

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.

OMB APPROVAL	
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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 * Phillip Frost, 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) <div><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <div><input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Other (specify below) CEO & Chairman</div></div>
(Last) (First) (Middle) OPKO Health, Inc. 4400 Biscayne Blvd.	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2024	
(Street) Miami, FL 33137	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <div><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</div>
(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			
Common Stock	01/05/2024		P		1,500,000	A	\$ 0.8964 (1)	203,456,694	I	See Footnote (2)
Common Stock								3,068,951	D	
Common Stock								30,127,177	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	2. Conversion	3. Transaction Date	3A. Deemed Execution Date, if	4. Transaction	5. Number of Derivative Securities Acquired (A) or	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. Price of Derivative	9. Number of Derivative	10. Ownership	11. Nature of Indirect
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Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Year)	any (Month/Day/Year)	Code (Instr. 8)		Disposed of (D) (Instr. 3, 4, and 5)		(Month/Day/Year)		(Instr. 3 and 4)		Security (Instr. 5)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	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			\$ 25,000,000	(4)	01/31/2025	Common Stock	\$ 25,000,000	(4)	\$ 0	I	See Footnote (2)
3.75% Convertible Notes due 2029	\$ 1.15	01/04/2024		A		\$ 32,308,000		09/15/2028 ⁽⁵⁾	01/15/2029	Common Stock	\$ 32,308,000	(6)	\$ 32,308,000	I	See Footnote (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Phillip Frost, M.D., ET AL OPKO Health, Inc. 4400 Biscayne Blvd. Miami, FL 33137	X	X	CEO & Chairman	
Frost Gamma Investments Trust OPKO Health, Inc. 4400 Biscayne Blvd. Miami, FL 33137		X		

Explanation of Responses:

- The price reported is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$0.8537 to \$0.9475, inclusive. The reporting person undertakes to provide to OPKO Health, Inc. (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
- 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.
- These securities are held by Frost Nevada Investments Trust, of which the Reporting Person is the trustee and Frost-Nevada, L.P. is the sole and exclusive beneficiary. The Reporting Person is one of seven limited partners of Frost-Nevada, L.P. and the sole shareholder of Frost-Nevada Corporation, the sole general partner of Frost-Nevada, 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 these 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 Company'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. 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, which is the maturity date.

6. The reporting person entered into a Convertible Note Purchase Agreement with the Company on January 4, 2024, pursuant to which the reporting person disposed of \$25,000,000 aggregate principal amount of 5% Convertible Promissory Notes due 2025, and accrued but unpaid interest thereon, in exchange for \$32,308,000 aggregate principal amount of the Company's 3.75% Convertible Senior Notes due 2029 in a private placement.

Signatures

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

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: January 4, 2024

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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