

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

(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	
Phillip Frost, M.D., ET AL			OPKO Health, Inc. [OPK]		(Check all applicable)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)		☒ Director ☒ 10% Owner ☒ Officer (give title below) ☐ Other (specify below)	
OPKO Health, Inc.			09/25/2024		CEO & Chairman	
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			09/26/2024		☐ Form filed by One Reporting Person ☒ Form filed by More than One Reporting Person	
(City)	(State)	(Zip)				

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

[illegible]

OMB APPROVAL

OMB Number: 3235-0287

Estimated average burden hours per

Estimated average burden hours per response...	0.5
--	-----

**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 (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				
3.75% Convertible Notes due 2029	\$ 1.15 ⁽¹⁾	09/25/2024		P		\$ 1,155,000		09/15/2028 ⁽¹⁾	01/15/2029	Common Stock	1,004,347	\$ 1,571,050	\$ 33,463,000	I	See Footnote ⁽²⁾

1. Name and Address of Reporting Person*

Phillip Frost, M.D., ET AL

(Last) (First) (Middle)

OPKO Health, Inc.
4400 Biscayne Blvd.

(Street)

Miami FL 33137

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

☒ Director ☒ 10% Owner
☒ Officer (give title below) Other (specify below)
CEO & Chairman

1. Name and Address of Reporting Person*

Frost Gamma Investments Trust

(Last) (First) (Middle)

OPKO Health, Inc.
4400 Biscayne Blvd.

(Street)

Miami FL 33137

(City) (State) (Zip)

Relationship of Reporting Person(s) to Issuer

Director	X	10% Owner
Officer (give title below)		Other (specify below)

Explanation of Responses:

- 1. The 3.75% Convertible Senior Notes due 2029 (the "Convertible Notes") were issued on January 9, 2024 under, and are governed by, an indenture, dated as of January 9, 2024 (the "Indenture"), by and between the OPKO Health, Inc., a Delaware corporation (the "Company") and U.S. Bank Trust Company, National Association, as trustee. Prior to September 15, 2028, holders of the Convertible Notes 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, at a conversion price of \$1.15, subject to adjustment as set forth in the Indenture. Interest accrues on the unpaid principal amount at a rate equal to 3.75% per annum and is payable semiannually in arrears on January 15 and July 15 of each year.
- 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 09/27/2024

** 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: September 25, 2024

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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