

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

OMB APPROVAL
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1. Name and Address of Reporting Person*			2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
FROST PHILLIP M.D. ET AL			OPKO Health, Inc. (OPK)		☒ Director ☒ 10% Owner ☒ Officer (give title below) ☐ Other (specify below) Officer: <u>CEO & Chairman</u>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)				
OPKO Health, Inc. 4400 Biscayne Blvd.			08/29/2013				
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
Miami FL 33137					☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person		
(City) (State) (Zip)							

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

1. Title of Security (Instr. 3.)	2. Transaction Date (MM/DD/YYYY)	2A. Deemed Execution Date, if any (MM/DD/YYYY)	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 Transactions (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/29/2013		A (1)		9755214	A	(1)	136718259	I	See Footnote (2)
Common Stock								15490546	I	See Footnote (3)

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 (MM/DD/YYYY)	3A. Deemed Execution Date (MM/DD/YYYY)	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 (MM/DD/YYYY)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Amount	(A) or (D)	Exercisable Date	Expiration Date					Title
Stock Option (Right to Buy)	\$4.77 (1)	08/29/2013		A (1)		539344	A	08/29/2013	02/04/2023	Common Stock	539344	\$0.00 (4)	539344	D	
Stock Option (Right to Buy)	\$5.50 (1)	08/29/2013		A (1)		54730	A	08/04/2012	08/04/2021	Common Stock	54730	\$0.00 (4)	54730	D	
Stock Option (Right to Buy)	\$0.66 (1)	08/29/2013		A (1)		24877	A	02/05/2010	02/05/2019	Common Stock	24877	\$0.00 (5)	24877	D	

Explanation of Responses: See attached footnotes page.

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

* 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).

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

9/3/2013

**Signature of Reporting Person

Date

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Explanation of Responses

- (1) On August 29, 2013, PROLOR Biotech, Inc. (formerly Modigene Inc.) ("PROLOR") became a wholly owned subsidiary of OPKO Health, Inc. ("OPKO") pursuant to an Agreement and Plan of Merger, dated April 23, 2013, by and among OPKO, PROLOR and POM Acquisition, Inc., a wholly owned subsidiary of OPKO (the "Merger Agreement"). As a result, the holders of PROLOR securities became holders of OPKO securities. The exchange ratio pursuant to the Merger Agreement was 0.9951.
- (2) 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.
- (3) 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.
- (4) Granted pursuant to the Modigene Inc. 2007 Equity Incentive Plan.
- (5) Granted pursuant to the Modigene Inc. 2005 Stock Incentive Plan.

Additional Reporting Owners

Name: Frost Gamma Investments Trust
Address: 4400 Biscayne Blvd.
Miami, FL 33137

CIK: 0001380896
Relationship: 10% Owner

FORM 4 (continued)

JOINT FILER INFORMATION

Name: Frost Gamma Investments Trust

Address:

4400 Biscayne Blvd.
Miami, FL 33137

Designated Filer: Phillip Frost, M.D.

Issuer Name and Ticker Symbol: OPKO Health, Inc. (OPK)

Date of Earliest Transaction: August 29, 2013

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

By: /s/ Phillip Frost, M.D., as Trustee
Phillip Frost, M.D., Trustee