Opko Health, Inc. Form 4 March 31, 2014

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Number:

January 31,

Expires:

2005

0.5

burden hours per response...

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Estimated average

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

Opko Health, Inc. [OPK]

Symbol

**SECURITIES** 

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

FROST PHILLIP MD ET AL

							(Check	an applicable	,
(Last)	(First)	(Middle) 3	. Date of Earliest 7	Transaction					
ODVO HE	ALTH INC. 440		Month/Day/Year)				_X_ Director _X_ Officer (give	X 10%	Owner er (specify
	ALTH, INC., 440	0	03/28/2014				below)	below)	r (speen)
BISCAYN	E BLVD.						CEO	& Chairman	
	(Street)	4	. If Amendment, D	Date Origina	ıl	(	6. Individual or Joi	nt/Group Filin	g(Check
		F	Filed(Month/Day/Yea	ar)			Applicable Line)		
							Form filed by Or		
MIAMI, FI	L 33137						_X_ Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-	Derivative	Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of	2. Transaction Date	e 2A. Deemed				equired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution D	ate, if Transaction	omr Dispos		-	Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3,	4 and	5)	Beneficially Form:		Beneficial
		(Month/Day	/Year) (Instr. 8)					Direct (D) or Indirect	Ownership
							Following Reported	(I)	(Instr. 4)
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common					(-)		1 007 500	ъ	
Stock							1,987,500	D	
									See
Common	03/28/2014		Р	500	Α	\$ 8.83	139,784,159	I	Footnote
Stock	03/20/2014		1	300	А	ψ 0.03	137,704,137	1	(1)
Common	02/20/2014		70	<b>7.2</b> 00		<b></b>	120 501 450		See
Stock	03/28/2014		P	7,300	A	\$ 8.84	139,791,459	I	Footnote
									<u>(1)</u>
Common						¢			Frost
Common Stock	03/28/2014		P	16	A	φ 8 8/107	139,791,475	I	Gamma
SIUCK						0.0477			(1)

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Common Stock	03/28/2014	P	11,684	A	\$ 8.85	139,803,159	I	See Footnote (1)
Common Stock	03/28/2014	P	1,100	A	\$ 8.87	139,804,259	I	See Footnote (1)
Common Stock	03/28/2014	P	400	A	\$ 8.88	139,804,659	I	See Footnote (1)
Common Stock	03/28/2014	P	2,000	A	\$ 8.89	139,806,659	I	See Footnote (1)
Common Stock	03/28/2014	P	3,000	A	\$ 8.91	139,809,659	I	See Footnote (1)
Common Stock	03/28/2014	P	3,700	A	\$ 8.92	139,813,359	I	See Footnote (1)
Common Stock	03/28/2014	P	100	A	\$ 8.929	139,813,459	I	See Footnote (1)
Common Stock	03/28/2014	P	4,700	A	\$ 8.93	139,818,159	I	See Footnote (1)
Common Stock	03/28/2014	P	300	A	\$ 8.94	139,818,459	I	See Footnote (1)
Common Stock	03/28/2014	P	1,800	A	\$ 8.95	139,820,259	I	See Footnote (1)
Common Stock	03/28/2014	P	1,100	A	\$ 8.96	139,821,359	I	See Footnote (1)
Common Stock						15,490,546	I	See Footnote

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1.	Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Titl	le and	8. Price of	9. Nu
D	erivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	ınt of	Derivative	Deriv
S	ecurity	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(I	nstr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)	Bene
		Derivative				Securities	3		(Instr.	3 and 4)		Owne
		Security				Acquired						Follo
		•				(A) or						Repo
						Disposed						Trans
						of (D)						(Instr
						(Instr. 3,						`
						4, and 5)						
						, ,						
										Amount		
							Date	Expiration		or		
							Exercisable	Date	Title	Number		
							LACICISABIC	Duic		of		
					Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
Troporting of more remained remained	Director	10% Owner	Officer	Other				
FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	X	X	CEO & Chairman					
Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137		X						
Signatures								
Phillip Frost, M.D., Individually Trustee	and as	03	3/31/2014					

## **Explanation of Responses:**

\*\*Signature of Reporting Person

- \* 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).

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 Gamma Inc., and the sole shareholder of Frost Gamma Inc. is Frost-Nevada Corporation, Dr. Frost Gamma Inc., and the sole shareholder of Frost Gamma Inc. is Frost-Nevada Corporation, Dr. Frost Gamma Inc., and the sole shareholder of Frost Gamma Inc. is Frost-Nevada Corporation, Dr. Frost Gamma Inc., and the sole shareholder of Frost Gamma Inc., and the sole shareholder of Frost Gamma Inc. is Frost-Nevada Corporation.

Date

- 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 owned directly by The Frost Group, LLC. Frost Gamma Investments Trust is a principal member of The Frost Group, LLC. 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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