
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 28, 2025

OPKO Health, Inc.

(Exact Name of Registrant as Specified in its Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

001-33528

(Commission
File Number)

75-2402409

(IRS Employer
Identification No.)

4400 Biscayne Blvd. Miami, Florida

(Address of Principal Executive Offices)

33137

(Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.01 per share	OPK	NASDAQ Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act. ☐

ITEM 1.01. Entry into a Material Definitive Agreement.

As previously reported, on March 27, 2025, OPKO Health, Inc., a Delaware corporation (the “Company”), entered into exchange agreements (the “Exchange Agreements” and each an “Exchange Agreement”) with certain institutional holders (the “Noteholders”) of the Company’s outstanding 3.75% Convertible Senior Notes due 2029 (the “Notes”), pursuant to which the Noteholders agreed to exchange \$152,471,000 aggregate principal amount of Notes for an aggregate of 116,706,310 shares of the Company’s common stock, par value \$0.01 per share (“Common Stock”), and an aggregate of approximately \$60.1 million in cash, which includes accrued and unpaid interest on such Notes.

On March 28, 2025, the Company entered into an additional Exchange Agreement, pursuant to which the Noteholder party thereto agreed to exchange \$6.75 million aggregate principal amount of Notes (such Notes, together with the Notes subject of the Exchange Agreements entered into on March 27, 2025, the “Exchanged Notes”) for 4,731,688 shares of Common Stock (such shares, together with the shares issuable under the Exchange Agreements entered into on March 27, 2025, the “Exchanged Shares”) and approximately \$3.4 million in cash, which includes accrued and unpaid interest on such Notes.

The closing of the exchange of the Exchanged Notes for the Exchanged Shares and cash, as described above, occurred on April 1, 2025, and the Exchanged Notes were retired upon closing and are no longer outstanding.

The Exchanged Shares have not been registered under the Securities Act of 1933, as amended (the “Securities Act”), and the offer and sale of the Exchanged Shares were made in reliance on the exemption from registration provided by Section 4(a)(2) thereof. The Company relied on this exemption from registration based in part on representations made by each Noteholder, including that such Noteholder was either a “qualified institutional buyer”, as defined in Rule 144A promulgated under the Securities Act, or an “accredited investor”, as defined in Rule 501(a) promulgated under the Securities Act.

ITEM 3.02. Unregistered Sales of Equity Securities.

The information contained in Item 1.01 of this Current Report on Form 8-K is incorporated by reference in this Item 3.02.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OPKO Health, Inc.

Date: April 1, 2025

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