

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**OMB APPROVAL**

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☐ 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 or Section 30(h) of the  
 Investment Company Act of 1940

1. Name and Address of Reporting Person FROST PHILLIP M.D. ET AL		2. Issuer Name and Ticker or Trading Symbol OPKO Health, Inc. [OPK]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) CEO & Chairman		
(Last)	(First)	(Middle)	6. Individual or Joint/Group Filing (Check Applicable Line) ____ Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person		
3. Date of Earliest Transaction (Month/Day/Year) 02/10/2023					
4. If Amendment, Date Original Filed (Month/Day/Year)					
(Street) Miami FL 33137					
(City)	(State)	(Zip)			

**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)
			Code	V	Amount	(A) or (D)	Price			

**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)		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 Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V			Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
5% Convertible Promissory Notes due 2023	\$5	02/10/2023		D <sup>(1)</sup>			\$25,000,000	(1)	02/27/2023	Common Stock	\$25,000,000	\$25,000,000	0	I	See Footnote (2)
5% Convertible Promissory Notes due 2025	\$1.66	02/10/2023		A <sup>(1)</sup>		\$25,000,000		(1)	01/31/2025	Common Stock	\$25,000,000	\$25,000,000	25,000,000	I	See Footnote (2)

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
FROST PHILLIP M.D. 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		

**Explanation of Responses:**

- (1) The two reported transactions involved an amendment and restatement of an outstanding convertible promissory note (the "Original Note"), resulting in the deemed cancellation of the Original Note and the execution of an amended note (the "Amended Note"). The Original Note was entered into on February 27, 2018 and the Reporting Person had the option to convert all or any portion of the outstanding principal balance of the Original Note, plus unpaid interest, into shares of the Issuer's common stock, par value \$0.01 per share, at a conversion price of \$5.00 per share, at any time prior to the maturity date, which was February 27, 2023. The Amended Note extends the maturity to January 31, 2025, and resets the conversion price to the 10 day volume weighted average price immediately preceding the date of the Amended Note, plus a 25% conversion premium, or \$1.66.
- (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.

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

\*\*Signature of Reporting Person

02/14/2023

Date

\* 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).

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

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

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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: February 10, 2023

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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

Phillip Frost, M.D., Trustee