
**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 28, 2013

OPKO Health, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other
Jurisdiction of
Incorporation)

001-33528
(Commission
File Number)

75-2402409
(IRS Employer
Identification No.)

**4400 Biscayne Blvd.
Miami, Florida 33137**

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

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))
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Item 2.01. Completion of Acquisition or Disposition of Assets.

On August 29, 2013, OPKO Health, Inc. (the “Company” or “OPKO”) completed its previously announced acquisition of PROLOR Biotech, Inc. (“PROLOR”), pursuant to an Agreement and Plan of Merger, dated as of April 23, 2013 (the “Merger Agreement”), by and among OPKO, POM Acquisition, Inc., a wholly owned subsidiary of OPKO (“POM”), and PROLOR. Under the terms of the Merger Agreement, POM merged with and into PROLOR (the “Merger”), with PROLOR surviving as a wholly owned subsidiary of OPKO.

At the effective time of the Merger (the “Effective Time”), each outstanding share of PROLOR’s common stock, par value \$0.00001 per share (the “PROLOR Common Stock”), other than shares of PROLOR Common Stock held by OPKO, POM, PROLOR or any wholly-owned subsidiary of OPKO or PROLOR, which were cancelled and retired immediately prior to the Effective Time, was converted into the right to receive 0.9951 of a share (the “Exchange Ratio”) of common stock, par value \$0.01 per share, of OPKO (the “OPKO Common Stock”). No fractional shares of OPKO Common Stock will be issued to PROLOR stockholders in connection with the Merger. Instead, a PROLOR stockholder who would otherwise be entitled to a fractional share (after taking into account all certificates delivered by such stockholder) will receive one full share of OPKO Common Stock in lieu of such fractional share.

At the Effective Time, each outstanding option to purchase shares of PROLOR Common Stock (each, a “PROLOR Stock Option”) that was outstanding and unexercised immediately prior to the Effective Time, whether or not vested, was converted into an option to purchase OPKO Common Stock and was assumed by OPKO in accordance with the terms of the applicable PROLOR equity incentive plan and the terms of the contract evidencing such PROLOR Stock Option. The number of shares of OPKO Common Stock subject to each assumed PROLOR Stock Option was adjusted to an amount equal to the product of (a) the number of shares of PROLOR Common Stock subject to such PROLOR Stock Option immediately before the Effective Time and (b) the Exchange Ratio, rounded down to the nearest whole share. The per share exercise price for shares of OPKO Common Stock under each assumed PROLOR Stock Option was adjusted to a price equal to the quotient of (a) the per share exercise price of such PROLOR Stock Option and (b) the Exchange Ratio, rounded up to the nearest whole cent. In addition, pursuant to the stock option agreements governing the outstanding PROLOR Stock Options, each PROLOR Stock Option, except those subject to the waiver agreements described below, became fully vested and exercisable upon the consummation of the Merger. Dr. Abraham Havron, Shai Novik and Eyal Fima, executive officers of PROLOR, or its subsidiaries, immediately before the Effective Time, each executed waiver agreements with PROLOR whereby they waived their right to acceleration of the vesting of the PROLOR Stock Options that were granted to each of them in February 2013.

At the Effective Time, each warrant to purchase shares of PROLOR Common Stock (each, a “PROLOR Warrant”) that was outstanding and unexercised immediately prior to the Effective Time, whether or not exercisable at such time, was converted into a warrant to purchase OPKO Common Stock and OPKO assumed such warrant in accordance with the terms thereof. The number of shares of OPKO Common Stock subject to each assumed PROLOR Warrant was adjusted to an amount equal to the product of (a) the number of shares of PROLOR Common Stock subject to such PROLOR Warrant immediately before the Effective Time and (b) the Exchange Ratio, rounded up to the nearest whole share. The per share exercise price for shares of OPKO Common Stock under each assumed PROLOR Warrant was adjusted to a price equal to the quotient of (a) the per share exercise price of such PROLOR Warrant and (b) the Exchange Ratio, rounded up to the nearest whole cent.

Certain of OPKO’s directors, executive officers and stockholders are former directors and stockholders of PROLOR. Phillip Frost, M.D., who served as Chairman of the Board of Directors of PROLOR and was a greater than 5% stockholder of PROLOR until the Effective Time, is OPKO’s Chairman and Chief Executive Officer and a greater than 5% stockholder of OPKO. Jane H. Hsiao, Ph.D., M.B.A., who was a stockholder of PROLOR and a member of the Board of Directors of PROLOR until the Effective Time, is OPKO’s Vice Chairman of its Board of Directors and Chief Technical Officer and a greater than 5% stockholder of OPKO. Steven D. Rubin, who was a stockholder of PROLOR until the Effective Time and is a member of the Board of Directors of PROLOR, is OPKO’s Executive Vice

President – Administration, a member of the Board of Directors of OPKO, and a less than 5% stockholder of OPKO. The Board of Directors of each of PROLOR and OPKO (with the directors noted above abstaining) approved the Merger and the Merger Agreement.

Based on the number of shares of PROLOR Common Stock, PROLOR Stock Options, and PROLOR Warrants outstanding at the Effective Time, OPKO is expected to issue an aggregate of approximately 71.5 million shares of OPKO Common Stock to the former holders of PROLOR Common Stock, PROLOR Stock Options and PROLOR Warrants in consideration for their shares of PROLOR Common Stock, PROLOR Stock Options and PROLOR Warrants.

The foregoing description of the Merger Agreement and Merger is not complete and is qualified in its entirety by reference to the Merger Agreement, which was included as Annex A to OPKO's proxy statement/prospectus filed with the Securities and Exchange Commission (the "SEC") on July 24, 2013, and is incorporated herein by reference.

A copy of the press release dated August 29, 2013 announcing the completion of the Merger is attached hereto as Exhibit 99.1, and is incorporated herein by reference.

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

On August 28, 2013, OPKO held its 2013 Annual Meeting of Stockholders (the "Annual Meeting"). Below is a summary of the proposals and corresponding votes.

1. All ten nominees were elected to the Board of Directors with each director receiving votes as follows:

<u>Election of Directors</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
Phillip Frost, M.D.	257,472,927	4,403,251	48,230,062
Jane H. Hsiao, Ph.D.	249,537,233	12,338,945	48,230,062
Steven D. Rubin	254,441,417	7,434,761	48,230,062
Robert A. Baron	261,248,548	627,630	48,230,062
Thomas E. Beier	256,115,008	5,761,170	48,230,062
Dmitry Kolosov	261,498,912	377,266	48,230,062
Richard A. Lerner, M.D.	261,463,697	412,481	48,230,062
John A. Paganelli	256,086,168	5,790,010	48,230,062
Richard C. Pfenniger, Jr.	259,959,159	1,917,019	48,230,062
Alice Lin-Tsing Yu, M.D., Ph.D.	252,506,826	9,369,352	48,230,062

2. The stockholders voted to approve an amendment to the OPKO Health, Inc. 2007 Equity Incentive Plan (the "2007 Plan") to increase the aggregate number of shares of OPKO Common Stock authorized for issuance pursuant to the 2007 Plan from 35 million shares to 55 million shares as disclosed in the Company's Proxy Statement for the Annual Meeting. The votes on the OPKO Plan Amendment Proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Vote</u>
255,442,617	6,250,878	182,683	48,230,062

The amendment to the 2007 Plan is attached hereto as Exhibit 10.1.

3. The stockholders voted to approve an amendment to the Company's amended and restated certificate of incorporation to increase the authorized number of shares of OPKO Common Stock that OPKO may issue from 500 million shares to 750 million shares as disclosed in the Company's Proxy Statement for the Annual Meeting. The votes on the OPKO Authorized Share Increase Proposal were as follows:

For	Against	Abstain	Broker Non-Vote
302,702,274	6,346,450	527,960	529,556

The amendment to the Company's amended and restated certificate of incorporation is attached hereto as Exhibit 3.1.

4. The stockholders voted to approve the issuance of shares of OPKO Common Stock and other securities exercisable for shares of OPKO Common Stock to the stockholders of PROLOR, in connection with the transactions contemplated by the Merger Agreement for the purpose of facilitating the merger of POM with and into PROLOR as disclosed in the Company's Proxy Statement for the Annual Meeting. The votes on the OPKO Share Issuance Proposal were as follows:

For	Against	Abstain	Broker Non-Vote
258,422,270	3,305,353	148,555	48,230,062

5. The stockholders voted to approve the adjournment of the OPKO Annual Meeting, if necessary, to solicit additional proxies if there were not sufficient votes in favor of the foregoing proposals as disclosed in the Company's Proxy Statement for the Annual Meeting. The votes on the Adjournment Proposal were as follows:

For	Against	Abstain	Broker Non-Vote
301,906,431	7,730,917	468,885	0

No other matters were considered or voted upon at the Annual Meeting.

ITEM 8.01. Other Events.

Litigation Matters

As previously disclosed, six putative class action lawsuits have been filed in connection with the Merger: (1) Peter Turkell v. PROLOR Biotech, Inc., et al. (Case No. A-13-680860-B), filed April 29, 2013 in the Eighth Judicial District Court in and for Clark County, Nevada; (2) Floyd A. Fried v. PROLOR Biotech, Inc., et al., (Case No. A-13-681060), filed May 1, 2013 in the Eighth Judicial District Court in and for Clark County, Nevada; (3) Marc Henzel v. PROLOR Biotech, Inc., et al. (Case No. A-13-681020-C), filed May 1, 2013, in the Eighth Judicial District Court in and for Clark County, Nevada; (4) Bradford W. Baer, et al., v. PROLOR Biotech, Inc. et al. (Case No. A-13-681218-B, filed May 3, 2013 in the Eighth Judicial District Court in and for Clark County, Nevada; (5) James Hegarty v. PROLOR Biotech, Inc., et al. (Case No. A-13-681250-C), filed May 6, 2013 in the Eighth Judicial District Court in and for Clark County, Nevada; and (6) Jorge L. Salas, et al. v. PROLOR Biotech, Inc., et al. (Case No. A-13-681279-C), filed May 6, 2013 in the Eighth Judicial District Court in and for Clark County, Nevada.

As previously disclosed, these six lawsuits were consolidated into a single action which names PROLOR, the members of PROLOR's Board of Directors, OPKO, and POM as defendants. The consolidated lawsuit is brought by purported holders of PROLOR's Common Stock, both individually and on behalf of a putative class of PROLOR's stockholders, alleging that PROLOR's Board of Directors breached its fiduciary duties in connection with the Merger by purportedly failing to maximize stockholder value, that PROLOR and its Board of Directors failed to disclose material information to PROLOR's stockholders, and that OPKO and POM aided and abetted the alleged breaches of fiduciary duty. The lawsuit seeks monetary damages, including increased consideration to PROLOR's stockholders, equitable relief, including, among other things, rescission of the Merger Agreement along with rescissory damages, and an award of all costs, including reasonable attorneys' fees.

Plaintiffs filed a motion seeking to enjoin the vote of the PROLOR stockholders to approve the Merger. By Order dated August 27, 2013, the court denied plaintiffs' motion for preliminary injunction.

OPKO believes that the claims made in these lawsuits are without merit and intends to defend such claims vigorously; however, there can be no assurance that OPKO will prevail in its defense of the

consolidated lawsuit. Further, additional claims beyond those that have already been filed may be brought by the current plaintiffs or by others in an effort to rescind the Merger Agreement and/or to seek monetary relief from OPKO. An unfavorable resolution of any such litigation surrounding the Merger could result in a substantial award of monetary damages and/or rescission of the Merger Agreement. In addition, the cost of defending the litigation, even if resolved favorably, could be substantial. Such litigation could also substantially divert the attention of OPKO's management and its resources in general. Due to the preliminary nature of the consolidated lawsuit, OPKO is not able at this time to estimate its outcome.

Convertible Notes Matters

On August 30, 2013, OPKO announced that its 3.0% Convertible Senior Notes due 2033 are convertible by holders of such notes through September 6, 2013. A copy of the press release dated August 30, 2013 announcing the triggering of the conversion right is attached hereto as Exhibit 99.2, and is incorporated herein by reference.

ITEM 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired

The required financial statements will be filed on Form 8-K/A as soon as practicable, but not later than 71 calendar days after the date of this Form 8-K.

(b) Pro Forma Financial Information

The required pro forma information will be filed on Form 8-K/A as soon as practicable, but not later than 71 calendar days after the date of this Form 8-K.

(d) Exhibits

- | | |
|------|--|
| 3.1 | Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation. |
| 10.1 | Amendment to the OPKO Health, Inc. 2007 Equity Incentive Plan. |
| 99.1 | Press release of OPKO and PROLOR, dated August 29, 2013. |
| 99.2 | Press release of OPKO, dated August 30, 2013. |

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.

OPKO Health, Inc.

Date: August 30, 2013

By /s/ Adam Logal

Name: Adam Logal

Title: Vice President of Finance; Chief Accounting Officer &
Treasurer

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to the Company's Amended and Restated Certificate of Incorporation.
10.1	Amendment to the OPKO Health, Inc. 2007 Equity Incentive Plan.
99.1	Press release of OPKO and PROLOR, dated August 29, 2013.
99.2	Press release of OPKO, dated August 30, 2013.

**CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OPKO HEALTH, INC.**

OPKO Health, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is OPKO Health, Inc. (the “Corporation”).

SECOND: The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware on November 18, 1991.

THIRD: An Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”) was filed with the Secretary of State of the State of Delaware on June 8, 2007.

FOURTH: At a regular meeting of the Board of Directors of the Corporation held on June 14, 2013, the Board of Directors adopted and approved an amendment to the Certificate of the Corporation that increased the Corporation’s authorized shares of common stock.

FIFTH: At the Annual Meeting of the Stockholders of the Corporation held on August 28, 2013, the Stockholders adopted and approved an amendment to the Certificate of the Corporation that increased the Corporation’s authorized shares of common stock.

SIXTH: The Certificate is hereby amended by deleting the first sentence in Paragraph 4.1 of Article IV, in its entirety and inserting the following in lieu thereof:

“The total number of shares of capital stock which the Corporation shall have authority to issue is Seven Hundred and Sixty Million (760,000,000) shares, consisting of: Seven Hundred and Fifty Million (750,000,000) shares of common stock, par value \$0.01 per share (the “Common Stock”), and Ten Million (10,000,000) shares of preferred stock, par value \$0.01 per share (the “Preferred Stock”).”

SEVENTH: This Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware and has been approved in accordance with Section 222 of the General Corporation Law of the State of Delaware. The necessary number of shares as required by statute were voted in favor of the amendment.

[Signature on following page]

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 29th day of August, 2013.

By: /s/ Steven D. Rubin

Name: Steven D. Rubin

Title: Executive Vice President - Administration

**AMENDMENT TO THE
OPKO HEALTH, INC.
2007 EQUITY INCENTIVE PLAN**

This Amendment (this “Amendment”) to the 2007 Equity Incentive Plan (the “2007 Plan”) of OPKO Health, Inc., a Delaware corporation (the “Company”), is made effective as of August 28, 2013. Unless otherwise specifically defined herein, each capitalized term used herein shall have the meaning afforded such term under the 2007 Plan.

WHEREAS, at a duly noticed meeting of the Board of Directors of the Company (the “Board of Directors”) held on June 14, 2013, the Board of Directors determined it to be in the best interests of the Company to amend the 2007 Plan to increase the aggregate number of shares of common stock, par value \$0.01 per share, of the Company authorized for issuance thereunder from thirty-five million (35,000,000) shares of Company common stock to fifty-five million (55,000,000) shares of Company common stock; and

WHEREAS, at the Company’s 2013 annual meeting of stockholders held on August 28, 2013, the Company’s stockholders approved the increase in the number of shares of Company common stock authorized for issuance under the 2007 Plan from thirty-five million (35,000,000) shares of Company common stock to fifty-five million (55,000,000) shares of Company common stock.

NOW, THEREFORE, be it resolved that the 2007 Plan is hereby amended as follows:

Stock Subject to Plan. Section 5.1 of the 2007 Plan shall be amended to authorize fifty-five million (55,000,000) shares of Company common stock for issuance as awards under the 2007 Plan.

Date of Amendment. To record the adoption of this Amendment to the 2007 Plan by the Board of Directors as of June 14, 2013, and the approval by the Company’s stockholders of this Amendment effective as of August 28, 2013, the Company has caused its authorized officer to execute the same as of the date first set forth above.

OPKO HEALTH, INC.

By: /s/ Steven D. Rubin

Steven D. Rubin

Executive Vice President - Administration



OPKO COMPLETES ACQUISITION OF PROLOR BIOTECH

Miami, Florida and Nes-Ziona, Israel, August 29, 2013 — OPKO Health, Inc. (NYSE: OPK) (“OPKO”) and PROLOR Biotech, Inc. (NYSE MKT: PBTH) (“PROLOR”) jointly announced today the completion of the acquisition of PROLOR by OPKO. Pursuant to the acquisition, stockholders of PROLOR will receive 0.9951 shares of OPKO common stock for each share of PROLOR common stock.

“We are pleased to complete the acquisition of PROLOR and broaden our portfolio of market-transforming therapies in selected specialty markets,” commented Dr. Phillip Frost, OPKO’s Chairman and Chief Executive Officer. “With the inclusion of PROLOR’s pipeline, OPKO now has four significant products in Phase III clinical development and a robust pipeline of important therapeutic and unique diagnostic products in various stages of development. PROLOR’s drug product candidates for growth hormone deficiency, hemophilia, obesity and diabetes, along with its broadly applicable technology platforms and efficient research and development center, are highly valuable assets that complement OPKO’s growth strategy.”

“We are delighted to join forces with OPKO and combine the complementary strengths of the two companies, building on our focus of providing patients with next-generation therapies intended to improve their health and quality of life,” commented Abraham Havron, Ph.D., Chief Executive Officer of PROLOR. “We believe that OPKO’s plan to leverage our research and development capabilities in Israel is good news for our employees and our community, as we begin this exciting new chapter in our evolution.”

OPKO and PROLOR also announced today that the stockholders of both OPKO and PROLOR approved all proposals presented at their respective stockholder meetings held on August 28, 2013.

Barrington Research Associates, Inc., acted as the financial advisor to OPKO in connection with the transaction. Jefferies LLC acted as financial advisor to PROLOR in connection with the transaction, and Oppenheimer & Co. provided a fairness opinion to PROLOR’s Strategic Alternatives Committee. Akerman Senterfitt acted as U.S. legal advisor to OPKO and Pearl Cohen Zedek Latzer Baratz acted as OPKO’s legal advisor in Israel. DLA Piper LLP (US) acted as legal advisor to PROLOR’s Strategic Alternatives Committee, Greenberg Traurig, P.A. acted as U.S. legal advisor to PROLOR and Gornitzky & Co. acted as PROLOR’s legal advisor in Israel.

ABOUT OPKO HEALTH, INC.

OPKO is a multinational biopharmaceutical and diagnostics company that seeks to establish industry leading positions in large, rapidly growing markets by leveraging its discovery, development and commercialization expertise and novel and proprietary technologies. For more information, visit <http://www.opko.com>.

ABOUT PROLOR BIOTECH, INC.

PROLOR is a clinical stage biopharmaceutical company applying unique technologies, including patented CTP technology, primarily to develop longer-acting proprietary versions of already approved therapeutic proteins that currently generate billions of dollars in annual global sales. The CTP technology is applicable to virtually all proteins. In addition to its long-acting version of human growth hormone, which successfully completed a Phase II clinical trial, PROLOR is developing long-acting versions of Factor VIIa and Factor IX for hemophilia and a GLP-1/Glucagon dual receptor agonist peptide for diabetes and obesity. For more information, visit <http://www.prolor-biotech.com>.

SAFE HARBOR STATEMENT

This press release contains “forward-looking statements,” as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as “expects,” “plans,” “projects,” “will,” “may,” “anticipates,” “believes,” “should,” “intends,” “estimates,” and other words of similar meaning, including statements regarding the benefits resulting from the acquisition of PROLOR and statements regarding PROLOR’s and OPKO’s products in development, as well as other non-historical statements about our expectations, beliefs or intentions regarding OPKO’s and/or PROLOR’s business, technologies and products, financial condition, strategies or prospects. Many factors could cause our actual activities or results to differ

materially from the activities and results anticipated in forward-looking statements. These factors include those described in OPKO's and PROLOR's filings with the Securities and Exchange Commission; the risk that the businesses will not be integrated successfully; the risk that any potential synergies from the transaction may not be fully realized or may take longer to realize than expected; the risk that the class action lawsuits relating to the acquisition of PROLOR may result in a significant monetary judgment against OPKO and PROLOR or a significant settlement and may substantially divert management's time and resources; new information arising out of clinical trial results; the risk that the Phase III clinical trials for hGH-CTP or any of OPKO's products in development may not be completed on a timely basis or at all; the risk that earlier clinical results may not be reproducible or indicative of future results; the risk that the safety and/or efficacy results of existing clinical trials will not support continued clinical development; the risk that currently available products, as well as products under development by others, may prove to be as or more effective than PROLOR's or OPKO's products for the indications being studied; as well as risks inherent in funding, developing and obtaining regulatory approvals of new, commercially-viable and competitive products and treatments. In addition, forward-looking statements may also be adversely affected by general market factors, competitive product development, product availability, federal and state regulations and legislation, the regulatory process for new products and indications, manufacturing issues that may arise, and patent positions and litigation, among other factors. The forward-looking statements contained in this press release may become outdated over time. OPKO and PROLOR do not assume any responsibility for updating any forward-looking statements.

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Conversion Right Triggered on OPKO 3.0% Convertible Senior Notes

MIAMI—August 30, 2013—OPKO Health, Inc. (NYSE: OPK) today announced that the Company's 3.0% Convertible Senior Notes due 2033 (the "Notes") are convertible by holders of such Notes into shares of the Company's Common Stock.

The conversion right for the Notes has been triggered because the product of the Company's Common Stock closing price per share and the applicable conversion rate for the Notes exceeded more than 98% the trading price for the Notes. The Notes will continue to be convertible through September 6, 2013, and may be convertible thereafter, if one or more of the conversion conditions specified in the Indenture, dated as of January 30, 2013, by and between the Company and Wells Fargo Bank, National Association, are satisfied. Pursuant to the Indenture, a holder who elects to convert the Notes will receive 141.4827 shares of the Company's Common Stock per \$1,000 principal amount of Notes.

Wells Fargo Bank, National Association is the trustee for the holders of the Notes and the conversion agent under the Indenture. All questions relating to the mechanics of the conversion for the Notes should be directed to Wells Fargo Bank National Association, Attn: Stefan Victory at stefanvictory@wellsfargo.com. All questions relating to the issuance of the Company's Common Stock should be directed to American Stock Transfer at (800) 937-5449.

This press release is only a summary of certain provisions of the Notes and the Indenture. A complete explanation of the conversion rights of holders of the Notes, as well as the procedures required to convert the Notes, is set forth in the Indenture. All holders are urged to review the conversion provisions contained in the Indenture in its entirety.

ABOUT OPKO HEALTH, INC.

OPKO is a multinational biopharmaceutical and diagnostics company that seeks to establish industry leading positions in large, rapidly growing markets by leveraging its discovery, development and commercialization expertise and novel and proprietary technologies. For more information, visit <http://www.opko.com>.

SAFE HARBOR STATEMENT

This press release includes forward looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, which are subject to risk and uncertainties that could cause actual results to differ materially from those anticipated. Such statements may relate to OPKO's plans, objectives and expected financial and operating results, including statements regarding the Notes and whether conversion conditions will be met in the future. The words "may," "could," "would," "will," "believe," "anticipate," "estimate," "expect," "intend," "plan," and similar expressions or variations thereof are intended to identify forward-looking statements. Investors are cautioned that any such forward- looking statements are not guarantees of future performance and involve risks and uncertainties, many of which are beyond OPKO's ability to control. The risks and uncertainties that may affect forward looking statements include, but are not limited to: currency fluctuations, volatility in the trading price for our common stock and the Notes, global economic and political conditions, marketing demand for OPKO's products and services, long sales cycles, new product development, assimilating future acquisitions, maintaining relationships with customers and partners, and increased competition. For more details about the risks and uncertainties related to OPKO's business, refer to OPKO's filings with the Securities and Exchange Commission. OPKO undertakes no obligation to publicly update or revise any forward looking statements, whether as a result of new information, future events or otherwise.

OPKO Health, Inc.
Steve D. Rubin, 1-305-575-4100
Executive Vice President — Administration
or
Juan F. Rodriguez, 1-305-575-4100
Chief Financial Officer