

## Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

**Part I Reporting Issuer**

1 Issuer's name <b>PROLOR BIOTECH, INC.</b>		2 Issuer's employer identification number (EIN) <b>20-0854033</b>	
3 Name of contact for additional information <b>ADAM LOGAL</b>	4 Telephone No. of contact <b>305-575-4100</b>	5 Email address of contact <b>ALOGAL@OPKO.COM</b>	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact <b>4400 BISCAYNE BLVD</b>		7 City, town, or post office, state, and Zip code of contact <b>MIAMI, FL 33137</b>	
8 Date of action <b>AUGUST 29, 2013</b>		9 Classification and description <b>ACQUISITION OF 100% OF PROLOR BIOTECH, INC. SHARES</b>	
10 CUSIP number	11 Serial number(s)	12 Ticker symbol	13 Account number(s)

**Part II Organizational Action** Attach additional statements if needed. See back of form for additional questions.

14 Describe the 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.**

**Part II** Organizational Action (continued)

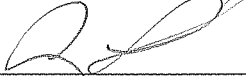
17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶  
IRC SECTION 354, 356, 368

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

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶  Date ▶ January 15, 2011

Print your name ▶ ADAM LOGAL Title ▶ TREASURER

<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ▶	Firm's EIN ▶			
	Firm's address ▶	Phone no.			