Opko Health, Inc. Form 4 September 03, 2013

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

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Check this box

obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Rubin Steven D			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
			Орко Н	ealth, Inc	c. [OPK]	(Che	ck all applicable	e)	
(Last)	(First)	(Middle)	3. Date of	Earliest To	ransaction		•••		
OPKO HEALTH, INC., 4400 BISCAYNE BLVD.			(Month/Day/Year) 08/29/2013			X Director X Officer (giv below) Executiv	e title Oth below) e VP-Administr	er (specify	
	(Street)		4. If Ame	ndment, Da	ate Original	6. Individual or J	oint/Group Filir	ng(Check	
			Filed(Mon	th/Day/Year	c)	Applicable Line) _X_ Form filed by Form filed by l	1 0		
MIAMI, FL	33137					Person	viole than One ix	porting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities Acq	uired, Disposed o	f, or Beneficial	lly Owned	
1.Title of	2. Transaction	Date 2A. Dec	emed	3.	4. Securities Acquired	5. Amount of	6. Ownership	7. Nature o	
Security	(Month/Day/	Year) Executi	on Date, if	Transacti	on(A) or Disposed of	Securities	Form: Direct	Indirect	

1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D) P	rice	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	08/29/2013		A(1)	74,387	Α (1	D	4,269,855	D	
_									See

Common Footnote 15,490,546 Stock (2)

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

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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. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercis Expiration Dat (Month/Day/Y	e	7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Stock Option (Right to Buy)	\$ 4.77 <u>(1)</u>	08/29/2013		A <u>(1)</u>	308,481	08/29/2013	02/04/2023	Common Stock	308,48
Stock Option (Right to Buy)	\$ 5.5 <u>(1)</u>	08/29/2013		A <u>(1)</u>	24,877	08/04/2012	08/04/2021	Common Stock	24,877
Stock Option (Right to Buy)	\$ 0.66 (1)	08/29/2013		A <u>(1)</u>	24,877	02/05/2010	02/05/2019	Common Stock	24,877

Reporting Owners

Reporting Owner Name / Address	Relationships
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Director 10% Owner Officer Other

Rubin Steven D

OPKO HEALTH, INC.
4400 BISCAYNE BLVD.

X Executive VP-Administration

MIAMI, FL 33137

Signatures

Steven D. Rubin 09/03/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * 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).
- On August 29, 2013, PROLOR Biotech, Inc. (formerly Modigene Inc.) ("PROLOR") became a wholly owned subsidiary of OPKO
 Health, Inc. ("OPKO") pursuant to an Agreement and Plan of Merger, dated April 23, 2013, by and among OPKO, PROLOR and POM
 Acquisition, Inc., a wholly owned subsidiary of OPKO (the "Merger Agreement"). As a result, the holders of PROLOR securities became holders of OPKO securities. The exchange ratio pursuant to the Merger Agreement was 0.9951.
- (2) These securities are owned directly by 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

Reporting Owners 2

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beneficial owner of the securities for purposes of Section 16 or for any other purpose.

- (3) Granted pursuant to the Modigene Inc. 2007 Equity Incentive Plan.
- (4) Granted pursuant to the Modigene Inc. 2005 Stock Incentive Plan.

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.