**Part I Reporting Issuer**

1. **Issuer's name**: PROLOR BIOTECH, INC.

2. **Issuer's employer identification number (EIN)**: 20-0854033

3. **Name of contact for additional information**: ADAM LOGAL

4. **Telephone No. of contact**: 305-575-4100

5. **Email address of contact**: ALOGAL@OPKO.COM

6. **Number and street (or P.O. box if mail is not delivered to street address) of contact**: 4400 BISCAYNE BLVD

7. **City, town, or post office, state, and Zip code of contact**: MIAMI, FL 33137

8. **Date of action**: AUGUST 29, 2013

9. **Classification and description**: ACQUISITION OF 100% OF PROLOR BIOTECH, INC. SHARES

10. **CUSIP number**

11. **Serial number(s)**

12. **Ticker symbol**

13. **Account number(s)**

**Part II Organizational Action**

14. **Organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action**: ON AUGUST 29, 2013, OPKO HEALTH, INC. ACQUIRED 100% OF THE OUTSTANDING SHARES OF PROLOR BIOTECH, INC. ("PROLOR") IN A TRANSACTION INTENDED TO QUALIFY FOR TAX-FREE TREATMENT UNDER SECTION 368.

15. **Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis**: THE FORMER SHAREHOLDERS OF PROLOR STOCK RECOGNIZED SUBSTITUTED CARRYOVER BASIS TO THE EXTENT OF OPKO HEALTH, INC SHARES RECEIVED IN CONSIDERATION. OPKO HEALTH, INC PAID $540,565,134 IN OPKO HEALTH INC SHARES (OR $8.49 PER SHARE TO EACH PROLOR SHAREHOLDER - TOTAL OPKO HEALTH SHARES ISSUED TO THE FORMER PROLOR SHAREHOLDERS WERE 63,670,805)

16. **Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates**: OPKO HEALTH INC PAID AN AGGREGATE OF $540,565,134 IN OPKO HEALTH INC SHARES (OR $8.49 PER SHARE) TO FORMER PROLOR SHAREHOLDERS. EACH OF PROLOR'S SHAREHOLDERS WOULD DETERMINE GAIN BASED ON THE PROVISIONS OF IRC SECTION 354 AND/OR 356.
17. List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based:

IRC SECTION 354, 356, 368

18. Can any resulting loss be recognized?

NO.

19. Provide any other information necessary to implement the adjustment, such as the reportable tax year:

THE TRANSACTION CLOSED ON AUGUST 29, 2013.

Sign Here

Signature: [Signature]

Date: [Date]

Print your name: ADAM LOGAL

Title: TREASURER

Paid Preparer Use Only

Print/Type preparer’s name
Preparer’s signature
Date
Check ☐ if self-employed
PTIN

Firm’s name
Firm’s address

Firm’s EIN
Phone no.

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054