

FORM 4

- ☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- ☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

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UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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

(Print or Type Responses)

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)		
Jane H. Hsiao, Ph.D.			OPKO Health, Inc. [OPK]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner		
(Last) (First) (Middle)			3. Date of Earliest Transaction (Month/Day/Year)			<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
OPKO Health, Inc.			01/04/2024			Vice Chairman & CTO		
4400 Biscayne Blvd.								
(Street)			4. If Amendment, Date Original Filed (Month/Day/Year)			6. Individual or Joint/Group Filing (Check Applicable Line)		
Miami, FL 33137						<input checked="" type="checkbox"/> Form filed by One Reporting Person		
(City) (State) (Zip)						<input type="checkbox"/> 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 (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			
Common Stock	01/05/2024		P		150,010	A	\$ 0.8726	27,849,880	D	
Common Stock								5,127,404	I	See Footnote (1)

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	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
5% Convertible Notes due 2025	\$ 1.66	01/04/2024		D			\$ 5,000,000	(2)	01/31/2025	Common Stock	\$ 5,000,000	(2)	\$ 0	D	
3.75% Convertible Notes due 2029	\$ 1.15	01/04/2024		A		\$ 6,452,000		09/15/2028 ⁽³⁾	01/15/2029	Common Stock	\$ 6,452,000	(4)	\$ 6,452,000	D	

Explanation of Responses:

- 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.
- The 5% Convertible Promissory Notes due 2025 were originally 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 such original notes, plus unpaid interest, into shares of the Issuer's (as defined below) 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. Pursuant to an amendment on February 10, 2023, the maturity date was extended to January 31, 2025, which amendment also reset the conversion price to the 10 day volume weighted average price immediately preceding the date of such amendment, plus a 25% conversion premium, or \$1.66.
- Prior to September 15, 2028, holders of the 3.75% Convertible Senior Notes due 2029 will have the right to convert such notes only in certain circumstances and during specified periods and thereafter, will be convertible at the option of the holder at any time prior to the close of business on the business day immediately preceding January 15, 2029, the maturity date.
- The reporting person entered into a Convertible Note Purchase Agreement with OPKO Health, Inc. (the "Issuer") on January 4, 2024, pursuant to which the reporting person disposed of \$5,000,000 aggregate principal amount of 5% Convertible Promissory Notes due 2025, and accrued and unpaid interest thereon, in exchange for \$6,452,000 aggregate principal amount of the Issuer's 3.75% Convertible Senior Notes due 2029 in a private placement.

Signatures

Steven D. Rubin, Attorney-in-Fact 01/08/2024

** Signature of Reporting Person

Date

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).

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

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 Number.