

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

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
OMB Number: 3235-0287
Expires: December 31, 2014
Estimated average burden hours per response. . . . 0.5

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)	
Hsiao, Ph.D.	Jane	H	OPKO Health, Inc. (OPK)	☒ Director	☒ 10% Owner
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	☒ Officer (give title below)	☐ Other (specify below)
OPKO Health, Inc. 4400 Biscayne Blvd.			08/29/2013	Officer: <u>Vice Chairman & CTO</u>	
6. Individual or Joint/Group Filing (Check Applicable Line)					
☒ Form filed by One Reporting Person					
☐ Form filed by More than One Reporting Person					
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 (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)		1865481	A	(1)	19770712	D	
Common Stock	08/29/2013		A (1)		366718	A	(1)	4270968	I	See Footnote (2)
Common Stock								1000000	I	See Footnote (3)
Common Stock								1000000	I	See Footnote (4)
Common Stock								15490546	I	See Footnote (5)

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	Amount or Number of Shares				
Stock Option (Right to Buy)	\$4.77 (1)	08/29/2013		A (1)		39804	A	08/29/2013	02/04/2023	Common Stock	39804	\$0.00 (6)	39804	D	
Stock Option (Right to Buy)	\$5.50 (1)	08/29/2013		A (1)		29853	A	08/04/2012	08/04/2021	Common Stock	29853	\$0.00 (6)	29853	D	
Stock Option (Right to Buy)	\$0.66 (1)	08/29/2013		A (1)		14926	A	02/05/2010	02/05/2019	Common Stock	14926	\$0.00 (7)	14926	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).

Steven D. Rubin, Attorney-in-Fact

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 owned directly by Hsu Gamma Investment, L.P. Dr. Hsiao is the general partner of Hsu Gamma Investment, L.P. 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 the securities for purposes of Section 16 or for any other purpose.
- (3) The securities are held by The Chin Hsiao Family Trust A, of which Jane H. Hsiao, Ph.D. is the trustee.
- (4) The securities are held by The Chin Hsiao Family Trust B, of which Jane H. Hsiao, Ph.D. is the trustee.
- (5) These securities are owned directly by 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 the securities for purposes of Section 16 or for any other purpose.
- (6) Granted pursuant to the Modigene Inc. 2007 Equity Incentive Plan.
- (7) Granted pursuant to the Modigene Inc. 2005 Stock Incentive Plan.