMI, FL 33137

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Opko Health, Inc. [OPK]

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

11/12/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

CEO & Chairman

6. Individual or Joint/Group Filing(Check
Applicable Line)

☐ Form filed by One Reporting Person
☒ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)	Price		
			Code	V	Amount		
Common Stock	11/12/2014		M		210,821	A	\$ 0.0019
					144,303,629	I	See Footnote (1)
Common Stock	11/12/2014		P		200	A	\$ 8.359
					144,303,829	I	See Footnote (1)
Common Stock	11/12/2014		P		663	A	\$ 8.3597
					144,304,492	I	See Footnote (1)

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Common Stock	11/12/2014	P	4,137	A	\$ 8.36	144,308,629	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	750	A	\$ 8.365	144,309,379	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	744	A	\$ 8.3675	144,310,123	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	9,506	A	\$ 8.37	144,319,629	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	852	A	\$ 8.375	144,320,481	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	600	A	\$ 8.3775	144,321,081	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	100	A	\$ 8.379	144,321,181	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	9,648	A	\$ 8.38	144,330,829	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	1,400	A	\$ 8.385	144,332,229	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	500	A	\$ 8.3875	144,332,729	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	100	A	\$ 8.389	144,332,829	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	300	A	\$ 8.3897	144,333,129	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	24,268	A	\$ 8.39	144,357,397	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	400	A	\$ 8.395	144,357,797	I	See Footnote <u>(1)</u>
Common Stock	11/12/2014	P	200	A	\$ 8.3975	144,357,997	I	See Footnote

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Common Stock	11/12/2014	P	11,432	A	\$ 8.4	144,369,429	I	(1) See Footnote (1)
Common Stock	11/12/2014	P	100	A	\$ 8.405	144,369,529	I	See Footnote (1)
Common Stock	11/12/2014	P	100	A	\$ 8.4075	144,369,629	I	See Footnote (1)
Common Stock	11/12/2014	P	800	A	\$ 8.41	144,370,429	I	See Footnote (1)
Common Stock	11/12/2014	P	1,000	A	\$ 8.42	144,371,429	I	See Footnote (1)
Common Stock						15,490,546	I	See Footnote (2)

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

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount of Underlying Securities Number of Shares
Warrant (Right to Buy)	\$ 0.0019	11/12/2014		M	210,821	05/08/2008 12/08/2014	Common Stock 210,821

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

FROST PHILLIP MD ET AL
OPKO HEALTH, INC.
4400 BISCAYNE BLVD.
MIAMI, FL 33137

X X CEO & Chairman

Frost Gamma Investments Trust
4400 BISCAYNE BLVD.
MIAMI, FL 33137

X

Signatures

Phillip Frost, M.D., Individually and as
Trustee

11/13/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

(2) These securities are owned directly by The Frost Group, LLC. Frost Gamma Investments Trust is a principal member of The Frost Group, LLC. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

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

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