

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

OPKO Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of incorporation or organization)

75-2402409

(I.R.S. Employer Identification No.)

**4400 Biscayne Blvd.
Miami, Florida**
(Address of Principal Executive Offices)

**33137
(Zip Code)**

OPKO Health, Inc. 2016 Equity Incentive Plan
(Full title of the plan)
Camielle Green
Associate General Counsel, Secretary
OPKO Health, Inc.
4400 Biscayne Boulevard
Miami, Florida 33137
(305) 575-4100
(Telephone number, including area code, of agent for service)

Copies to:

Robert L. Grossman, Esq.
Drew M. Altman, Esq.
Greenberg Traurig, P.A.
333 S.E. 2nd Avenue
Suite 4400
Miami, Florida 33131
(305) 579-0500

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer
Non-accelerated filer

Accelerated Filer
Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed by OPKO Health, Inc., a Delaware corporation (the “Registrant”), for the purpose of registering a total of 30,000,000 additional shares of its common stock, par value \$0.01 per share (“Common Stock”), issuable under the OPKO Health, Inc. 2016 Equity Incentive Plan (as amended, the “Plan”).

Pursuant to Instruction E of Form S-8, the contents of the Registrant’s prior registration statement on Form S-8 registering shares of Common Stock under the Plan (File No. 333-211209) (the “Prior Registration Statement”) is hereby incorporated by reference herein, and the information required by Form S-8 is omitted, except that the provisions contained in Part II of the Prior Registration Statement are modified as set forth in this Registration Statement

PART II

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Registrant with the Commission are incorporated herein by reference:

- (a) [Annual Report on Form 10-K for the year ended December 31, 2022, filed with the Commission on February 27, 2023](#);
- (b) [Definitive Proxy Statement for the Registrant's 2023 Annual Meeting of Stockholders, filed with the Commission on May 1, 2023](#);
- (c) [Quarterly Report on Form 10-Q for the quarter ended March 31, 2023, filed with the Commission on May 3, 2023](#);
- (d) Current Reports on Form 8-K, filed with the Commission on [January 3, 2023](#), [February 10, 2023](#), and [March 8, 2023](#); and
- (e) [The description of the Registrant's Common Stock contained in the Registrant's Registration Statement on Form 8-A12B filed with the Commission on June 23, 2016](#), including any amendments or reports filed for the purpose of updating that description, including the description of the Common Stock filed as [Exhibit 4.6 to the Registrant's Annual Report on Form 10-K for the fiscal year ended December 31, 2020 filed on February 18, 2021](#).

Additionally, all documents subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act of 1934, as amended (not including any information furnished under Items 2.02, 7.01 or 9.01 of Form 8-K, which information is not incorporated by reference herein), prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated herein by reference and to be a part of this Registration Statement from the date of filing of such documents. Any statement contained in a document incorporated herein by reference will be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein, or in a subsequently filed document incorporated herein by reference, modifies or supersedes the statement. Any statement modified or superseded will not be deemed, except as modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

The following are the exhibits required by Item 601 of Regulation S-K:

Exhibit No.	Description
4.1	Amended and Restated Certificate of Incorporation of OPKO Health, Inc., filed as Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the Commission on November 12, 2013 and incorporated by reference herein.
4.2	Amendment to Amended and Restated Certificate of Incorporation, filed as filed as Exhibit 3.1 to the Registrant's Current Report on Form 8-K filed with the Commission on June 21, 2019 and incorporated by reference herein.
4.3	Amended and Restated Bylaws of OPKO Health, Inc., filed as Exhibit 3.2 to the Registrant's Annual Report on Form 10-K filed with the Commission on February 18, 2021 and incorporated by reference herein.
4.4	OPKO Health, Inc. 2016 Equity Incentive Plan, filed as Annex A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on March 25, 2016 and incorporated by reference herein.
4.5	Form of Amendment to the OPKO Health, Inc. 2016 Equity Incentive Plan, filed as Appendix A to the Registrant's Definitive Proxy Statement on Schedule 14A filed with the Commission on June 3, 2022 and incorporated by reference herein.
5.1	Opinion of Greenberg Traurig, LLP
23.1	Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.
23.2	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included on signature pages hereto).
107.1	Filing Fee Table

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City Miami, State of Florida, on May 15, 2023.

OPKO Health, Inc.

Date: May 15, 2023

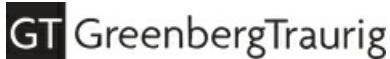
By: /s/ Steven D. Rubin
Name: Steven D. Rubin
Title: Executive Vice President-Administration

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Steven D. Rubin with full power to act as such person's true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution, for such person and in such person's name, place and stead, in any and all capacities, to sign this Registration Statement, and any and all amendments thereto (including post-effective amendments), and to file the same, with exhibits thereto, and all other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature	Title	Date
<u>/s/ Phillip Frost, M.D.</u> Phillip Frost, M.D.	Chief Executive Officer and Chairman of the Board (Principal Executive Officer)	May 15, 2023
<u>/s/ Jane H. Hsiao, Ph.D.</u> Jane H. Hsiao, Ph.D.	Vice Chairman of the Board and Chief Technical Officer	May 15, 2023
<u>/s/ Steven D. Rubin</u> Steven D. Rubin	Executive Vice President-Administration and Director	May 15, 2023
<u>/s/ Elias A. Zerhouni, M.D.</u> Elias A. Zerhouni, M.D.	Vice Chairman of the Board and President	May 15, 2023
<u>/s/ Gary J. Nabel, M.D., Ph.D.</u> Gary J. Nabel, M.D., Ph.D.	Director and Chief Innovation Officer	May 15, 2023
<u>/s/ Alexis Borisy</u> Alexis Borisy	Director	May 15, 2023
<u>/s/ Richard M. Krasno, Ph.D.</u> Richard M. Krasno, Ph.D.	Director	May 15, 2023
<u>/s/ Prem A. Lachman</u> Prem A. Lachman	Director	May 15, 2023
<u>/s/ Roger J. Medel, M.D.</u> Roger J. Medel, M.D.	Director	May 15, 2023
<u>/s/ John A. Paganelli</u> John A. Paganelli	Director	May 15, 2023
<u>/s/ Richard C. Pfenniger, Jr.</u> Richard C. Pfenniger, Jr.	Director	May 15, 2023
<u>/s/ Alice Lin-Tsing Yu, M.D., Ph.D.</u> Alice Lin-Tsing Yu, M.D., Ph.D.	Director	May 15, 2023



May 15, 2023

OPKO Health, Inc.
4400 Biscayne Blvd.
Miami, FL 33137

Re: Registration Statement on Form S-8 for the OPKO Health, Inc. 2016 Equity Incentive Plan.

Ladies and Gentlemen,

On or about the date hereof, OPKO Health, Inc., a Delaware corporation (the "Company"), transmitted for filing with the Securities and Exchange Commission (the "Commission") a Registration Statement on Form S-8 (the "Registration Statement") under the Securities Act of 1933, as amended (the "Act"). The Registration Statement relates to the offering and sale by the Company of up to an aggregate of 30,000,000 shares of the Company's Common Stock, par value \$0.01 per share (the "Common Stock"), under the OPKO Health, Inc. 2016 Equity Incentive Plan (as amended, the "Plan"). We have acted as counsel to the Company in connection with the preparation and filing of the Registration Statement.

In connection therewith, we have examined and relied upon the original or a copy, certified to our satisfaction, of: (i) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, each as amended to the date hereof; (ii) records of corporate proceedings of the Company related to the Plan; (iii) the Registration Statement and exhibits thereto; and (iv) such other documents and instruments as we have deemed necessary for the expression of the opinions contained herein. In making the foregoing examinations, we have assumed the genuineness of all signatures and the authenticity of all documents submitted to us as originals, and the conformity to original documents of all documents submitted to us as certified or photocopies. As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations of officers or directors of the Company and upon documents, records and instruments furnished to us by the Company, without independently checking or verifying the accuracy of such documents, records and instruments.

Based upon the foregoing examination and assuming that (i) the Company reserves for issuance under the Plan an adequate number of authorized and unissued shares of Common Stock and (ii) the consideration, if any, required to be paid in connection with the issuance and sale of shares of Common Stock under the Plan is actually received by the Company as provided in the Plan, we are of the opinion that the shares of Common Stock issued under the Plan will be duly authorized, validly issued, fully paid and nonassessable.

This opinion is rendered solely in connection with the transactions covered hereby, is limited to the matters stated herein, and no opinions may be implied or inferred beyond the matters expressly stated herein.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement. In giving such consent, we do not admit that we come within the category of persons whose consent is required by Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

The opinions expressed herein are specifically limited to the laws of the State of Delaware and the federal laws of the United States of America and are as of the date hereof. We assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Sincerely,
/s/ Greenberg Traurig, LLP
GREENBERG TRAURIG, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the OPKO Health, Inc. 2016 Equity Incentive Plan of our reports dated February 27, 2023, with respect to the consolidated financial statements of OPKO Health, Inc. and subsidiaries, and the effectiveness of internal control over financial reporting of OPKO Health, Inc. and subsidiaries, included in its Annual Report (Form 10-K) for the year ended December 31, 2022, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Miami, Florida
May 15, 2023

Calculation of Filing Fee Tables

Form S-8

(Form Type)

OPKO Health, Inc.

(Exact name of registrant as specified in its charter)

Table 1 - Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule(2)	Amount Registered(1)	Proposed Maximum Offering Price Per Unit(2)	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
Equity	Common Stock, par value \$0.01 per share	Other	30,000,000 shares	\$1.84	\$55,200,000	\$110.20 per \$1,000,000	\$6,083.04
	Total Offering Amounts				\$55,200,000		\$6,083.04
	Total Fee Offsets(3)						—
	Net Fee Due						\$6,083.04

(1) Pursuant to Rule 416 of the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of common stock, par value \$0.01 per share (“Common Stock”), of OPKO Health, Inc. (the “Registrant”) that become issuable under the OPKO Health, Inc. 2016 Equity Incentive Plan, as amended (the “Plan”), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration that results in an increase in the number of shares of the Registrant’s outstanding Common Stock.

(2) Estimated solely for purposes of calculating the registration fee in accordance with Rules 457(c) and 457(h) of the Securities Act and based upon the average of the high and low sales prices of a share of Common Stock as reported on the Nasdaq Global Select Market on May 9, 2023.

(3) The Registrant does not have any fee offsets.