UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended September 30, 2013.

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________.

Commission file number 001-33528

OPKO Health, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	75-2402409
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

4400 Biscayne Blvd.
Miami, FL 33137
(Address of Principal Executive Offices) (Zip Code)

(305) 575-4100
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ YES ☐ NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). ☒ YES ☐ NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company"

(in Rule 12b-2 of the Exchange Act) (Check one):

Large accelerated filer	☐		Accelerated filer	☒
Non-accelerated filer	☐	(Do not check if a smaller reporting company)	Smaller reporting company	☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): ☐ YES ☒ NO

As of October 31, 2013, the registrant had 407,989,487 shares of common stock outstanding.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 ("PSLRA"), Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Forward-looking statements include statements about our expectations, beliefs or intentions regarding our product development efforts, business, financial condition, results of operations, strategies or prospects. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. Many factors could cause our actual activities or results to differ materially from the activities and results anticipated in forward-looking statements. These factors include those described below and in "Item 1A-Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2012, as updated by our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013, and described from time to time in our other reports filed with the Securities and Exchange Commission. Except as required by law, we do not undertake any obligation to update forward-looking statements. We intend that all forward-looking statements be subject to the safe-harbor provisions of the PSLRA. These forward-looking statements are only predictions and reflect our views as of the date they are made with respect to future events and financial performance.

Risks and uncertainties, the occurrence of which could adversely affect our business, include the following:

- We have a history of operating losses and we do not expect to become profitable in the near future.
- Our technologies are in an early stage of development and are unproven.
- Our business is substantially dependent on our ability to develop, launch and generate revenue from our pharmaceutical and diagnostic programs.
- Our research and development activities, or that of our investees, may not result in commercially viable products.
- The results of previous clinical trials may not be predictive of future results, and our current and planned clinical trials may not satisfy the requirements of the United States ("U.S.") Food and Drug Administration ("FDA") or other non-U.S. regulatory authorities.
- We may require substantial additional funding, which may not be available to us on acceptable terms, or at all.
- We may finance future cash needs primarily through public or private offerings, debt financings or strategic collaborations, which may dilute your stockholdings in the Company.
- If our competitors develop and market products that are more effective, safer or less expensive than our future product candidates, our commercial opportunities will be negatively impacted.
- The regulatory approval process is expensive, time consuming and uncertain and may prevent us or our collaboration partners from obtaining approvals for the commercialization of some or all of our product candidates.
- Failure to recruit and enroll patients for clinical trials may cause the development of our product candidates to be delayed.
- Even if we obtain regulatory approvals for our product candidates, the terms of approvals and ongoing regulation of our products may limit how we manufacture and market our product candidates, which could materially impair our ability to generate anticipated revenues.
- We may not meet regulatory quality standards applicable to our manufacturing and quality processes.
- Even if we receive regulatory approval to market our product candidates, the market may not be receptive to our products.
- The loss of Phillip Frost, M.D., our Chairman and Chief Executive Officer, could have a material adverse effect on our business and product development.
- If we fail to attract and retain key management and scientific personnel, we may be unable to successfully develop or commercialize our product candidates.
- In the event that we successfully evolve from a company primarily involved in development to a company also involved in commercialization, we may encounter difficulties in managing our growth and expanding our operations successfully.

- If we fail to acquire and develop other products or product candidates, at all or on commercially reasonable terms, we may be unable to diversify or grow our business.
- We have no experience manufacturing our pharmaceutical product candidates other than at our Israeli, Mexican, and Spanish facilities, and we have no experience in manufacturing our diagnostic product candidates. We will therefore likely rely on third parties to manufacture and supply our pharmaceutical and diagnostics product candidates, and we would need to meet various standards to satisfy FDA regulations in order to manufacture on our own.
- We currently have no pharmaceutical or diagnostic marketing, sales or distribution capabilities other than in Chile, Mexico, Spain, and Brazil for sales in those countries and our active pharmaceutical ingredients ("APIs") business in Israel, and the sales force for our laboratory business based in Nashville, Tennessee. If we are unable to develop our sales and marketing and distribution capability on our own or through collaborations with marketing partners, we will not be successful in commercializing our pharmaceutical and diagnostic product candidates.
- The success of our business will be heavily dependent on the success of ongoing and planned Phase 3 clinical trials for *Rayaldy*™, *Alpharen*™ and hgH-CTP.
- Independent clinical investigators and contract research organizations that we engage to conduct our clinical trials may not be diligent, careful or timely.
- The success of our business is dependent on the actions of our collaborative partners.
- Our license agreement with TESARO, Inc. ("TESARO") is important to our business. If TESARO does not successfully develop and commercialize rolapitant, our business could be adversely affected.
- If we are unable to obtain and enforce patent protection for our products, our business could be materially harmed.
- We do not have an exclusive arrangement in place with Dr. Tom Kodadek with respect to technology or intellectual property that may be material to our business.
- If we are unable to protect the confidentiality of our proprietary information and know-how, the value of our technology and products could be adversely affected.
- We rely heavily on licenses from third parties.
- We license patent rights to certain of our technology from third-party owners. If such owners do not properly maintain or enforce the patents underlying such licenses, our competitive position and business prospects will be harmed.
- Our commercial success depends significantly on our ability to operate without infringing the patents and other proprietary rights of third parties.
- Adverse results in material litigation matters or governmental inquiries could have a material adverse effect upon our business and financial condition.
- Medicare prescription drug coverage legislation and future legislative or regulatory reform of the health care system may affect our ability to sell our products and provide our services profitably.
- Failure to obtain and maintain regulatory approval outside the U.S. will prevent us from marketing our product candidates abroad.
- We may not have the funding available to pursue acquisitions.
- Acquisitions may disrupt our business, distract our management, may not proceed as planned, and may also increase the risk of potential third party claims and litigation.
- We may encounter difficulties in integrating acquired businesses.
- Non-U.S. governments often impose strict price controls, which may adversely affect our future profitability.
- Political and economic instability in Europe and Latin America and political, economic, and military instability in Israel or neighboring countries could adversely impact our operations.
- We are subject to fluctuations in currency exchange rates in connection with our international businesses.

- We have a large amount of goodwill and other intangible assets as a result of acquisitions and a significant write-down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.

- Our business may become subject to legal, economic, political, regulatory and other risks associated with international operations.

- The market price of our Common Stock may fluctuate significantly.

- The conversion and redemption features of our January 2013 convertible senior notes due in 2033 are classified embedded derivatives and may continue to result in volatility in our financial statements, including having a material impact on our result of operations and derivative liability recorded.

- Directors, executive officers, principal stockholders and affiliated entities own a significant percentage of our capital stock, and they may make decisions that you may not consider to be in your best interests or in the best interests of our stockholders.

- Compliance with changing regulations concerning corporate governance and public disclosure may result in additional expenses.

- If we are unable to satisfy the requirements of Section 404 of the Sarbanes-Oxley Act of 2002, as they apply to us, or our internal controls over financial reporting are not effective, the reliability of our financial statements may be questioned and our Common Stock price may suffer.

- We may be unable to maintain our listing on the New York Stock Exchange ("NYSE"), which could cause our stock price to fall and decrease the liquidity of our Common Stock.

- Future issuances of Common Stock and hedging activities may depress the trading price of our Common Stock.

- Provisions in our charter documents and Delaware law could discourage an acquisition of us by a third party, even if the acquisition would be favorable to you.

- We do not intend to pay cash dividends on our Common Stock in the foreseeable future.

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PART I. FINANCIAL INFORMATION

Unless the context otherwise requires, all references in this Quarterly Report on Form 10-Q to the "Company", "OPKO", "we", "our", "ours", and "us" refer to OPKO Health, Inc., a Delaware corporation, including our wholly-owned subsidiaries.

Item 1. Financial Statements

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(In thousands except share and per share data)

	September 30, 2013[1] (Unaudited)	December 31, 2012[1](Audited)
ASSETS		
Current assets:		
Cash and cash equivalents	$ 155,834	$ 27,361
Marketable securities	25,004	—
Accounts receivable, net	21,372	21,162
Inventory, net	19,516	22,261
Prepaid expenses and other current assets	19,551	7,873
Total current assets	241,277	78,657
Property, plant, equipment, and investment properties, net	17,027	16,526
Intangible assets, net	77,333	84,238
In-process research and development	793,312	11,546
Goodwill	222,340	80,450
Investments, net	24,690	15,636
Other assets	7,003	2,777
Total assets	$ 1,382,982	$ 289,830
LIABILITIES, SERIES D PREFERRED STOCK, AND EQUITY		
Current liabilities:		
Accounts payable	$ 13,631	$ 10,200
Accrued expenses	43,269	24,656
Current portion of lines of credit and notes payable	14,477	17,526
Total current liabilities	71,377	52,382
3.00% convertible senior notes, net of discount and estimated fair value of embedded derivatives	208,917	—
Other long-term liabilities, principally contingent consideration and deferred tax liabilities	234,762	34,168
Total long-term liabilities	443,679	34,168
Total liabilities	515,056	86,550
Commitments and contingencies:		
Series D Preferred Stock - $0.01 par value, 2,000,000 shares authorized; no shares issued or outstanding at September 30, 2013 and 1,129,032 shares issued and outstanding (liquidation value of $30,595) at December 31, 2012	—	24,386
Equity:		
Series A Preferred Stock - $0.01 par value, 4,000,000 shares authorized; no shares issued or outstanding at September 30, 2013 or December 31, 2012	—	—
Series C Preferred Stock - $0.01 par value, 500,000 shares authorized; no shares issued or outstanding at September 30, 2013 or December 31, 2012	—	—
Common Stock - $0.01 par value, 500,000,000 shares authorized; 408,903,912 and 305,560,763 shares issued at September 30, 2013 and December 31, 2012, respectively	4,089	3,056
Treasury Stock - 2,293,056 shares at both September 30, 2013 and December 31, 2012	(7,457)	(7,457)
Additional paid-in capital	1,357,235	565,201
Accumulated other comprehensive income	3,237	7,356
Accumulated deficit	(486,377)	(388,770)
Total shareholders' equity	870,727	179,386
Noncontrolling interests	(2,801)	(492)
Total equity	867,926	178,894
Total liabilities, Series D Preferred Stock, and equity	$ 1,382,982	$ 289,830

(1) As of September 30, 2013 and December 31, 2012, total assets include $5.9 million and $5.6 million, respectively, and total liabilities include $8.7 million and $5.5 million, respectively related to SciVac Ltd ("SciVac"), previously known as SciGen (I.L.) Ltd, a consolidated variable interest entity. SciVac's consolidated assets are owned by SciVac and SciVac's consolidated liabilities have no recourse against us. Refer to Note 5.

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except share and per share data)

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Revenues:				
Products	$ 16,563	$ 11,495	$ 50,708	$ 30,051
Revenue from services	2,770	100	9,050	332
Revenue from transfer of intellectual property	1,308	200	16,080	400
Total revenues	20,641	11,795	75,838	30,783
Costs and expenses:				
Costs of revenues	11,952	7,487	36,812	19,028
Selling, general and administrative	13,572	7,322	39,875	17,428
Research and development	11,085	3,621	30,552	12,942
Contingent consideration	252	556	4,173	2,665
Amortization of intangible assets	2,790	2,178	8,192	6,277
Total costs and expenses	39,651	21,164	119,604	58,340
Operating loss from continuing operations	(19,010)	(9,369)	(43,766)	(27,557)
Other income and (expense), net:				
Interest income	88	49	237	123
Interest expense	(3,409)	(393)	(10,148)	(975)
Fair value changes of derivative instruments, net	(27,793)	169	(38,691)	1,309
Other income (expense), net	(7,787)	55	2,571	(30)
Other income and (expense), net	(38,901)	(120)	(46,031)	427
Loss from continuing operations before income taxes and investment losses	(57,911)	(9,489)	(89,797)	(27,130)
Income tax provision (benefit)	1,290	(128)	2,258	89
Loss from continuing operations before investment losses	(59,201)	(9,361)	(92,055)	(27,219)
Loss from investments in investees	(1,600)	(468)	(7,861)	(1,464)
Loss from continuing operations	(60,801)	(9,829)	(99,916)	(28,683)
Income from discontinued operations, net of tax	—	183	—	183
Net loss	(60,801)	(9,646)	(99,916)	(28,500)
Less: Net loss attributable to noncontrolling interests	(803)	—	(2,309)	—
Net loss attributable to common shareholders before preferred stock dividend	(59,998)	(9,646)	(97,607)	(28,500)
Preferred stock dividend	—	(560)	(420)	(1,680)
Net loss attributable to common shareholders	$ (59,998)	$ (10,206)	$ (98,027)	$ (30,180)
Loss per share, basic and diluted:				
Loss from continuing operations	$ (0.17)	$ (0.03)	$ (0.29)	$ (0.10)
Income from discontinued operations	—	—	—	—
Net loss per share	$ (0.17)	$ (0.03)	$ (0.29)	$ (0.10)
Weighted average number of common shares outstanding, basic and diluted	360,638,527	298,103,882	336,942,515	297,762,469

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(In thousands)

	For the three months ended September 30,		For the nine months ended September 30,	
	2013	2012	2013	2012
Net loss attributable to common shareholders	$ (59,998)	$ (10,206)	$ (98,027)	$ (30,180)
Other comprehensive income (loss), net of tax:				
Change in foreign currency translation	367	1,960	(1,395)	2,570
Available for sale investments:				
Change in other unrealized gains, net	40	322	1,869	5,527
Less: reclassification adjustments for gains included in net loss, net of tax	—	—	(4,593)	—
Comprehensive loss	$ (59,591)	$ (7,924)	$ (102,146)	$ (22,083)

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries

CONDENSED CONSOLIDATED STATEMENT OF EQUITY

(In thousands, except share and per share data)

For the nine months ended September 30, 2013

	Common Stock		Treasury		Additional Paid-In Capital	Accumulated Other Comprehensive Income	Accumulated Deficit	Noncontrolling Interests	Total
	Shares	Dollars	Shares	Dollars					
Balance at December 31, 2012	305,560,763	$ 3,056	(2,293,056)	$ (7,457)	$ 565,201	$ 7,356	$ (388,770)	$ (492)	$ 178,894
Equity-based compensation expense	—	—	—	—	7,411	—	—	—	7,411
Exercise of Common Stock options	3,604,783	36	—	—	4,399	—	—	—	4,435
Exercise of Common Stock warrants	1,213,679	12	—	—	614	—	—	—	626
Series D Preferred Stock dividend	—	—	—	—	(3,015)	—	—	—	(3,015)
Conversion of Series D Preferred Stock	11,290,320	113	—	—	24,273	—	—	—	24,386
Conversion of 3.00% convertible senior notes	2,396,145	24	—	—	20,815	—	—	—	20,839
Issuance of Common Stock in connection with OPKO Brazil acquisition at $6.73 per share	64,684	1	—	—	435	—	—	—	436
Issuance of Common Stock in connection with Cytochroma acquisition at $7.16 per share	20,517,030	205	—	—	146,697	—	—	—	146,902
Issuance of Common Stock in connection with PROLOR acquisition at $8.49 per share and fair value of stock options and warrants exchanged	63,670,805	637	—	—	586,006	—	—	—	586,643
Issuance of Common Stock in connection with Farmadiet's first Deferred Payment at $7.52 per share	585,703	5	—	—	4,399	—	—	—	4,404
Net loss attributable to common shareholders before preferred stock dividend	—	—	—	—	—	—	(97,607)	—	(97,607)
Net loss attributable to noncontrolling interests	—	—	—	—	—	—	—	(2,309)	(2,309)
Other comprehensive loss	—	—	—	—	—	(4,119)	—	—	(4,119)
Balance at September 30, 2013 (unaudited)	408,903,912	$ 4,089	(2,293,056)	$ (7,457)	$1,357,235	$ 3,237	$ (486,377)	$ (2,801)	$ 867,926

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

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OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	For the nine months ended September 30, 2013	2012
Cash flows from operating activities:		
Net loss	$ (99,916)	$ (28,500)
Income from discontinued operations, net of tax	—	(183)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	10,648	7,447
Non-cash interest on convertible senior notes	4,250	—
Amortization of deferred financing costs	993	—
Losses from investments in investees	7,861	1,464
Equity-based compensation – employees and non-employees	7,411	3,281
Provision for bad debts	810	11
Provision for inventory obsolescence	1,529	1,520
Revenue from receipt of equity	(12,680)	(159)
Realized gain on sale of equity securities	(10,953)	—
Loss on conversion of 3.00% convertible senior notes	8,688	—
Loss on sale of property, plant and equipment	56	—
Change in fair value of derivatives instruments	38,691	(1,309)
Change in fair value of contingent consideration	4,173	2,665
Deferred income tax benefit	(197)	—
Changes in assets and liabilities of continuing operations, net of the effects of acquisitions:		
Accounts receivable	(724)	(184)
Inventory	952	(4,443)
Prepaid expenses and other current assets	(2,081)	(1,312)
Other assets	525	77
Accounts payable	2,303	(331)
Foreign currency measurement	(1,409)	(204)
Accrued expenses	6,928	459
Cash used in operating activities of continuing operations	(32,142)	(19,701)
Cash used in operating activities of discontinued operations	—	14
Net cash used in operating activities	(32,142)	(19,687)
Cash flows from investing activities:		
Investments in investees	(13,341)	(2,700)
Proceeds from sale of equity securities	11,628	—
Acquisition of businesses, net of cash	20,528	(10,512)
Purchase of marketable securities	(50,027)	(28,923)
Maturities of short-term marketable securities	25,016	10,000
Proceeds from the sale of property, plant and equipment	631	—
Capital expenditures	(2,991)	(1,064)
Net cash used in investing activities	(8,556)	(33,199)
Cash flows from financing activities:		
Issuance of 3.00% convertible senior notes, net, including related parties	170,184	—
Payment of Series D dividends, including related parties	(3,015)	—
Proceeds from the exercise of Common Stock options and warrants	5,061	1,702
Borrowings on lines of credit	24,613	29,389
Repayments of lines of credit	(27,706)	(26,108)
Net cash provided by financing activities	169,137	4,983
Effect of exchange rate on cash and cash equivalents	34	(185)
Net increase (decrease) in cash and cash equivalents	128,473	(48,088)
Cash and cash equivalents at beginning of period	27,361	71,516
Cash and cash equivalents at end of period	$ 155,834	$ 23,428
SUPPLEMENTAL INFORMATION:		
Interest paid	$ 3,126	$ 613
Income taxes paid, net	$ 316	$ 515
RXi common stock received	$ 12,500	$ —

Non-cash financing:				
Shares issued upon the conversion of:				
Series D Preferred Stock	$	24,386	$	—
3.00% convertible senior notes	$	20,839	$	—
Common Stock warrants, net exercised	$	815	$	7
Issuance of Common Stock, Common Stock options and warrants to acquire PROLOR	$	586,643	$	—
Issuance of Common Stock to acquire:				
Cytochroma	$	146,902	$	—
OPKO Brazil	$	436	$	—
Farmadiet	$	4,404	$	805

The accompanying Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

NOTE 1 BUSINESS AND ORGANIZATION

We are a multi-national biopharmaceutical and diagnostics company that seeks to establish industry-leading positions in large and rapidly growing medical markets by leveraging our discovery, development and commercialization expertise and our novel and proprietary technologies. We are developing a range of solutions to diagnose, treat and prevent various conditions, including molecular diagnostics tests, laboratory developed tests, point-of-care tests, and proprietary pharmaceuticals and vaccines. We plan to commercialize these solutions on a global basis in large and high growth markets, including emerging markets.

We own established pharmaceutical platforms in Spain, Chile and Mexico, which are generating revenue and which we expect to generate positive cash flow and facilitate future market entry for our products currently in development. In addition, we recently established pharmaceutical operations in Brazil. We also operate a specialty active pharmaceutical ingredients (“APIs”) manufacturer in Israel, which we expect to play a valuable role in the development of our pipeline of molecules and compounds for our proprietary molecular diagnostic and therapeutic products. We operate a laboratory business with laboratories certified under the Clinical Laboratory Improvement Amendments of 1988 (“CLIA”), that has a strong presence in the U.S. urologic pathology market, and will provide us with a platform to commercialize certain of our novel diagnostics tests currently in development.

We are incorporated in Delaware and our principal executive offices are located in leased offices in Miami, Florida. We lease office and lab space in Jupiter and Miramar, Florida, and Nes Ziona, Israel, which is where our molecular diagnostics research and development, oligonucleotide research and development and carboxyl terminal peptide research and development operations are based, respectively. We lease office, manufacturing and warehouse space in Woburn, Massachusetts for our point-of-care diagnostics business, and in Nesher, Israel for our API business. We lease laboratory and office space in Nashville, Tennessee and Burlingame, California for our CLIA-certified laboratory business, and we lease office space in Bannockburn, Illinois, and Markham, Ontario for our pharmaceutical business directed to chronic kidney disease. Our Chilean operations are located in leased offices and warehouse facilities in Santiago. Our Mexican operations are based in owned offices, an owned manufacturing facility and a leased warehouse facility in Guadalajara and in leased offices in Mexico City. Our Spanish operations are based in owned offices in Barcelona, in an owned manufacturing facility in Banyoles and a leased warehouse facility in Palol de Revardit. Our Brazilian operations are located in leased offices in Sao Paulo.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation. The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and notes required by accounting principles generally accepted in the United States for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments) considered necessary to present fairly the Company’s results of operations, financial position and cash flows have been made. The results of operations and cash flows for the three and nine months ended September 30, 2013, are not necessarily indicative of the results of operations and cash flows that may be reported for the remainder of 2013 or for future periods. The unaudited condensed consolidated financial statements should be read in conjunction with the Consolidated Financial Statements and the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012.

Reclassifications and correction of an error. Certain prior year amounts in the condensed consolidated financial statements have been reclassified to conform with the 2013 presentation. Due to the acquisition of OPKO OURLab, LLC (formerly Prost-Data, Inc.), our CLIA certified laboratory business (“OURLab”) in December 2012, we changed our segment presentation to include diagnostics as a reportable segment. As a result of this change in reportable segments, we restated certain prior year amounts in the condensed consolidated financial statements to conform with the 2013 presentation. These reclassifications had no impact on our results of operations. Refer to Note 12.

The condensed consolidated statements of operations for the three and nine months ended September 30, 2013 include a $2.7 million, or $0.01 per share, reduction of research and development expense. This reduction is the resulting of correcting the cumulative effect of an error in calculating equity based compensation expense for certain performance based stock options granted to a non-employee. The effect of this error was not material to the financial statements of any prior annual or quarterly periods nor is it material to 2013 financial statements presented herein; and as such, the cumulative effect of such error was recorded as a reduction to research and development expense in the three and nine months ended September 30, 2013.

Principles of consolidation. The accompanying unaudited condensed consolidated financial statements include the accounts of OPKO Health, Inc., our wholly-owned subsidiaries and variable interest entities ("VIEs") in which we are deemed to be the primary beneficiary. All significant intercompany accounts and transactions are eliminated in consolidation.

Use of estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash and cash equivalents. Cash and cash equivalents include short-term, interest-bearing instruments with original maturities of 90 days or less at the date of purchase. We also consider all highly liquid investments with original maturities at the date of purchase of 90 days or less as cash equivalents. These investments include money markets, bank deposits, certificates of deposit and U.S. treasury securities.

Inventories. Inventories are valued at the lower of cost or market (net realizable value). Cost is determined by the first-in, first-out method. We consider such factors as the amount of inventory on hand, estimated time required to sell such inventories, remaining shelf-life, and current market conditions to determine whether inventories are stated at the lower of cost or market.

Goodwill and Intangible Assets. Goodwill represents the difference between the purchase price and the estimated fair value of the net assets acquired when accounted for by the purchase method of accounting and arose from our acquisitions. Goodwill and other intangible assets acquired in business combinations, licensing and other transactions at September 30, 2013 and December 31, 2012 were $1.1 billion and $0.2 billion, respectively.

Assets acquired and liabilities assumed in business combinations, licensing and other transactions are recognized at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recognized as goodwill. We determined the fair value of intangible assets, including in-process research and development ("IPR&D"), using the "income method."

Goodwill is tested at least annually for impairment, or when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable, on an enterprise level by assessing qualitative factors or performing a quantitative analysis in determining whether it is more likely than not that its fair value exceeds the carrying value.

Fair value measurements. The carrying amounts of our cash and cash equivalents, accounts receivable and accounts payable approximate their fair value due to the short-term maturities of these instruments. Investments that are considered available for sale as of September 30, 2013 are carried at fair value.

Short-term investments, which we invest in from time to time, include bank deposits, corporate notes, U.S. treasury securities and U.S. government agency securities with original maturities of greater than 90 days and remaining maturities of less than one year. Long-term investments include corporate notes, U.S. treasury securities and U.S. government agency securities with maturities greater than one year.

In evaluating the fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and/or different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange. Refer to Note 8.

Contingent consideration. Each period we revalue the contingent consideration obligations associated with certain acquisitions to their fair value and record increases in the fair value as contingent consideration expense and decreases in the fair value as contingent consideration income. Changes in contingent consideration result from changes in the assumptions regarding probabilities of successful achievement of related milestones, the estimated timing in which the milestones are achieved and the discount rate used to estimate the fair value of the liability. Contingent consideration may change significantly as our development programs progress, revenue estimates evolve and additional data is obtained, impacting our assumptions. The assumptions used in estimating fair value require significant judgment. The use of different assumptions and judgments could result in a materially different estimate of fair value which may have a material impact on our results from operations and financial position.

Derivative financial instruments. We record derivative financial instruments on our Condensed Consolidated Balance Sheet at their fair value and recognize the changes in the fair value in our Condensed Consolidated Statement of Operations, when they occur, the only exception being derivatives that qualify as hedges. For the derivative instrument to qualify as a hedge, we are required to meet strict hedge effectiveness and contemporaneous documentation requirements at the initiation of the hedge and assess the hedge effectiveness on an ongoing basis over the life of the hedge. At September 30, 2013 and

December 31, 2012, our forward contracts for inventory purchases did not meet the documentation requirements to be designated as hedges. Accordingly, we recognize all changes in the fair values of our derivatives instruments in Fair value changes of derivatives instruments, net, in our Condensed Consolidated Statement of Operations. Refer to Note 9.

Revenue recognition. Generally, we recognize revenue from product sales when goods are shipped and title and risk of loss transfer to our customers. Our estimates for sales returns and allowances are based upon the historical patterns of product returns and allowances taken, matched against the sales from which they originated, and management's evaluation of specific factors that may increase or decrease the risk of product returns.

Revenue for laboratory services are recognized on the accrual basis at the time test results are reported, which approximates when services are provided. Services are provided to certain patients covered by various third-party payer programs including various managed care organizations, as well as the Medicare and Medicaid programs. Billings for services under third-party payer programs are included in sales net of allowances for contractual discounts and allowances for differences between the amounts billed and estimated program payment amounts. Adjustments to the estimated payment amounts based on final settlement with the programs are recorded upon settlement as an adjustment to revenue. For the three and nine months ended September 30, 2013, revenue from services also includes $0.2 million and $0.6 million, respectively, of revenue related to our consulting agreement with Neovasc, Inc. ("Neovasc") and to revenue related to molecular diagnostics collaboration agreements. For the three and nine months ended September 30, 2012, revenue from services included $0.1 million and $0.3 million, respectively, of revenue related to our consulting agreement with Neovasc and to revenue related to molecular diagnostics collaboration agreements. We recognize this revenue on a straight-line basis over the contractual term of the agreements.

Revenue from transfer of intellectual property includes revenue related to the sale, license or transfer of intellectual property such as upfront license payments, license fees and milestone payments received through our license, collaboration and commercialization agreements. We analyze our multiple-element arrangements to determine whether the elements can be separated and accounted for individually as separate units of accounting.

Non-refundable license fees for the out-license of our technology are recognized depending on the provisions of each agreement. We recognize non-refundable upfront license payments as revenue upon receipt if the license has standalone value and the fair value of our undelivered obligations, if any, can be determined. If the license is considered to have standalone value but the fair value of any of the undelivered items cannot be determined, the license payments are recognized as revenue over the period of our performance for such undelivered items or services. License fees with ongoing involvement or performance obligations are recorded as deferred revenue, included in Accrued expenses or Other long-term liabilities, when received and generally are recognized ratably over the period of such performance obligation only after both the license period has commenced and we have delivered the technology.

The assessment of our obligations and related performance periods requires significant management judgment. If an agreement contains research and development obligations, the relevant time period for the research and development phase is based on management estimates and could vary depending on the outcome of clinical trials and the regulatory approval process. Such changes could materially impact the revenue recognized, and as a result, management reviews the estimates related to the relevant time period of research and development on a quarterly basis. For the nine months ended September 30, 2013, we recorded $16.1 million of revenue from the transfer of intellectual property, of which $12.5 million related to the sale of substantially all of our assets in the field of RNA interference to RXi Pharmaceuticals Corporation ("RXi") and $3.2 million related to the rights granted to OAO Pharmsynthez ("Pharmsynthez") of certain technologies. Refer to Note 5.

Revenue from milestone payments related to arrangements under which we have continuing performance obligations are recognized as Revenue from transfer of intellectual property upon achievement of the milestone only if all of the following conditions are met: the milestone payments are non-refundable; there was substantive uncertainty at the date of entering into the arrangement that the milestone would be achieved; the milestone is commensurate with either the vendor's performance to achieve the milestone or the enhancement of the value of the delivered item by the vendor; the milestone relates solely to past performance; and the amount of the milestone is reasonable in relation to the effort expended or the risk associated with the achievement of the milestone. If any of these conditions are not met, the milestone payments are not considered to be substantive and are, therefore, deferred and recognized as Revenue from transfer of intellectual property over the term of the arrangement as we complete our performance obligations.

Total deferred revenue included in Accrued expenses and Other long-term liabilities was $7.9 million and $1.9 million at September 30, 2013 and December 31, 2012, respectively.

Allowance for doubtful accounts. We analyze accounts receivable and historical bad debt levels, customer credit worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts using the specific identification method. Our reported net loss is directly affected by our estimate of the collectability of accounts receivable. The amount of the allowance for doubtful accounts was $1.1 million and $0.5 million at September 30, 2013 and December 31, 2012, respectively.

Equity-based compensation. We measure the cost of employee services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost is recognized in the statement of operations over the period during which an employee is required to provide service in exchange for the award. We record excess tax benefits, realized from the exercise of stock options as a financing cash inflow rather than as a reduction of taxes paid in cash flow from operations. Equity-based compensation arrangements to non-employees are recorded at their fair value on the measurement date. The measurement of equity-based compensation is subject to periodic adjustment as the underlying equity instruments vest. During the three months ended September 30, 2013 and 2012, we recorded $0.4 million and $1.1 million , respectively, of equity-based compensation expense. During the nine months ended September 30, 2013 and 2012, we recorded $7.4 million, and $3.3 million , respectively, of equity-based compensation expense.

Research and development expenses. Research and development expenses include external and internal expenses, partially offset by third-party grants and fundings arising from collaboration agreements. External expenses include clinical and non-clinical activities performed by contract research organizations, lab services, purchases of drug and diagnostic product materials and manufacturing development costs. Research and development employee-related expenses include salaries, benefits and stock-based compensation expense. Other unallocated internal research and development expenses are incurred to support overall research and development activities and include expenses related to general overhead and facilities. We expense these costs in the period in which they are incurred. We estimate our liabilities for research and development expenses in order to match the recognition of expenses to the period in which the actual services are received. As such, accrued liabilities related to third party research and development activities are recognized based upon our estimate of services received and degree of completion of the services in accordance with the specific third party contract.

Segment reporting. Our chief operating decision-maker ("CODM") is comprised of our executive management with the oversight of our Board of Directors. Our CODM reviews our operating results and operating plans and makes resource allocation decisions on a Company-wide or aggregate basis. We currently manage our operations in two reportable segments, pharmaceuticals and diagnostics. The pharmaceuticals segment consists of two operating segments, our (i) pharmaceutical research and development segment which is focused on the research and development of pharmaceutical products and vaccines, and (ii) the pharmaceutical operations we acquired in Chile, Mexico, Israel, Spain and Brazil. The diagnostics segment consists of two operating segments, our (i) pathology operations we acquired through the acquisition of OURLab and (ii) point-of-care and molecular diagnostics operations. There are no inter-segment sales. We evaluate the performance of each segment based on operating profit or loss. There is no inter-segment allocation of interest expense and income taxes.

Variable interest entities. The consolidation of VIEs is required when an enterprise has a controlling financial interest. A controlling financial interest in a VIE will have both of the following characteristics: (a) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE. Refer to Note 5.

Investments. We have made strategic investments in development stage and emerging companies. We record these investments as equity method investments or investments available for sale based on our percentage of ownership and whether we have significant influence over the operations of the investees. For investments classified under the equity method of accounting, we record our proportionate share of their losses in Losses from investments in investees in our Condensed Consolidated Statement of Operations. Refer to Note 5. For investments classified as available for sale, we record changes in their fair value as unrealized gain or loss in Other comprehensive loss based on their closing price per share at the end of each reporting period. Refer to Note 5.

Recent accounting pronouncements. In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-2, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, ("ASU 2013-2"). ASU 2013-2 requires the presentation of reclassifications out of accumulated other comprehensive income in either (1)the notes or (2)the face of the financial statements. We adopted ASU 2013-2 for our first quarter ended March 31, 2013. The adoption of ASU 2013-2 did not have a material impact in our condensed consolidated financial statements, but did require certain additional disclosures. Refer to Note 7.

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. ASU 2013-11is intended to eliminate inconsistent practices regarding the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is available to reduce the taxable income or tax payable that would result from the dis-allowance of a tax position. This ASU will be effective for our fiscal year beginning January 1, 2014 and subsequent interim periods. The adoption of ASU 2013-11 is not expected to have a material effect on our condensed consolidated financial statements.

NOTE 3 LOSS PER SHARE

Basic loss per share is computed by dividing our net loss by the weighted average number of shares outstanding during the period. Diluted loss per share is computed by dividing our net loss by the weighted average number of shares outstanding and the impact of all dilutive potential common shares, primarily stock options. The dilutive impact of common stock options and common stock warrants is determined by applying the “treasury stock” method. Potentially dilutive shares issuable pursuant to the Notes (defined in Note 6) were not included in the computation of net loss per share for the three and nine months ended September 30, 2013, because their inclusion would be anti-dilutive.

Also, a total of 35,157,966 and 26,022,072 potential shares of Common Stock have been excluded from the calculation of diluted net loss per share for the three months ended September 30, 2013 and 2012, respectively, because their inclusion would be anti-dilutive. A total of 31,659,650 and 26,836,546 potential shares of Common Stock have been excluded from the calculation of net loss per share for the nine months ended September 30, 2013 and 2012, respectively, because their inclusion would be anti-dilutive.

During the three months ended September 30, 2013, 3,206,230 Common Stock options and Common Stock warrants to purchase shares of our Common Stock were exercised and issued. During the three months ended September 30, 2012, 161,264 Common Stock options and Common Stock warrants to purchase shares of our Common Stock were exercised, resulting in the issuance of 160,411 shares of Common Stock. Of the 161,264 Common Stock options and Common Stock warrants exercised, 853 shares of Common Stock were surrendered in lieu of a cash payment via the net exercise feature of the warrant agreements.

During the nine months ended September 30, 2013, 4,933,976 Common Stock options and Common Stock warrants to purchase shares of our Common Stock were exercised, resulting in the issuance of 4,818,462 shares of Common Stock. Of the 4,933,976 Common Stock options and Common Stock warrants exercised, 115,514 shares of Common Stock were surrendered in lieu of a cash payment via the net exercise feature of the warrant agreements. During nine months ended September 30, 2012, 750,162 Common Stock options and Common Stock warrants to purchase shares of our Common Stock were exercised, resulting in the issuance of 748,783 shares of Common Stock. Of the 750,162 Common Stock options and Common Stock warrants exercised, 1,379 shares of Common Stock were surrendered in lieu of a cash payment via the net exercise feature of the warrant agreements.

NOTE 4 COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

(In thousands)	September 30, 2013	December 31, 2012
Accounts receivable, net:		
Accounts receivable	$ 22,506	$ 21,636
Less: allowance for doubtful accounts	(1,134)	(474)
	$ 21,372	$ 21,162
Inventories, net:		
Finished products	$ 14,775	$ 17,963
Work in-process	1,450	688
Raw materials	4,426	4,923
Less: inventory reserve	(1,135)	(1,313)
	$ 19,516	$ 22,261
Prepaid expenses and other current assets:		
Prepaid supplies	$ 839	$ 443
Prepaid insurance	843	301
Pharmsynthez Note Receivable and Purchase Option	6,755	—
Other receivables	3,818	886
Taxes recoverable	2,992	1,493
Other	4,304	4,750
	$ 19,551	$ 7,873
Intangible assets, net:		
Technologies	$ 52,947	$ 52,810
Customer relationships	22,883	23,088
Product registrations	9,861	9,637
Tradenames	3,702	3,746
Covenants not to compete	8,667	8,662
Other	1,177	367
Less: accumulated amortization	(21,904)	(14,072)
	$ 77,333	$ 84,238
Accrued expenses:		
Taxes payable	$ 3,225	$ 1,614
Deferred revenue	7,040	1,518
Clinical trials	3,543	50
Professional fees	7,203	675
Employee benefits	6,416	3,319
Deferred acquisition payments, net of discount	5,335	6,172
Contingent consideration	3,695	5,126
Interest payable related to the Notes	925	—
Other	5,887	6,182
	$ 43,269	$ 24,656

(In thousands)	September 30, 2013	December 31, 2012
Other long-term liabilities:		
Contingent consideration – Cytochroma	$ 51,447	$ —
Contingent consideration – Farmadiet	542	532
Contingent consideration – OPKO Diagnostics	12,976	11,310
Contingent consideration – FineTech	—	2,578
Contingent consideration – CURNA	549	510
Deferred acquisition payments, net of discount	—	3,931
Mortgages and other debts payable	3,350	5,150
Deferred tax liabilities	164,892	9,777
Other, including deferred revenue	1,006	380
	$ 234,762	$ 34,168

The change in value of the intangible assets is primarily due to the acquisitions of Cytochroma Inc. ("Cytochroma") PROLOR Biotech, Inc. ("PROLOR") and OPKO Do Brasil Comércio De Produtos Farmacéuticos Ltda ("OPKO Brazil"), previously known as Silcon Comércio, Importacao E Exportacao de Produtos Farmacéuticos e Cosmeticos Ltda, as well as the foreign currency fluctuations between the Chilean and Mexican pesos, the Brazilian Reals, the Euro and the Shekel against the U.S. dollar at September 30, 2013 and December 31, 2012.

NOTE 5 ACQUISITIONS, INVESTMENTS AND LICENSES

PROLOR acquisition

In August 2013, we acquired PROLOR pursuant to an Agreement and Plan of Merger dated as of April 23, 2013 (the "PROLOR Merger Agreement") in an all-stock transaction. PROLOR is an Israeli-based biopharmaceutical company focused on developing and commercializing longer-acting proprietary versions of already approved therapeutic proteins.

Under the terms of the PROLOR Merger Agreement, holders of PROLOR common stock received 0.9951 shares of our Common Stock for each share of PROLOR common stock. At closing we delivered 63,670,805 shares of our Common Stock valued at $540.6 million based on the closing price per share of our Common Stock as reported by the NYSE on the closing date of the acquisition, or $8.49 per share. In addition, each outstanding option and warrant to purchase shares of PROLOR Common Stock that was outstanding and unexercised immediately prior to the closing date, whether vested or not vested, was converted into 7,889,265 options and warrants to purchase OPKO Common Stock at a fair value of $46.1 million.

Until completion of the acquisition of PROLOR, Dr. Phillip Frost, our Chairman and Chief Executive Officer, was PROLOR's Chairman of the Board and a greater than 5% stockholder of PROLOR. Dr. Jane H. Hsiao, our Vice Chairman and Chief Technology Officer and Mr. Steven Rubin, our Executive Vice President, Administration, were both directors of PROLOR and less than 5% stockholders of PROLOR.

Cytochroma acquisition

In March 2013, we acquired Cytochroma, a corporation located in Markham, Canada, whose lead products, both in Phase 3 development, are *Rayaldy*™, a vitamin D prohormone to treat secondary hyperparathyroidism in patients with stage 3 or 4 chronic kidney disease and vitamin D insufficiency, and *Alpharen*™, a non-absorbed phosphate binder to treat hyperphosphatemia in dialysis patients (the "Cytochroma Acquisition").

In connection with the Cytochroma Acquisition, we delivered 20,517,030 of shares of our Common Stock valued at $146.9 million based on the closing price per share of our Common Stock as reported by the NYSE on the actual closing date of the acquisition, or $7.16 per share. The number of shares issued was based on the volume-weighted average price per share of our Common Stock as reported on the NYSE for the 10 trading days immediately preceding the date of the purchase agreement for the Cytochroma Acquisition, or $4.87 per share. The Cytochroma Agreement contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties.

In addition, the Cytochroma Acquisition requires payments of up to an additional $190.0 million in cash or additional shares of our Common Stock, at our election, upon the achievement of certain milestones relating to development and annual revenue. As a result, we recorded $47.7 million as contingent consideration. We evaluate the contingent consideration on an ongoing basis and the changes in the fair value are recognized in earnings until the milestones are achieved. Refer to Note 8.

The following table summarizes the preliminary purchase price allocation and the estimated fair value of the net assets acquired and liabilities assumed in the acquisitions of Cytochroma and PROLOR at the dates of acquisition, which are subject to change while contingencies that existed on the acquisition date are resolved:

(In thousands)	Cytochroma	PROLOR
Current assets [1]	$ 1,224	$ 21,500
Intangible assets:		
In-process research and development	191,530	590,200
Patents	210	—
Total intangible assets	191,740	590,200
Goodwill	2,411	139,784
Property, plant and equipment	306	1,057
Other assets	—	371
Accounts payable and accrued expenses	(1,069)	(9,866)
Deferred tax liability	—	(156,403)
Total purchase price	$ 194,612	$ 586,643

(1) Current assets include cash of $0.4 million and $20.5 million related to the Cytochroma and PROLOR acquisitions, respectively.

Goodwill from the acquisition of PROLOR principally relates to the deferred tax liability generated as a result of this being a stock transaction and the assembled workforce. Goodwill from the acquisition of Cytochroma principally relates to the assembled workforce. Goodwill is not tax deductible for income tax purposes.

OPKO Brazil asset acquisition

In February 2013, we acquired the assets of OPKO Brazil, a Brazilian pharmaceutical company, pursuant to a purchase agreement entered into on December 26, 2012. Pursuant to the purchase agreement, we paid $0.3 million in cash and delivered 64,684 shares of our Common Stock at closing valued at $0.4 million based on the closing price per share of our Common Stock as reported by the NYSE on the actual closing date of the acquisition, or $6.73 per share. The number of shares issued was based on the average closing price per share of Common Stock as reported on the NYSE for the 10 trading days immediately preceding the execution of the purchase agreement, or $4.64 per share.

We accounted for this acquisition as an asset acquisition rather than a business combination. As a result we recorded the assets at fair value, with most of the value being allocated to the most significant asset, its pharmaceutical business licenses.

OURLab acquisition

In October 2012, we entered into a definitive merger agreement to acquire OURLab, a Nashville-based CLIA laboratory. In December 2012, we paid $9.4 million in cash and delivered 7,072,748 shares of our Common Stock at closing valued of $32.9 million based on the closing sales price per share of our Common Stock as reported by the NYSE on the actual closing date of the acquisition, or $4.65 per share. The number of shares issued was based on the average closing price per share of our Common Stock as reported on the NYSE for the 15 trading days immediately preceding the execution of the purchase agreement, or $4.33 per share. Pursuant to the merger agreement, 1,732,102 shares of Common Stock issued in the transaction are being held in a separate escrow account to secure indemnification obligations of the OURLab seller.

Farmadiet acquisition

In August 2012, we entered into a stock purchase agreement pursuant to which we acquired all of the outstanding stock of Farmadiet Group Holding, S.L. ("Farmadiet"), a Spanish company engaged in the development, manufacture, marketing, and sale of pharmaceutical, nutraceutical, and veterinary products in Europe (the "Farmadiet Transaction").

In connection with the Farmadiet Transaction, we agreed to pay an aggregate purchase price of €13.5 million (approximately $16.0 million), of which (i) 50% ($8.4 million) was paid in cash at closing, and (ii) 50% (the "Deferred Payments") will be paid, at our option, in cash or shares of our Common Stock as follows: (x) 25% to be paid on the first anniversary of the closing date; and (y) 25% to be paid 18 months after the closing date. On the date of acquisition, we recorded the €6.8 million Deferred Payments at $7.8 million, net of a discount of $0.6 million. The discount will be amortized as interest expense through the respective payment dates. The Deferred Payments are required to be paid in Euro and as such, the final U.S. dollar amount to be paid will be based on the exchange rate at the time the Deferred Payments are made. In the event we elect to pay the Deferred Payments in shares of our Common Stock, the number of shares issuable shall be calculated using the average closing price per share of our Common Stock as reported on the NYSE for the 10 trading days immediately preceding the applicable payment date. On August 2, 2013, we issued 585,703 shares of our Common Stock, in accordance with the first Deferred Payment. The number of shares issued was based on the average closing price per share of our Common Stock as reported on the NYSE for the 10 trading days up to and including August 1, 2013, or $7.61 per share. We have the right to hold back up to €2.8 million (approximately $3.6 million as of September 30, 2013) from the Deferred Payment to satisfy indemnity claims.

In connection with the Farmadiet Transaction, we also entered into two ancillary transactions (the "Ancillary Transactions"). In exchange for a 40% interest held by one of the sellers in one of Farmadiet's subsidiaries, we agreed to issue up to an aggregate of 250,000 shares of our Common Stock, of which (a) 125,000 shares were issued on the closing date, and (b) 125,000 will be issued upon achieving certain milestones. In addition, we acquired an interest held by an affiliate of Farmadiet in a product in development in exchange for which we agreed to pay up to an aggregate of €1.0 million ($1.3 million) payable at our option in cash or shares of our Common Stock, of which (a) 25% ($0.3 million) was paid at closing through delivery of 70,421 shares of our Common Stock, and 75% ($1.0 million) will be paid in cash or shares of our Common Stock upon achieving certain milestones. As a result, we recorded $1.2 million as contingent consideration for the future consideration. We evaluate the contingent consideration on an ongoing basis and the changes in fair value are recognized in earnings until the milestones are achieved. Refer to Note 8. The final U.S. dollar amount to be paid will be based on the exchange rate at the time the milestones are achieved. The number of shares of our Common Stock issued is determined based on the average closing sales price for our Common Stock on the NYSE for the 10 trading days preceding the required payment date.

ALS acquisition

In April 2012, we completed the acquisition of ALS Distribuidora Limitada ("ALS"), a privately-held Chilean pharmaceutical company, pursuant to a stock purchase agreement entered into in January 2012. In connection with the transaction, we agreed to pay up to a total of $4.0 million in cash to the sellers. Pursuant to the purchase agreement, we paid (i) $2.4 million in cash at the closing, less certain liabilities, and (ii) $0.8 million in cash at the closing into a separate escrow account to satisfy possible indemnity claims. During the nine months ended September 30, 2013, we paid the remaining $0.8 million that we had agreed to pay upon the legal registration in the name of ALS of certain trademarks and product registrations previously held by the former owner of ALS, Arama Laboratorios y Compañía Limitada.

Pro forma disclosure for acquisitions

The following table includes the pro forma results for the three and nine months ended September 30, 2013 and 2012 of the combined companies as though the acquisition of Cytochroma and PROLOR had been completed as of the beginning of each period, respectively.

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands)	2013	2012	2013	2012
Revenues	$ 20,641	$ 13,976	$ 75,838	$ 37,327
Net loss	$ (75,858)	$ (15,745)	$ 130,118	$ (43,864)
Net loss attributable to common shareholders	$ (75,055)	$ (16,302)	$ (128,229)	$ (45,534)
Basic and diluted loss per share	$ (0.19)	$ (0.04)	$ (0.32)	$ (0.12)

The unaudited pro forma financial information is presented for information purposes only. The unaudited pro forma financial information may not necessarily reflect our future results of operations or what the results of operations would have been had we owned and operated each company as of the beginning of the period presented.

We incurred a pre-tax loss related to the activities of Cytochroma and PROLOR of $15.6 million and $2.5 million, respectively, from the date of our acquisitions through September 30, 2013.

Investments

The total assets, liabilities, and net losses of our equity method investees as of and for the nine months ended September 30, 2013 were $105.5 million, $39.6 million, and $51.2 million, respectively. The following table reflects our maximum exposure, accounting method, ownership interest and underlying equity in net assets of each of our unconsolidated investments as of September 30, 2013:

(Dollars in thousands, except per share prices) Investee name	Year invested	Accounting method	Ownership at September 30, 2013	Investment	Underlying equity in net assets	Closing share price at September 30, 2013 for investments available for sale
Sorrento	2009	Equity method	14%	$ 2,300	$ 821	
Cocrystal	2009	Equity method	16%	2,500	358	
Neovasc	2011	Equity method	6%	3,798	454	
Fabrus	2010	VIE, equity method	13%	650	(108)	
BZNE common stock	2012	VIE, equity method	11%	1,276	(1,184)	
RXi	2013	Equity method	19%	15,000	2,847	
Pharmsynthez	2013	Equity method	11%	5,036	5,156	
TESARO	2010	Investment available for sale	1%	56		$ 38.74
Neovasc options	2011	Investment available for sale	N/A	925		CA $ 2.35
BZNE Note and conversion feature	2012	VIE, investment available for sale	N/A	1,700		
ChromaDex	2012	Investment available for sale	1%	1,320		$ 0.81
Plus unrealized/realized gains on investments, options and warrants, net				2,708		
Less accumulated losses in investees				(12,579)		
Total carrying value of equity method investees and investments, available for sale				$ 24,690		

Neovasc

In 2011, we made an investment in Neovasc, a medical technology company based in Vancouver, Canada. We invested $2.0 million and received two million Neovasc common shares, and two-year warrants to purchase an additional one million shares for $1.25 a share. During the nine months ended September 30, 2013 we exercised the warrants and paid $1.2 million. We accounted for the warrants as an investment, available for sale and recorded the warrants at fair value on the date of acquisition. We recorded the changes in the fair value of the warrants in Fair value changes of derivatives instruments, net in our Condensed Consolidated Statements of Operations.

2013 licensing agreements

An element of our growth strategy is to leverage our proprietary technology through a combination of internal development, acquisition, and external partnerships to maximize the commercial opportunities for our portfolio of proprietary pharmaceutical and diagnostic products and as such during 2013, we have entered into licensing agreements with Pharmsynthez and RXi.

Pharmsynthez transactions

In April 2013, we entered into a series of concurrent transactions with Pharmsynthez, a Russian pharmaceutical company traded on the Moscow Stock Exchange. The transactions consisted of:

- We delivered approximately $9.6 million to Pharmsynthez.
- Pharmsynthez issued to us approximately 13.6 million of its common shares.
- Pharmsynthez agreed, at its option, to issue approximately 12.0 million common shares to us or to pay us Russian Rubles ("RUR") 265.0 million ($8.1 million) on or before December 31, 2013 (the "Pharmsynthez Note Receivable").
- We have a right to purchase additional shares in Pharmsynthez at a fixed price if Pharmsynthez pays us in cash rather than delivering to us the 12.0 million Pharmsynthez common shares (the "Purchase Option").
- We granted rights to certain technologies in the Russian Federation, Ukraine, Belorussia, Azerbaidjan and Kazakhstan (the "Territories") to Pharmsynthez.
- We will receive from Pharmsynthez royalty on net sales of products incorporating the technologies in the Territories, as well as a percentage of any sublicense income from third parties for the technologies in the Territories.

- Pharmsynthez will pay us $9.5 million under the various collaboration and funding agreements for the development of the technologies (the “Collaboration Payments”).

We recorded the initial shares received in Pharmsynthez as an equity method investment. We recorded the Pharmsynthez Note Receivable, and the Purchase Option, as financial instruments and elected the fair value option for subsequent measurement. Changes in the fair value of the receivable from Pharmsynthez for its common stock or RUR, with the embedded derivative, and the Purchase Option are recorded in Fair value changes of derivative instruments, net in our Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2013.

We have accounted for the license and development activities as a multi-element arrangement, and allocated the total arrangement consideration based on the relative selling prices of the elements. We will record the allocated consideration for development activities as an offset to Research and development expenses over the three-year term of the Collaboration Payments. We will record revenue in connection with the grant of rights to the technologies proportionately as the payments are received.

During the three and nine months ended September 30, 2013, no payments were received for the Pharmsynthez Notes Receivable. During the three and nine months ended September 30, 2013, we received $3.4 million and $6.8 million, respectively, related to the Collaboration Payments of which we recorded $1.3 million and $3.2 million, respectively, in Revenue from transfer of intellectual property and $0.4 million and $0.7 million, respectively, as an offset to Research and development expenses.

RXi transactions

In March 2013, we completed the sale to RXi of substantially all of our assets in the field of RNA interference (the “RNAi Assets”) (collectively, the “Asset Purchase Agreement”). As consideration for the RNAi Assets, at the closing of the Asset Purchase Agreement, RXi issued to us 50 million shares of its common stock (the “APA Shares”). In accounting for the sale of the RNAi Assets, we determined that we did not have any continuing involvement in the development of the RNAi Assets or any other future performance obligations and, as a result, during the nine months ended September 30, 2013, we recognized the APA Shares as $12.5 million of revenue from transfer of intellectual property in our Condensed Consolidated Statement of Operations.

Pursuant to the Asset Purchase Agreement, RXi will be required to pay us up to $50.0 million in milestone payments upon the successful development and commercialization of each drug developed by RXi, certain of its affiliates or any of its or their licensees or sublicensees utilizing patents included within the RNAi Assets (each, a “Qualified Drug”). In addition, RXi will also be required to pay us royalties equal to: (a) a mid single-digit percentage of “Net Sales” (as defined in the Asset Purchase Agreement) with respect to each Qualified Drug sold for an ophthalmologic use during the applicable “Royalty Period” (as defined in the Asset Purchase Agreement); and (b) a low single-digit percentage of net sales with respect to each Qualified Drug sold for a non-ophthalmologic use during the applicable royalty period.

In addition to the Asset Purchase Agreement, we purchased 17,241,380 shares of RXi, for $2.5 million, as part of a $16.4 million financing for RXi, which included other related parties. We have determined that our ownership, along with that of our related parties, provides us the ability to exercise significant influence over RXi operations and as such we have accounted for our investment in RXi under the equity method.

Investments in variable interest entities

We have determined that we hold variable interests in Fabrus, Inc. (“Fabrus”), Biozone Pharmaceutical, Inc. (“BZNE”) and SciVac Ltd ("SciVac"), previously known as SciGen (I.L.) Ltd. We made this determination as a result of our assessment that they do not have sufficient resources to carry out their principal activities without additional financial support.

In order to determine the primary beneficiary of BZNE, we evaluated our investment and our related parties’ investments, as well as our investment combined with the related party group’s investments to identify if we had the power to direct the activities that most significantly impact the economic performance of BZNE. We determined that power to direct the activities that most significantly impact BZNE’s economic performance is conveyed through the board of directors of BZNE and no entity is able to appoint the BZNE governing body that oversees its executive management team. Based on the capital structure, governing documents and overall business operations of BZNE, we determined that, while a VIE, no single entity has the power to direct the activities that most significantly impact BZNE’s economic performance. However, we determined that we and our related parties can significantly influence the success of BZNE through our voting power. As such, we account for investment in BZNE under the equity method.

In order to determine the primary beneficiary of Fabrus, we evaluated our investment and our related parties’ investment, as well as our investment combined with the related party group’s investment to identify if we had the power to direct the activities that most significantly impact the economic performance of Fabrus. We determined that power to direct the activities that most significantly impact Fabrus’s economic performance is conveyed through the board of directors of Fabrus as no entity is able to appoint the Fabrus governing body that oversees its executive management team. Based on the capital structure, governing documents and overall business operations of Fabrus, we determined that, while a VIE, no single entity has the power to direct the activities that most significantly impact Fabrus's economic performance. We did determine, however, that our related parties can significantly influence the success of Fabrus through our board representation and voting power. Accordingly, as we and our related parties have the ability to exercise significant influence over Fabrus' operations, we account for our investment in Fabrus under the equity method.

Consolidated variable interest entities

In June 2012, we entered into a share and debt purchase agreement whereby in exchange for $0.7 million we acquired shares representing a 45% stock ownership in SciVac from FDS Pharma LLP ("FDS"). SciVac is a privately-held Israeli company that produces a third-generation hepatitis B-vaccine. In November 2012 and during the nine months ended September 30, 2013, we loaned to SciVac a combined $1.8 million for working capital purposes. We have determined that we hold variable interests in SciVac based on our assessment that SciVac does not have sufficient resources to carry out its principal activities without financial support. In order to determine the fair market value of our investment in SciVac, we have utilized a business enterprise valuation approach.

In order to determine the primary beneficiary of SciVac, we evaluated our investment to identify if we had the power to direct the activities that most significantly impact the economic performance of SciVac. We have determined that the power to direct the activities that most significantly impact the economic performance of SciVac is conveyed through SciVac's board of directors. SciVac's board of directors appoint and oversee SciVac's management team who carry out the activities that most significantly impact the economic performance of SciVac. As part of the share and debt purchase agreement, SciVac's board of directors is constituted by 5 members, of which 3 members will be appointed by us, representing 60% of SciVac's board. Based on this analysis, we determined that we have the power to direct the activities of SciVac and as such we are the primary beneficiary. As a result of this conclusion, we have consolidated the results of operations and financial position of SciVac and recorded a reduction of equity for the portion of SciVac we do not own.

The following table represents the consolidated assets and non-recourse liabilities related to SciVac as of September 30, 2013 and December 31, 2012. These assets are owned by, and these liabilities are obligations of, SciVac, not us.

(In thousands)	September 30, 2013	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 136	$ 174
Accounts receivable, net	205	387
Inventories, net	1,653	1,092
Prepaid expenses and other current assets	185	199
Total current assets	2,179	1,852
Property, plant and equipment, net	1,410	1,539
Intangible assets, net	1,122	1,154
Goodwill	841	796
Other assets	312	231
Total assets	$ 5,864	$ 5,572
Liabilities		
Current liabilities:		
Accounts payable	$ 1,129	$ 1,108
Accrued expenses	5,969	2,859
Notes payable	1,284	—
Total current liabilities	8,382	3,967
Other long-term liabilities	279	1,529
Total liabilities	$ 8,661	$ 5,496

NOTE 6 DEBT

The following table sets forth information related to the 3.00% convertible senior notes which is included our Condensed Consolidated Balance Sheets:

(In thousands)	Embedded conversion option	Convertible Notes	Discount	Total
Balance at December 31, 2012	$ —	$ —	$ —	$ —
Issuance of 3.00% convertible notes	59,204	175,000	(59,204)	175,000
Amortization of debt discount	—	—	4,866	4,866
Debt discount write-off associated with conversion of debt	—	—	5,368	5,368
Change in fair value of embedded derivative	41,818	—	—	41,818
Conversion	(1,199)	(16,936)	—	(18,135)
Balance at September 30, 2013	$ 99,823	$ 158,064	$ (48,970)	$ 208,917

In January 2013, we entered into note purchase agreements (the “Notes”) with qualified institutional buyers and accredited investors (collectively the “Purchaser”) in a private placement in reliance on exemptions from registration under the Securities Act of 1933, (the “Securities Act”). The Purchasers of the Notes include Frost Gamma Investments Trust, a trust affiliated with Dr. Frost, and Hsu Gamma Investment, L.P., an entity affiliated with Dr. Hsiao. The Notes were issued on January 30, 2013. The Notes, which total $175.0 million, bear interest at the rate of 3.00% per year, payable semiannually on February 1 and August 1 of each year, beginning August 1, 2013. The Notes will mature on February 1, 2033, unless earlier repurchased, redeemed or converted. Upon a fundamental change as defined in the instruments governing the Notes, subject to certain exceptions, the holders may require us to repurchase all or any portion of their Notes for cash at a repurchase price equal to 100% of the principal amount of the Notes being repurchased, plus any accrued and unpaid interest to but not including the fundamental change repurchase date.

The Notes will be convertible at any time on or after November 1, 2032, through the second scheduled trading day immediately preceding the maturity date, at the option of the holders. Additionally, holders may convert their Notes prior to the close of business on the scheduled trading day immediately preceding November 1, 2032, under the following circumstances: (1) conversion based upon satisfaction of the trading price condition relating to the Notes; (2) conversion based on the Common Stock price; (3) conversion based upon the occurrence of specified corporate events; or (4) if we call the Notes for redemption. The Notes will be convertible into cash, shares of our Common Stock, or a combination of cash and shares of Common Stock, at our election unless we have made an irrevocable election of net share settlement. The initial conversion rate for the Notes will be 141.4827 shares of Common Stock per $1,000 principal amount of Notes (equivalent to an initial conversion price of approximately $7.07 per share of Common Stock), and will be subject to adjustment upon the occurrence of certain events. In addition, we will, in certain circumstances, increase the conversion rate for holders who convert their Notes in connection with a make-whole fundamental change (as defined in the Indenture) and holders who convert upon the occurrence of certain specific events prior to February 1, 2017 (other than in connection with a make-whole fundamental change).

On August 30, 2013, one of the conversion rights of the Notes was triggered. As a result, holders of the Notes converted $16.9 million principal amount into 2,396,145 shares of our Common Stock at a rate of 141.4827 shares of Common Stock per $1,000 principal amount of Notes. We recorded an $8.7 million loss on early conversion of the Notes in Other income (expense), net in our Condensed Consolidated Statement of Operations. The Notes were convertible through September 6, 2013 and may be convertible thereafter, if one or more of the conversion conditions are satisfied.

We may not redeem the Notes prior to February 1, 2017. On or after February 1, 2017 and before February 1, 2019, we may redeem for cash any or all of the Notes but only if the last reported sale price of our Common Stock exceeds 130% of the applicable conversion price for at least 20 trading days during the 30 consecutive trading day period ending on the trading day immediately prior to the date on which we deliver the redemption notice. The redemption price will equal 100% of the principal amount of the Notes to be redeemed, plus any accrued and unpaid interest to but not including the redemption date. On or after February 1, 2019, we may redeem for cash any or all of the Notes at a redemption price of 100% of the principal amount of the Notes to be redeemed, plus any accrued and unpaid interest up to but not including the redemption date.

The terms of the Notes, include, among others: (i) rights to convert into shares of our Common Stock, including upon a fundamental change; and (ii) a coupon make-whole payment in the event of a conversion by the holders of the Notes on or after February 1, 2017 but prior to February 1, 2019. We have determined that these specific terms are considered to be embedded derivatives. As a result, embedded derivatives are required to be separated from the host contract, the Notes, and carried at fair value when: (a) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract; and (b) a separate, stand-alone instrument with the same terms would qualify as a derivative instrument. We have concluded that the embedded derivatives within the Notes meet these criteria and, as such, must be valued separate and apart from the Notes and recorded at fair value each reporting period.

For purposes of accounting and financial reporting, we combine these embedded derivatives and value them together as one unit of accounting. At each reporting period, we record these embedded derivatives at fair value which is included as a component of the Notes on our Condensed Consolidated Balance Sheets.

We have used a binomial lattice model in order to estimate the fair value of the embedded derivative in the Notes. A binomial lattice model generates two probable outcomes — one up and another down —arising at each point in time, starting from the date of valuation until the maturity date. A lattice was initially used to determine if the Notes would be converted, called or held at each decision point. Within the lattice model, the following assumptions are made: (i) the Notes will be converted early if the conversion value is greater than the holding value; or (ii) the Notes will be called if the holding value is greater than both (a) the redemption price (as defined in the Indenture) and (b) the conversion value plus the coupon make-whole payment at the time. If the Notes are called, then the holder will maximize their value by finding the optimal decision between (1) redeeming at the redemption price and (2) converting the Notes.

Using this lattice, we valued the embedded derivatives using the “with-and-without method,” where the value of the Notes including the embedded derivatives is defined as the “with,” and the value of the Notes excluding the embedded derivatives is defined as the “without.” This method estimates the value of the embedded derivatives by looking at the difference in the values between the Notes with the embedded derivatives and the value of the Notes without the embedded derivatives.

The lattice model requires the following inputs: (i) price of our Common Stock; (ii) Conversion Rate (as defined in the Indenture); (iii) Conversion Price (as defined in the Indenture); (iv) maturity date; (v) risk-free interest rate; (vi) estimated stock volatility; and (vii) estimated credit spread for the Company.

The following table sets forth the inputs to the lattice model used to value the embedded derivative:

	September 30, 2013	Issuance Date
Stock price	$ 8.81	$ 6.20
Conversion Rate	141.4827	141.4827
Conversion Price	$ 7.07	$ 7.07
Maturity date	February 1, 2033	February 1, 2033
Risk-free interest rate	1.50%	1.12%
Estimated stock volatility	40%	40%
Estimated credit spread	948 basis points	944 basis points

The following table sets forth the fair value of the Notes with and without the embedded derivatives, and the fair value of the embedded derivatives as of the issuance date and September 30, 2013. At September 30, 2013 and at issuance date the principal amount of the Notes was $158.1 million and $175.0 million, respectively:

(In thousands)	September 30, 2013	Issuance Date
Fair value of Notes:		
With the embedded derivatives	$ 210,105	$ 175,000
Without the embedded derivatives	$ 110,282	$ 115,796
Estimated fair value of the embedded derivatives	$ 99,823	$ 59,204

Changes in certain inputs into the lattice model can have a significant impact on changes in the estimated fair value of the embedded derivatives. For example, a decrease in our estimated credit spread results in an increase in the estimated value of the embedded derivatives. Conversely, a decrease in the price of our Common Stock results in a decrease in the estimated fair value of the embedded derivatives. From the date the Notes were issued through September 30, 2013, we observed an increase in the market price of our Common Stock which primarily resulted in a $41.8 million increase in the estimated fair value of our embedded derivatives recorded in Fair value changes of derivative instruments, net in our Condensed Consolidated Statements of Operations.

We have entered into line of credit agreements with fifteen financial institutions in Chile and Spain. These lines of credit are used primarily as a source of working capital for inventory purchases.

The following table summarizes the amounts outstanding under the lines of credit:

(Dollars in thousands)			Balance Outstanding	
Lender	Interest rate on borrowings	Credit line capacity	September 30, 2013	December 31, 2012
Itau Bank	8.04%	$ 3,000	$ 2,207	$ 2,738
Bank of Chile	7.80%	3,000	1,967	2,292
BICE Bank	5.50%	1,500	867	2,451
Corp Banca	5.50%	—	28	1,248
BBVA Bank	8.29%	2,500	1,230	2,823
Penta Bank	9.48%	800	992	833
Security Bank	7.56%	1,500	1,063	—
BCI	5.50%	1,000	1,216	—
Estado Bank	6.88%	2,000	1,732	1,963
Sabadell Bank	7.60%	203	—	3
Bilbao Vizcaya Bank	4.90%	406	91	377
Banco Popular	8.25%	406	—	260
Santander Bank	6.00%	203	—	—
Banesto	5.80%	203	4	163
Banca March	6.25%	270	—	44
Total		$ 16,991	$ 11,397	$ 15,195

At September 30, 2013 and December 31, 2012, the weighted average interest rate on our lines of credit was approximately 7.4% and 6.5%, respectively.

At September 30, 2013 and December 31, 2012, we had mortgage notes and other debt payables related to Farmadiet as follows:

(In thousands)	September 30, 2013	December 31, 2012
Current portion of lines of credit and notes payable	$ 1,796	$ 2,331
Other long-term liabilities	3,350	3,916
Total mortgage notes and other debt payables	$ 5,146	$ 6,247

The mortgages and other debts payable mature at various dates ranging from 2015 through 2024 bearing variable interest rates from 2.7% up to 6.3%. The weighted average interest rate on the mortgage notes and other debt payable at September 30, 2013 and December 31, 2012, was 4.2% and 4.5%, respectively.

NOTE 7 ACCUMULATED OTHER COMPREHENSIVE INCOME

For the nine months ended September 30, 2013, changes in Accumulated other comprehensive income, net of tax, were as follows:

(In thousands)	Foreign currency	Unrealized gains in Accumulated OCI
Balance at December 31, 2012	$ 3,196	$ 4,160
Other comprehensive income before reclassifications, net of tax (1)	(1,395)	1,869
Amounts reclassified from accumulated other comprehensive income, net of tax (1)	—	(4,593)
Net other comprehensive income	(1,395)	(2,724)
Balance at September 30, 2013	$ 1,801	$ 1,436

(1) Effective tax rate of 38.47%.

Amounts reclassified from Accumulated other comprehensive income for the nine months ended September 30, 2013 related to $10.8 million realized gain on the sales of certain of our investments available for sale. Of the $10.8 million gain on the sales of our investments available for sale, a $7.5 million gain was reclassified from unrealized gains in Accumulated other comprehensive income to Other income (expense), net for the nine months ended September 30, 2013.

NOTE 8 FAIR VALUE MEASUREMENTS

We record fair value at an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement that should be determined based on assumptions that market participants would use in pricing an asset or liability. We utilize a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers include: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

A summary of our investments as of September 30, 2013, classified as available for sale, and carried at fair value is as follows:

	As of September 30, 2013				
(In thousands)	Amortized Cost	Gross unrealized gains in Accumulated OCI	Gross unrealized losses in Accumulated OCI	Gain/(Loss) in Accumulated Deficit	Fair value
Common stock investments, available for sale	$ 1,376	$ 1,417	$ —	$ —	$ 2,793
BZNE Note and conversion feature	1,700	53	—	287	2,040
Neovasc common stock options	925	714	(202)	181	1,618
U.S. Treasury securities	25,004	—	—	—	25,004
Total assets	$ 29,005	$ 2,184	$ (202)	$ 468	$ 31,455

A summary of our investments as of December 31, 2012, classified as available for sale, and carried at fair value is as follows:

	As of December 31, 2012				
(In thousands)	Amortized Cost	Gross unrealized gains in Accumulated OCI	Gross unrealized losses in Accumulated OCI	Gain/(Loss) in Accumulated Deficit	Fair value
Common stock investments, available for sale	$ 2,051	$ 6,185	$ —	$ —	$ 8,236
BZNE Note and conversion feature	1,700	53	—	287	2,040
Neovasc common stock options	925	293	—	176	1,394
Neovasc common stock warrants	659	194	—	(375)	478
Total assets	$ 5,335	$ 6,725	$ —	$ 88	$ 12,148

Any future fluctuation in fair value related to these instruments that is judged to be temporary, including any recoveries of previous write-downs, will be recorded in Accumulated other comprehensive income or loss. If we determine that any future valuation adjustment was other-than-temporary, we will record a loss during the period such determination is made.

As of September 30, 2013, we have money market funds that qualify as cash equivalents, forward contracts for inventory purchases (Refer to Note 9) and contingent consideration related to the acquisitions of CURNA, Inc. ("CURNA"), Claros Diagnostics, Inc. ("OPKO Diagnostics"), FineTech Pharmaceuticals, Ltd. ("FineTech"), Farmadiet, and Cytochroma that are required to be measured at fair value on a recurring basis. In addition, in connection with our investment and our consulting agreement with Neovasc, we record the related Neovasc options and warrants at fair value as well as the derivative instruments related to our transactions with Pharmsynthez.

Our financial assets and liabilities measured at fair value on a recurring basis are as follows:

	Fair value measurements as of September 30, 2013			
(In thousands)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Money market funds	$ 116,477	$ —	$ —	$ 116,477
U.S. Treasury securities	—	25,004	—	25,004
Certificates of deposit	—	827	—	827
Pharmsynthez Note Receivable and Purchase Option	—	6,755	—	6,755
Common stock investments, available for sale	2,793	—	—	2,793
BZNE Note and conversation feature	—	—	2,040	2,040
Neovasc common stock options	—	1,618	—	1,618
Total assets	$ 119,270	$ 34,204	$ 2,040	$ 155,514
Liabilities:				
Forward contracts	$ —	$ (25)	$ —	$ (25)
Embedded conversion option	—	—	99,823	99,823
Deferred acquisition payments, net of discount	—	—	5,335	5,335
Contingent consideration:				
CURNA	—	—	549	549
OPKO Diagnostics	—	—	12,976	12,976
FineTech	—	—	2,862	2,862
Cytochroma	—	—	51,447	51,447
Farmadiet	—	—	1,375	1,375
Total liabilities	$ —	$ (25)	$ 174,367	$ 174,342

(In thousands)	Fair value measurements as of December 31, 2012 Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Money market funds	$ 18,716	$ —	$ —	$ 18,716
Certificates of deposit	—	820	—	820
Common stock investments, available for sale	8,236	—	—	8,236
BZNE Note and conversation feature	—	—	2,040	2,040
Neovasc common stock options	—	1,394	—	1,394
Neovasc common stock warrants	—	478	—	478
Total assets	$ 26,952	$ 2,692	$ 2,040	$ 31,684
Liabilities:				
Forward contracts	$ —	$ 10	$ —	$ 10
Deferred acquisition payments, net of discount	—	—	10,103	10,103
Contingent consideration:				
CURNA	—	—	510	510
OPKO Diagnostics	—	—	12,974	12,974
FineTech	—	—	5,262	5,262
Farmadiet	—	—	1,310	1,310
Total liabilities	$ —	$ 10	$ 30,159	$ 30,169

Our U.S. Treasury securities matured on October 15, 2013 ($25.0 million).

The carrying amount and estimated fair value of our long-term debt, as well as the applicable fair value hierarchy tiers, are contained in the table below. The fair value of the Notes is determined using a binomial lattice approach in order to estimate the fair value of the embedded derivative in the Notes. Refer to Note 6.

(In thousands)	September 30, 2013 Carrying Value	Total Fair Value	Level 1	Level 2	Level 3
Notes	$ 109,094	$ 110,282	$ —	$ —	$ 110,282

As of September 30, 2013 and December 31, 2012, the carrying value of our other assets and liabilities approximates their fair value due to their short-term nature.

The following tables reconcile the beginning and ending balances of our Level 3 assets and liabilities as of September 30, 2013 and December 31, 2012:

(In thousands)	September 30, 2013 BZNE Note and conversion feature	Contingent consideration	Deferred acquisition payments, net of discount	Embedded conversion option
Balance at December 31, 2012	$ 2,040	$ 20,056	$ 10,103	$ —
Additions	—	47,710	—	59,204
Total losses (gains) for the period:				
Included in results of operations	—	4,204	597	41,818
Conversion of the Notes	—	—	—	(1,199)
Payments	—	(2,761)	(5,365)	—
Balance at September 30, 2013	$ 2,040	$ 69,209	$ 5,335	$ 99,823

(In thousands)	December 31, 2012 BZNE Note and conversion feature	Contingent consideration	Deferred acquisition payments, net of discount
Balance at December 31, 2011	$ —	$ 18,002	$ —
Additions	1,700	1,234	9,673
Total losses (gains) for the period:			
Included in results of operations	1,563	820	430
Included in Other comprehensive loss	53	—	—
Transfer out to equity method investment	(1,276)	—	—
Balance at December 31, 2012	$ 2,040	$ 20,056	$ 10,103

The estimated fair values of our financial instruments have been determined by using available market information and what we believe to be appropriate valuation methodologies. We use the following methods and assumptions in estimating fair value:

BZNE Notes and conversion feature - The stock market activity in BZNE does not represent an active market and as such, we determined the fair market value utilizing a business enterprise valuation approach in order to determine the fair value of our investment. The most significant assumptions are the projected revenue growth and operating income (loss). The impact of a change in any of our significant underlying assumptions +/-1% would not result in a materially different fair value.

Contingent consideration – We estimate the fair value of the contingent consideration utilizing a discounted cash flow model for the expected payments based on estimated timing and expected revenues. We use several discount rates depending on each type of contingent consideration related to FineTech, OPKO Diagnostics, CURNA, Farmadiet and Cytochroma transactions. The discount rates used range from 6% to 27% and were based on the weighted average cost of capital for those businesses. If the discount rates were to increase by 1%, on each transaction, the contingent consideration would decrease by $2.0 million. If estimated future sales were to decrease by 10%, the contingent consideration related to CURNA, FineTech and Cytochroma would decrease by $0.8 million. As of September 30, 2013, of the $69.2 million of contingent consideration, $3.7 million is recorded in Accrued expenses and $65.5 million is recorded in Other long-term liabilities. As of December 31, 2012, of the $20.0 million of contingent consideration, $5.1 million is recorded in Accrued expenses and $14.9 million is recorded in Other long-term liabilities.

Deferred payments – We estimate the fair value of the deferred payments utilizing a discounted cash flow model for the expected payments.

Embedded conversion option – We estimate the fair value of the embedded conversion option related to the Notes using a binomial lattice model. Refer to Note 6 for detail description of the binomial lattice model and the fair value assumptions used.

Pharmsynthez Note Receivable and Purchase Option - We determined the fair value of the Pharmsynthez Note Receivable and Purchase Option using a number of Black-Scholes scenarios simulating changes in Pharmsynthez's common stock price.

NOTE 9 DERIVATIVE CONTRACTS

We enter into foreign currency forward exchange contracts to cover the risk of exposure to exchange rate differences arising from inventory purchases on letters of credit. Under these forward contracts, for any rate above or below the fixed rate, we receive or pay the difference between the spot rate and the fixed rate for the given amount at the settlement date.

The following table summarizes the fair values and the presentation of our derivative financial instruments in the Condensed Consolidated Balance Sheets:

(In thousands)	Balance Sheet Component	September 30, 2013	December 31, 2012
Derivative financial instruments:			
Pharmsynthez Note Receivable and Purchase Option	Prepaid expenses and other current assets	$ 6,755	$ —
Neovasc common stock options/warrants	Investments, net	$ 1,618	$ 1,872
Embedded conversion option	3.00% convertible senior notes, net of discount and estimated fair value of embedded derivatives	$ 99,823	$ —
Forward contracts (1)	Current portion of lines of credit and notes payable	$ 3,899	$ 1,294

(1) The effect on loss in the forward contracts is recorded in Accrued expenses. The effect on income in the forward contracts is recorded in Prepaid expenses and other current assets.

To qualify the derivative instrument as a hedge, we are required to meet strict hedge effectiveness and contemporaneous documentation requirements at the initiation of the hedge and assess the hedge effectiveness on an ongoing basis over the life of the hedge. At September 30, 2013 and December 31, 2012, our derivative financial instruments do not meet the documentation requirements to be designated as hedges. Accordingly, we recognize the changes in Fair value changes of derivative instruments, net in our Condensed Consolidated Statements of Operations. The following table summarizes the (losses) and gains recorded during the three and nine months ended September 30, 2013 and 2012:

	Three months ended September 30,		Nine months ended September 30,	
(In thousands)	2013	2012	2013	2012
Derivative gain (loss):				
Pharmsynthez Note Receivable and Purchase Option	$ (147)	$ —	$ 2,452	$ —
Neovasc common stock options/warrants and BZNE Note conversion feature	(545)	201	700	1,368
Notes	(26,943)	—	(41,818)	—
Forward contracts	(158)	(32)	(25)	(59)
Total	$ (27,793)	$ 169	$ (38,691)	$ 1,309

The outstanding forward contracts at September 30, 2013 and December 31, 2012, have been recorded at fair value, and their maturity details are as follows:

(In thousands) Days until maturity	Contract value	Fair value at September 30, 2013	Effect on income (loss)
0 to 30	$ 1,133	$ 1,139	$ 6
31 to 60	1,058	1,039	(19)
61 to 90	945	939	(6)
91 to 120	272	271	(1)
121 to 180	516	511	(5)
More than 180	—	—	—
Total	$ 3,924	$ 3,899	$ (25)

(In thousands) Days until maturity	Contract value	Fair value at December 31, 2012	Effect on income (loss)
0 to 30	$ —	$ —	$ —
31 to 60	581	577	(4)
61 to 90	341	339	(2)
91 to 120	212	210	(2)
121 to 180	170	168	(2)
More than 180	—	—	—
Total	$ 1,304	$ 1,294	$ (10)

NOTE 10 RELATED PARTY TRANSACTIONS

On August 29, 2013, we acquired PROLOR pursuant to an Agreement and Plan of Merger dated as of April 23, 2013 in an all-stock transaction. Until completion of the acquisition, Dr. Frost was PROLOR's Chairman of the Board and a greater than 5% stockholder of PROLOR. Dr. Hsiao and Mr. Rubin were also directors and less than 5% stockholders of PROLOR.

In January 2013, we entered into the Notes, with the Purchasers for the sale of $175.0 million aggregate principal amount of Notes in a private placement in reliance on exemptions from registration under the Securities Act. The Purchasers of the Notes include Frost Gamma Investments Trust, a trust affiliated with Dr. Frost, and Hsu Gamma Investment, L.P., an entity affiliated with Dr. Hsiao. The Notes were issued on January 30, 2013.

In December 2012, we entered into a five-year lease agreement with AVI Properties, LLC ("AVI"), an entity affiliated with Dr. Jonathan Oppenheimer, OURLab's Chief Executive Officer. The lease is for approximately 44,000 square feet of laboratory and office space in Nashville, Tennessee, where OURLab is based. The lease provides for payments of approximately $18 thousand per month in the first year, increasing annually if the consumer price index exceeds 5%, plus applicable sales tax. In addition to the rent, we pay a portion of operating expenses, property taxes and parking.

During the nine months ended September 30, 2013, our FineTech subsidiary recorded revenue of $0.1 million for the sale of APIs to Teva Pharmaceutical Industries, Limited ("Teva"). Dr. Frost serves as the Chairman of the Board of Directors of Teva.

In February 2012, we entered into a cooperative research funding and option agreement with The Scripps Research Institute ("TSRI") to support research for the development of novel oligomeric compounds relating to our molecular diagnostics technology (the "Research Agreement"). Pursuant to the Research Agreement, we agreed to provide funding of approximately $0.9 million annually over a five year period. In conjunction with entering into the Research Agreement, we also entered into a license agreement with TSRI for technology relating to libraries of peptide tertiary amides. In addition, we entered into a second license with TSRI for technology relating to highly selective inhibitors of c-Jun-N-Terminal Kinases that may be useful for the treatment of various diseases, including Parkinson's disease. We also entered into a research funding and option agreement to provide funding of approximately $0.2 million annually over three years to support further development of the technology. Dr. Frost served as a Trustee for TSRI until November 2012 and Dr. Richard Lerner, a member of our Board of Directors, served as its President until December 2011.

In February 2012, we made a $1.0 million investment in ChromaDex. Other investors participating in the private financing included the Gamma Trust, Hsu Gamma, and Dr. Lerner. Following our investment, we own 1.5% of ChromaDex, the Gamma Trust owns approximately 16% of ChromaDex; Hsu Gamma owns approximately 1%; and certain of our directors own less 1%of ChromaDex.

In February 2012, we purchased from BZNE $1.7 million of 10% secured convertible promissory notes (the “BZNE Notes”), convertible into BZNE common stock at a price equal to $0.20 per common share, which BZNE Notes are due and payable on February 24, 2014 and ten year warrants to purchase 8.5 million shares of BZNE common stock at an exercise price of $0.40 per share.

Mr. Roberto Prego Novo is the Chairman of BZNE and presently serves as a consultant to us. Dr. Frost and Mr. Prego Novo previously invested in BZNE in February and March, 2011. On May 16, 2011, BZNE acquired the assets and assumed the liabilities of Aero Pharmaceuticals, Inc. (“Aero”) in exchange for which BZNE issued an aggregate of 8,331,396 shares of its restricted common stock to Aero. On September 21, 2011, BZNE issued an additional 13,914 shares to Aero due to the late filing of a registration statement. Prior to the transaction, Dr. Frost, through the Gamma Trust, beneficially owned approximately 46% of Aero’s issued and outstanding capital stock; Mr. Prego Novo owned approximately 23% of Aero’s issued and outstanding capital stock through Olyrca Trust; and Dr. Hsiao beneficially owned approximately 12% of Aero’s issued and outstanding stock. Each of Drs. Frost and Hsiao and Mr. Prego Novo beneficially owned approximately 9.2%, 1.7%, and 8.2% of BZNE, respectively, following the purchase of Aero by BZNE. Mr. Rubin beneficially owns less than 1% of BZNE as a result of his prior ownership of Aero shares. In April 2012 and June 2012, Dr. Frost, through the Gamma Trust, also made loans to BZNE in the principal amounts of $0.3 million and $0.1 million, respectively, which were initially secured by a first priority lien on a particular BZNE receivable. The notes to Gamma Trust were subsequently amended and Gamma Trust no longer holds a security interest in the BZNE receivables.

In August 2011, we made an investment in Neovasc. Dr. Frost and other members of our management are shareholders of Neovasc. Prior to the investment, Dr. Frost beneficially owned approximately 36% of Neovasc, Dr. Hsiao owned approximately 6%, and Mr. Rubin owned less than 1%. Dr. Hsiao and Mr. Rubin also serve on the board of directors of Neovasc.

In November 2010, we made an investment in Fabrus. In exchange for the investment, we acquired approximately 13% of Fabrus on a fully diluted basis. Our investment was part of a $2.1 million financing for Fabrus. Other investors participating in the financing include the Gamma Trust and Hsu Gamma. In connection with the financing, Drs. Frost and Hsiao joined the Fabrus Board of Managers. Dr. Lerner owns approximately 5% of Fabrus. Mr. Vaughn Smider, Founder and CEO of Fabrus, is an Assistant Professor at TSRI. Dr. Frost served as a Trustee for TSRI until November 2012, and Dr. Lerner served as President of TSRI until December 2011.

In June 2010, we entered into a cooperative research and development agreement with Academia Sinica, Taipei, Taiwan (“Academia Sinica”), for pre-clinical work for a compound against various forms of cancer. Dr. Alice Yu, a member of our Board of Directors, is a Distinguished Research Fellow and Associate Director at the Genomics Research Center, Academia Sinica (“Genomics Research Center”). In connection with the Academia Sinica Agreement, we are required to pay Academia Sinica approximately $0.2 million over the term of the agreement.

Effective in September 2009, we entered into an agreement pursuant to which we invested $2.5 million in Cocrystal in exchange for 1,701,723 shares of Cocrystal’s Convertible Series A Preferred Stock. A group of investors, led by the Frost Group LLC, which is a trust controlled by Dr. Frost, Dr. Hsaio and Mr. Rubin, (the “Cocrystal Investors”), previously invested $5.0 million in Cocrystal, and agreed to invest an additional $5.0 million payable in two equal installments in September 2009 and March 2010. As a result of an amendment to the Cocrystal Investors’ agreements dated June 9, 2009, we, rather than the Cocrystal Investors, made the first installment investment ($2.5 million) on September 21, 2009.

In June 2009, we entered into a stock purchase agreement with Sorrento, pursuant to which we invested $2.3 million in Sorrento Therapeutics, Inc. ("Sorrento"). In exchange for the investment, we acquired approximately one-third of the outstanding common shares of Sorrento and received a fully-paid, exclusive license to the Sorrento antibody library for the discovery and development of therapeutic antibodies in the field of ophthalmology. On September 21, 2009, Sorrento entered into a merger transaction with Quikbyte Software, Inc. (“Quikbyte”). Prior to the merger transaction, certain investors, including Dr. Frost and other members of our management group, made an investment in Quikbyte. Dr. Lerner serves as a consultant and scientific advisory board member to Sorrento and owns less than 1% of its shares.

In November 2007, we entered into an office lease with Frost Real Estate Holdings, LLC (“Frost Holdings”), an entity affiliated with Dr. Frost. The lease is for approximately 8,300 square feet of space in an office building in Miami, Florida, where our principal executive offices are located. The lease provides for payments of approximately $18 thousand per month in the first year increasing annually to $24 thousand per month in the fifth year, plus applicable sales tax. The rent is inclusive of operating expenses, property taxes and parking. The rent for the first year was reduced to reflect a $30 thousand credit for the costs of tenant improvements. In August 2012, we entered into a six-month extension on the same terms as the 2007 expiring lease and in February 2013, we agreed to extend the lease on a month-to-month basis.

We reimburse Dr. Frost for Company-related use by Dr. Frost and our other executives of an airplane owned by a company that is beneficially owned by Dr. Frost. We reimburse Dr. Frost in an amount equal to the cost of a first class airline ticket between the travel cities for each executive, including Dr. Frost, traveling on the airplane for Company-related business. We do not reimburse Dr. Frost for personal use of the airplane by Dr. Frost or any other executive; nor do we pay for any other fixed or variable operating costs of the airplane. For the three and nine months ended September 30, 2013, we reimbursed Dr. Frost approximately $19 thousand and $37 thousand, respectively, for Company-related travel by Dr. Frost and other OPKO executives. For the three and nine months ended September 30, 2012, we reimbursed Dr. Frost approximately $52 thousand and $181 thousand, respectively, for Company-related travel by Dr. Frost and other OPKO executives.

NOTE 11 COMMITMENTS AND CONTINGENCIES

In connection with our acquisitions of CURNA, OPKO Diagnostics, FineTech, Farmadiet, and Cytochroma, we agreed to pay future consideration to the sellers upon the achievement of certain events. As a result, as of September 30, 2013 , we recorded $69.2 million as contingent consideration, with $3.7 million recorded within Accrued expenses and $65.5 million recorded within Other long-term liabilities in the accompanying Condensed Consolidated Balance Sheets. Refer to Note 4.

On April 29, 2013, we were named in a putative class action filed in the Eighth Judicial District Court in and for Clark County, Nevada against PROLOR, the members of the PROLOR Board of Directors, individually (including Drs. Frost and Hsiao and Steven Rubin), and the Company. From May 1, 2013 through May 6, 2013, we were named in an additional five putative class actions suits filed in the Eighth Judicial District Court in and for Clark County, Nevada against the same defendants. On July 17, 2013, these suits were consolidated, for all purposes, into an amended class action complaint, and on or around October 25, 2013, the plaintiffs filed a second amended consolidated class action complaint. The lawsuit is brought by purported holders of PROLOR's common stock, both individually and on behalf of a putative class of PROLOR's stockholders, asserting claims that PROLOR’s Board of Directors breached its fiduciary duties in connection with the merger by purportedly failing to maximize stockholder value, that PROLOR and its Board of Directors failed to disclose material information to PROLOR’s stockholders, and that the Company aided and abetted the alleged breaches of fiduciary duty. The lawsuit seeks monetary damages, including increased consideration to PROLOR’s stockholders, equitable relief, including, among other things, rescission of the Merger Agreement along with rescissionary damages, and an award of all costs, including reasonable attorneys’ fees. The Company denies the allegations and intends to vigorously defend the actions. It is too early to assess the probability of a favorable or unfavorable outcome or the loss or range of loss, if any.

In November 2012, Adrian Goldstein, M.D., a former employee of OURLab, filed a complaint for declaratory judgment and alleged breach of contract against OURLab in the Chancery Court for Davidson County, Tennessee. Dr. Goldstein asserts in his complaint that OURLab breached his employment agreement and owes him additional compensation and further compensation for the value of OURLab under a “compensation for sale” provision set forth in his employment agreement. Dr. Goldstein seeks recovery of compensatory damages not to exceed $20 million, plus his attorney’s fees and litigation expenses. OURLab believes this action is without merit and is vigorously defending against plaintiff’s claims. It is too early to assess the probability of a favorable or unfavorable outcome or the loss or range of loss, if any.

In October 2012, we received a letter from counsel to Optos, Inc., ("Optos") making certain indemnity claims against us in connection with the sale of our ophthalmic instrumentation business. In October 2013, we entered into a settlement agreement with Optos that resulted in payments to us and resolved all pending claims between the parties, including a termination of future royalty obligations from Optos to us.

In July 2012, OURLab received a letter from AdvanceMed Corporation (“AdvanceMed”) regarding a post-payment review conducted by AdvanceMed (the “Post-Payment Review Letter”). The Post-Payment Review Letter originated with a post payment review audit by AdvanceMed of 183 claims submitted by OURLab to the Medicare program. OURLab believes that its billing practices were appropriate and it is following the appeal process set forth by Medicare. OURLab received a partially favorable determination, which reduced the amount of the alleged overpayment, and it continues to appeal the remaining alleged overpayments. No assurances can be given about the outcome of the appeal.

We are a party to other litigation in the ordinary course of business. We do not believe that any such litigation will have a material adverse effect on our business, financial condition, or results of operations.

We expect to incur substantial losses as we continue the development of our product candidates, continue our other research and development activities, and establish a sales and marketing infrastructure in anticipation of the commercialization of our diagnostic and pharmaceutical product candidates. We currently have limited commercialization capabilities, and it is possible that we may never successfully commercialize any of our diagnostic and pharmaceutical product candidates. We do not currently generate revenue from any of our diagnostic and pharmaceutical product candidates. Our research and development activities are budgeted to expand over a period of time and will require further resources if we are to be successful. As a result, we believe that our operating losses are likely to be substantial over the next several years. We may need to obtain additional funds to further develop our research and development programs, and there can be no assurance that additional capital will be available to us on acceptable terms, or at all.

NOTE 12 SEGMENTS

We currently manage our operations in two reportable segments, pharmaceuticals and diagnostics. The pharmaceuticals segment consists of two operating segments, our (i) pharmaceutical research and development segment which is focused on the research and development of pharmaceutical products, and vaccines, and (ii) the pharmaceutical operations we acquired in Chile, Mexico, Israel, Spain and Brazil. The diagnostics segment consists of two operating segments, our (i) pathology operations we acquired through the acquisition of OURLab and (ii) point-of-care and molecular diagnostics operations. There are no inter-segment sales. We evaluate the performance of each segment based on operating profit or loss. There is no inter-segment allocation of interest expense and income taxes.

Information regarding our operations and assets for our operating segments and the unallocated corporate operations as well as geographic information are as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
(In thousands)	2013	2012	2013	2012
Product revenues:				
Pharmaceuticals	$ 16,563	$ 11,495	$ 50,708	$ 30,051
Diagnostics	—	—	—	—
Corporate	—	—	—	—
	$ 16,563	$ 11,495	$ 50,708	$ 30,051
Revenue from services:				
Pharmaceuticals	$ —	$ —	$ —	$ —
Diagnostics	2,710	43	8,870	173
Corporate	60	57	180	159
	$ 2,770	$ 100	$ 9,050	$ 332
Revenue from transfer of intellectual property:				
Pharmaceuticals	$ 913	$ —	$ 14,720	$ —
Diagnostics	395	200	1,360	400
Corporate	—	—	—	—
	$ 1,308	$ 200	$ 16,080	$ 400
Operating (loss) income:				
Pharmaceuticals	$ (11,126)	$ (1,755)	$ (7,171)	$ (5,072)
Diagnostics	(399)	(3,810)	(16,783)	(12,835)
Corporate	(6,606)	(3,804)	(17,393)	(9,650)
Less: Operating loss attributable to noncontrolling interests	(879)	—	(2,419)	—
	$ (19,010)	$ (9,369)	$ (43,766)	$ (27,557)
Depreciation and amortization:				
Pharmaceuticals	$ 2,020	$ 1,780	$ 5,417	$ 4,805
Diagnostics	1,717	841	5,110	2,510
Corporate	31	44	121	132
	$ 3,768	$ 2,665	$ 10,648	$ 7,447
Revenues:				
United States	$ 4,078	$ 300	$ 25,130	$ 732
Chile	7,993	6,781	24,216	19,669
Spain	4,026	1,997	13,503	1,997
Israel	3,099	1,516	9,666	4,661
Mexico	1,445	1,201	3,323	3,724
	$ 20,641	$ 11,795	$ 75,838	$ 30,783

(In thousands)	September 30, 2013		December 31, 2012	
Assets:				
Pharmaceuticals	$	1,087,950	$	142,299
Diagnostics		114,434		112,422
Corporate		180,598		35,109
	$	1,382,982	$	289,830
Goodwill:				
Pharmaceuticals	$	174,734	$	32,844
Diagnostics		47,606		47,606
Corporate		—		—
	$	222,340	$	80,450

During the three and nine months ended September 30, 2013 and 2012, no customer represented more than 10% of our total revenue. As of September 30, 2013 and December 31, 2012, no customer represented more than 10% of our accounts receivable balance.

NOTE 13 SERIES D PREFERRED STOCK REDEMPTION

On March 1, 2013, our Board of Directors declared a cash dividend to all Series D Preferred Stockholders as of March 8, 2013. The total cash dividend paid was approximately $3.0 million. In addition, we also exercised our option to convert all 1,129,032 shares of our outstanding Series D Preferred Stock into 11,290,320 shares of our Common Stock effective as of March 8, 2013. Following the conversion there are no outstanding shares of Series D Preferred Stock.

NOTE 14 SUBSEQUENT EVENTS

We have reviewed all subsequent events and transactions that occurred after the date of our September 30, 2013 condensed consolidated balance sheet date, through the time of filing this Quarterly Report on Form 10-Q.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW

You should read this discussion together with the condensed consolidated financial statements, related Notes, and other financial information included elsewhere in this report and in our Annual Report on Form 10-K for the year ended December 31, 2012 (the "Form 10-K"). The following discussion contains assumptions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under "Risk Factors," in Part II, Item 1A of our Form 10-K for the year ended December 31, 2012 as updated by our Quarterly Reports on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013. These risks could cause our actual results to differ materially from those anticipated in these forward-looking statements.

We are a multi-national biopharmaceutical and diagnostics company that seeks to establish industry-leading positions in large and rapidly growing medical markets by leveraging our discovery, development and commercialization expertise and our novel and proprietary technologies. We are developing a range of solutions to diagnose, treat and prevent various conditions, including molecular diagnostics tests, laboratory developed tests ("LDTs"), point-of-care tests and proprietary pharmaceuticals and vaccines. We plan to commercialize these solutions on a global basis in large and high growth markets, including emerging markets.

We own established pharmaceutical platforms in Spain, Chile and Mexico, which are generating revenue and from which we expect to generate positive cash flow and facilitate future market entry for our products currently in development. We also recently established pharmaceutical operations in Brazil. We operate a specialty active pharmaceutical ingredients ("APIs") manufacturer in Israel, which we expect will facilitate the development of our pipeline of molecules and compounds for our proprietary molecular diagnostic and therapeutic products. We operate a full-service medical laboratory specializing in urologic pathology with CLIA-certified laboratory facilities, that will provide us with a platform to commercialize certain of our novel diagnostics tests currently in development.

RECENT DEVELOPMENTS

On August 29, 2013, we acquired PROLOR Biotech, Inc. ("PROLOR") pursuant to an Agreement and Plan of Merger dated April 23, 2013 (the "PROLOR Merger Agreement") in an all-stock transaction. PROLOR is an Israeli-based biopharmaceutical company focused on developing and commercializing longer-acting proprietary versions of already approved therapeutic proteins.

Under the terms of the PROLOR Merger Agreement, holders of PROLOR common stock received 0.9951 shares of our Common Stock for each share of PROLOR common stock. At closing we delivered 63,670,805 shares of our Common Stock valued at $540.6 million based on the closing price per share of our Common Stock as reported by the NYSE on the closing date of the acquisition, or $8.49 per share. Until completion of the acquisition, Dr. Phillip Frost, our Chairman and Chief Executive Officer, was PROLOR's Chairman of the Board and a greater than 5% stockholder of PROLOR. Dr. Jane H. Hsiao, our Vice Chairman and Chief Technology Officer and Mr. Steven Rubin, our Executive Vice President, Administration, were both directors of PROLOR and less than 5% stockholders of PROLOR.

RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

Revenues. Revenues for the three months ended September 30, 2013, were $20.6 million, compared to $11.8 million for the 2012 period. This increase principally reflected revenues related to the post September 30, 2012, acquisitions of Prost-Data, Inc. ("OURLab"), and SciVac Ltd ("SciVac"), previously known as SciGen (I.L.) Ltd, and the acquisition of Farmadiet Group Holding, S.L. ("Farmadiet") in August 2012, which contributed $2.6 million, $0.3 million and $2.0 million of revenues, respectively, during the three months ended September 30, 2013. Revenue from our Chilean operations increased $1.2 million during the three months ended September 30, 2013, primarily due to increased sales to government agencies. Revenue from our Israeli API business increased $1.2 million during the three months ended September 30, 2013, primarily related to increased sales from existing customers. Revenue from our Mexican operations increased by $0.3 million during the three months ended September 30, 2013, primarily due to a shift in marketing strategy to focus sales efforts to private institutions. Revenue related to our molecular diagnostics collaboration agreements and license agreements increased $1.2 million during the three months ended September 30, 2013, compared to the 2012 period, primarily related to revenue recorded in connection to the OAO Pharmsynthez ("Pharmsynthez") collaboration agreements.

Costs of revenue. Costs of revenue for the three months ended September 30, 2013, were $12.0 million, compared to $7.5 million for the 2012 period. Costs of revenue for the three months ended September 30, 2013, increased principally due to costs of revenue recorded by OURLab, SciVac and Farmadiet of $2.5 million, $1.0 million and $0.6 million, respectively, which businesses were acquired post September 30, 2012, with the exception of Farmadiet, which business was acquired in August 2012. Costs of revenue from our Chilean and Mexican operations increased $0.3 million and $0.1 million, respectively, during the three months ended September 30, 2013, primarily related to a higher level of revenues in these businesses.

Selling, general and administrative expenses. Selling, general and administrative expenses for the three months ended September 30, 2013, were $13.6 million, compared to $7.3 million for the 2012 period. The increase in selling, general and administrative expenses principally resulted from $3.0 million of such expenses recorded during the three months ended September 30, 2013, by Farmadiet, SciVac, OURLab, Cytochroma Inc. ("Cytochroma"), OPKO Do Brasil Comércio De Produtos Farmacéuticos Ltda, previously known as Silcon Comércio, Importacao E Exportacao de Produtos Farmacéuticos e Cosmeticos Ltda ("OPKO Brazil") and PROLOR, which businesses were acquired post September 30, 2012, with the exception of Farmadiet, which was acquired in August 2012. Excluding the selling, general and administrative expenses of Farmadiet and of the businesses acquired post September 30, 2012, selling, general and administrative expenses increased by $3.2 million during the three months ended September 30, 2013, principally as a result of increased personnel expenses and professional fees associated with our increased operations. Selling, general and administrative expenses during the three months ended September 30, 2013 and 2012, include equity-based compensation expense of $2.1 million and $1.1 million, respectively.

Research and development expenses. Research and development expenses for the three months ended September 30, 2013 and 2012, were $11.1 million and $3.6 million, respectively. Research and development costs include external and internal expenses, partially offset by third-party grants and fundings arising from collaboration agreements. External expenses include clinical and non-clinical activities performed by contract research organizations, lab services, purchases of drug and diagnostic product materials and manufacturing development costs. We track external research and development expenses by individual program, for Phase 3 clinical trials for drug approval and/or premarket approvals for diagnostics tests ("PMA"), if any. Research and development employee-related expenses include salaries, benefits and stock-based compensation expense. Other unallocated internal research and development expenses are incurred to support overall research and development activities and include expenses related to general overhead and facilities.

The increase in research and development expenses during the three months ended September 30, 2013, as compared to the 2012 period, principally resulted from an increase of $7.7 million related to the Cytochroma and PROLOR development programs, including $3.9 million related to the cost of ongoing Phase 3 clinical trials for *Rayaldy™* and for hGH-CTP. During the three months ended September 30, 2013 and 2012, we recorded, as an offset to research and development expenses, $0.8 million and $0.2 million, respectively, related to research and development grants received and from our collaboration and funding agreements. Research and development expenses for the three months ended September 30, 2013 includes an offset to research and development expenses of $2.7 million related to the correction of an error related to equity awards granted to non-employees with performance based vesting, partially offset by $0.9 million of expense. Research and development expense for the three months ended September 30, 2012 included $15 thousand of equity-based compensation expense.

Contingent consideration. Contingent consideration expenses for the three months ended September 30, 2013 and 2012, were $0.3 million and $0.6 million, respectively. The decrease in contingent consideration expense resulted from changes in the fair value of the contingent consideration liabilities due to the time value of money and the impact of changes in the underlying assumptions, if any, during the period. The contingent consideration liabilities relate to potential amounts payable to former stockholders of CURNA, Inc. ("CURNA"), Claros Diagnostics Inc. ("OPKO Diagnostics"), FineTech Pharmaceuticals, Ltd. ("FineTech"), Farmadiet and Cytochroma pursuant to our acquisition agreements in January 2011, October 2011, December 2011, August 2012 and March 2013, respectively.

Amortization of intangible assets. Amortization of intangible assets was $2.8 million and $2.2 million for the three months ended September 30, 2013 and 2012, respectively. Amortization expense increased due to the acquisitions of Farmadiet, OURLab and Cytochroma, in August 2012, December 2012 and March 2013, respectively.

Other income and (expense), net. Other income and (expense), net for the three months ended September 30, 2013 and 2012 was ($38.9) million and ($0.1) million, respectively. During the three months ended September 30, 2013, we recorded a $26.9 million non-cash other expense related to the changes in the fair value of the embedded derivatives in the 3.00% convertible senior notes, (the "Notes"), an $8.7 million loss on early partial conversion of the Notes and $0.7 million other expenses related to the changes in the fair value of the Pharmsynthez Note Receivable and Purchase Option and changes in the fair value of the options received in connection with our investment in Neovasc, Inc ("Neovasc"). Other income and (expense), net, for the three months ended September 30, 2013, also included $3.4 million of interest expense principally related to interest incurred on the Notes and by the amortization of related deferred financing costs. For the three months ended September 30, 2012, other income and (expense), net principally consisted of interest expense incurred in our Chilean and Farmadiet lines of credit, interest incurred related to the deferred payments in Farmadiet and foreign currency expense, partially offset by $0.2 million of other income recognized for the change in fair value of the warrants received in connections with our investment in Neovasc.

Loss from investments in investees. Loss from investments in investees was $1.6 million and $0.5 million for the three months ended September 30, 2013 and 2012, respectively. The increase in loss from investments in investees is primarily due to the result of increased research and development activities at our investees as well as the impact of including the activities of our recent investments in RXi Pharmaceuticals Corporation ("RXi") and Pharmsynthez.

Income taxes. Our income tax provision reflects the projected income tax payable in Israel, Chile, Spain and Canada. We have recorded a full valuation allowance against our deferred tax assets in the U.S. In May 2013, our Israeli API business elected a new tax regime, which sets its effective tax rate at 12.5% compared to a previous tax rate that was based on a ratio of revenue and turnover basis in the old tax regime, ranging from 10% to 25%.

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013 AND 2012

Revenues. Revenues for the nine months ended September 30, 2013, were $75.8 million, compared to $30.8 million for the 2012 period. The increase in revenue principally reflected one-time, non–cash revenue of $12.5 million related to the transfer of substantially all of our assets in the field of RNA interference to RXi, and revenues related to the post September 30, 2012, acquisitions of OURLab and SciVac, and the acquisition of Farmadiet in August 2012, which contributed $8.4 million, $1.2 million and $11.5 million of revenue, respectively, during the nine months ended September 30, 2013. Revenue from our Chilean operations increased $4.5 million during the nine months ended September 30, 2013, primarily due to increased sales to government agencies. Revenue from our Israeli API business increased $3.8 million during the nine months ended September 30, 2013, primarily related to increased sales to new and existing customers. Revenue from our Mexican operations decreased by $0.4 million during the nine months ended September 30, 2013, primarily due to reduced sales to government institutions, partially offset by increased sales to private institutions due to a shift in the marketing strategy to focus sales on these institutions. . Revenue related to our molecular diagnostics collaboration agreements and license agreements, excluding the RXi revenue, increased $3.5 million during the nine months ended September 30, 2013, compared to the 2012 period, primarily related to revenue recorded in connection to the Pharmsynthez collaboration agreements.

Cost of revenue. Costs of revenue for the nine months ended September 30, 2013 were $36.8 million, compared to $19.0 million for the 2012 period. Costs of revenue for the nine months ended September 30, 2013, increased principally as a result of costs of revenue recorded by OURLab, SciVac and Farmadiet of $8.1 million, $2.8 million and $4.1 million, respectively, which businesses were acquired post September 30, 2012, with the exception of Farmadiet, which business was acquired in August 2012. Costs of revenue from our Israeli API business, our Chilean and Mexican operations increased $0.3 million, $2.0 million and $0.4 million, respectively, during the nine months ended September 30, 2013, primarily related to a higher level of sales activity in our Israeli API business and in our Chilean operations and due to increased costs associated with a new distribution service center in our Mexican operations in order to improve quality and timing of deliveries.

Selling, general and administrative expenses. Selling, general and administrative expenses for the nine months ended September 30, 2013, were $39.9 million, compared to $17.4 million for the 2012 period. The increase in selling, general and administrative expenses principally resulted from $13.0 million of such expenses recorded during the nine months ended September 30, 2013, by Farmadiet, SciVac, OURLab, Cytochroma, OPKO Brazil and PROLOR, which businesses were acquired post September 30, 2012, with the exception of Farmadiet, which was acquired in August 2012. Excluding the selling, general and administrative expenses of Farmadiet and of the businesses acquired post September 30, 2012, selling, general and administrative expenses increased by $9.4 million during the nine months ended September 30, 2013, principally as a result of increased personnel expenses and professional fees associated with our increased operations. Selling, general and administrative expenses during the nine months ended September 30, 2013 and 2012, include equity-based compensation expense of $4.7 million and $2.3 million, respectively.

Research and development expenses. Research and development expenses for the nine months ended September 30, 2013 and 2012, were $30.6 million and $12.9 million, respectively. The increase in research and development expenses during the nine months ended September 30, 2013 as compared to the 2012 period, principally resulted from an increase of $13.3 million related to the Cytochroma and PROLOR development programs, including $6.7 million related to the cost of ongoing Phase 3 clinical trials for *Rayaldy™* and hGH-CTP. During the nine months ended September 30, 2013 and 2012, we recorded, as an offset to research and development expenses, $1.8 million and $0.9 million, respectively, related to research and development grants received and from our collaboration and funding agreements. Research and development expenses for the nine months ended September 30, 2013 and 2012, include equity-based compensation expense of $2.7 million and $1.0 million, respectively. The nine months ended September 30, 2013 includes an offset to research and development expenses of $2.7 million related to the correction of an error related to equity awards granted to non-employees with performance based vesting. The increase in equity-based compensation expense during the nine months ended September 30, 2013, principally reflects the mark to market impact of Common Stock options granted to non-employees and the associated increase in the trading price of our Common Stock during the nine months ended September 30, 2013.

Contingent consideration. Contingent consideration expenses for the nine months ended September 30, 2013 and 2012, were $4.2 million and $2.7 million, respectively. The increase in contingent consideration expense resulted from changes in the fair value of the contingent consideration liabilities due to the time value of money and the impact of changes in the underlying assumptions, if any, during the period. The contingent consideration liabilities relate to potential amounts payable to former stockholders of CURNA, OPKO Diagnostics, FineTech, Farmadiet and Cytochroma pursuant to our acquisition agreements in January 2011, October 2011, December 2011, August 2012 and March 2013, respectively.

Amortization of intangible assets. Amortization of intangible assets was $8.2 million and $6.3 million for the nine months ended September 30, 2013 and 2012, respectively. Amortization expense increased due to the acquisitions of Farmadiet, OURLab and Cytochroma in August 2012, December 2012 and March 2013, respectively.

Other income and (expense), net. Other income and (expense), net for the nine months ended September 30, 2013 and 2012, was ($46.0) million and $0.4 million, respectively. During the nine months ended September 30, 2013, we recorded a $41.8 million non-cash charge, net, related to the changes in the fair value of the embedded derivatives in the Notes and an $8.7 million loss on early partial conversion of the Notes, partially offset by other income of $3.2 million related to changes in the fair value of the Pharmsynthez Note Receivable and Purchase Option and changes in the fair value of the warrants and options received in connection with our investment in Neovasc and by a gain of $10.8 million on the sale of certain of our investments available for sale . Other income and (expense), net, for the nine months ended September 30, 2013, also included $10.1 million of interest expense primarily related to interest incurred on the Notes and by the amortization of related deferred financing costs. For the nine months ended September 30, 2012, other income, net included $1.5 million of other income recognized from the change in fair value of the warrants received in connection with our investment in Biozone Pharmaceuticals, Inc., partially offset by other expense recognized for the decrease in fair value of warrants and options received in connections with our investment in Neovasc and the interest expense incurred by our Chilean and Farmadiet lines of credit.

Loss from investments in investees. Loss from investments in investees was $7.9 million and $1.5 million for the nine months ended September 30, 2013 and 2012, respectively. The increase in loss from investments in investees is primarily due to the result of increased research and development activities at our investees as well as the impact of including the activities of our recent investments in RXi and Pharmsynthez.

Income taxes. Our income tax provision reflects the projected income tax payable in Israel, Chile, Spain and Canada. We have recorded a full valuation allowance against our deferred tax assets in the U.S. On May 2013, our Israeli API business elected a new tax regime, which sets its effective tax rate at 12.5% compared to a previous tax rate that was based on a ratio of revenue and turnover basis in the old tax regime, ranging from 10% to 25%.

LIQUIDITY AND CAPITAL RESOURCES

At September 30, 2013, we had cash, cash equivalents and marketable securities of approximately $180.8 million. Cash used in operations during 2013 principally reflects expenses related to selling, general and administrative activities related to our corporate operations, research and development activities and our operations at SciVac, OPKO Brazil, PROLOR and Mexico, partially offset by cash provided from our operations at FineTech, Chile and Spain. Cash used in investing activities primarily reflects the net purchase of marketable securities of $25.0 million, the investments in RXi and Pharmsynthez of $13.3 million and capital expenditures of $3.0 million, partially offset by cash received from the sale of investments available for sale and from the sale of office space in Spain, and by net cash provided by business combinations of $20.5 million. Cash provided by financing activities primarily reflects the issuance of the Notes and $5.1 million received from Common Stock option and Common Stock warrant exercises. Since our inception, we have not generated sufficient gross margins to offset our operating and other expenses and our primary source of cash has been from the public and private placement of stock and credit facilities available to us.

On August 30, 2013, one of the conversion rights in the Notes was triggered. Holders of the Notes converted $16.9 million principal amount into 2,396,145 shares of our Common Stock at a rate of 141.4827 shares of Common Stock per $1,000 principal amount of Notes. We recorded an $8.7 million loss on early conversion of the Notes in Other income (expense), net in our Condensed Consolidated Statement of Operations. The Notes were convertible through September 6, 2013 and may be convertible thereafter, if one or more of the conversion conditions are satisfied.

In April 2013, we invested $9.6 million in exchange for approximately 13.6 million shares of Pharmsynthez common stock. Concurrent with our investment, Pharmsynthez also agreed to issue, at its option, approximately 12.0 million shares of its common stock or pay us Russian Rubles (“RUR”) 265.0 million ($8.1 million) on or before December 31, 2013. We have a right to purchase additional shares in Pharmsynthez at a fixed price if Pharmsynthez pays us in RUR rather than the 12.0 million shares of Pharmsynthez common stock.

In January 2013, we issued $175.0 million of Notes. The Notes were sold in a private placement in reliance on exemptions from registration under the Securities Act. A $4.5 million discount was granted to the placement agent and an additional $0.4 million in deferred charges were recorded for professional fees related to the issuance. Net cash proceeds from the offering totaled $170.2 million. Interest on the Notes is payable semiannually on February 1 and August 1, beginning August 1, 2013. Holders of the Notes may require us to repurchase the Notes for 100% of their principal amount, plus accrued and unpaid interest, on February 1, 2019, February 1, 2023 and February 1, 2028, or following the occurrence of a fundamental change as defined in the indenture governing the Notes.

In connection with our acquisitions of CURNA, OPKO Diagnostics, FineTech and Cytochroma we agreed to pay future consideration to the sellers upon the achievement of certain events, including minimum cash payments of $5.0 million to the former stockholder of FineTech upon the achievement of certain sales milestones, of which $2.7 million was paid in March 2013; up to an additional $19.1 million in shares of our Common Stock to the former stockholders of OPKO Diagnostics upon and subject to the achievement of certain milestones; and up to an additional $190.0 million in either shares of our Common Stock or cash, at our option subject to the achievement of certain milestones, to the former shareholders of Cytochroma. In connection with the acquisition of Farmadiet, we agreed to pay an additional €3.4 million (US$4.6 million) in August 2013 and €3.4 million (US$4.6 million) in February 2014 in cash or shares of our Common Stock. On August 2, 2013, we issued 585,703 shares of our Common Stock to satisfy the August 2013 obligation. Further, upon the achievement of certain development milestones, we are obligated to issue 125,000 shares of our Common Stock and €0.8 million (US$1.1 million) in shares of our Common Stock or cash, at our option.

As of September 30, 2013, we have outstanding lines of credit in the aggregate amount of $11.4 million with 15 financial institutions in Chile and Spain, of which $5.6 million is unused. The weighted average interest rate on these lines of credit is approximately 7.4%. These lines of credit are short-term and are generally due within three months. These lines of credit are used primarily as a source of working capital for inventory purchases. The highest balance at any time during the nine months ended September 30, 2013, was $16.6 million. We intend to continue to enter into these lines of credit as needed. There is no assurance that these lines of credit or other funding sources will be available to us on acceptable terms, or at all, in the future.

We expect to incur losses from operations for the foreseeable future. We expect to incur substantial research and development expenses, including expenses related to the hiring of personnel and additional clinical trials. We expect that selling, general and administrative expenses will also increase as we expand our sales, marketing and administrative staff and add infrastructure.

We believe that the cash, cash equivalents, and marketable securities on hand at September 30, 2013, which include the net proceeds from the Notes, and the amounts available to be borrowed under our lines of credit are sufficient to meet our anticipated cash requirements for operations and debt service beyond the next 12 months. We based this estimate on assumptions that may prove to be wrong or are subject to change, and we may be required to use our available cash resources sooner than we currently expect. If we acquire additional assets or companies, accelerate our product development programs or initiate additional clinical trials, we will need additional funds. Our future cash requirements will depend on a number of factors, including possible acquisitions, the continued progress of research and development of our product candidates, the timing and outcome of clinical trials and regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining, defending, and enforcing patent claims and other intellectual property rights, the status of competitive products, the availability of financing, and our success in developing markets for our product candidates. If we are not able to secure additional funding when needed, we may have to delay, reduce the scope of, or eliminate one or more of our clinical trials or research and development programs or possible acquisitions.

The following table provides information as of September 30, 2013, with respect to the amounts and timing of our known contractual obligation payments due by period.

Contractual obligations (In thousands)	Remaining Three Months ending December 31, 2013	2014	2015	2016	2017	2018	Thereafter	Total
Open purchase orders	$ 5,065	$ 175	$ —	$ —	$ —	$ —	$ —	$ 5,240
Operating leases	653	2,210	1,513	1,264	573	283	372	6,868
3.00% convertible senior notes	—	—	—	—	—	—	208,917	208,917
Deferred payments	—	5,335	—	—	—	—	—	5,335
Mortgages and other debts payable (1)	1,385	575	483	370	332	272	1,729	5,146
Lines of credit	11,397	—	—	—	—	—	—	11,397
Interest commitments	1,472	4,882	4,863	4,847	4,835	4,851	475	26,225
Total	$ 19,972	$ 13,177	$ 6,859	$ 6,481	$ 5,740	$ 5,406	$ 211,493	$ 269,128

(1) Excludes $1.3 million of consolidated liabilities related to SciVac, as to which there is no recourse against us.

The preceding table does not include information where the amounts of the obligations are not currently determinable, including the following:

- Contractual obligations in connection with clinical trials, which span over two years, and that depend on patient enrollment. The total amount of expenditures is dependent on the actual number of patients enrolled and as such, the contracts do not specify the maximum amount we may owe.

- Product license agreements effective during the lesser of 15 years or patent expiration whereby payments and amounts are determined by applying a royalty rate on uncapped future sales.

- Contingent consideration that includes payments upon achievement of certain milestones including meeting development milestones such as the completion of successful clinical trials, new drug application approvals by the U.S. FDA and revenue milestones upon the achievement of certain revenue targets all of which are anticipated to be paid within the next 7 years and are payable in either shares of our Common Stock or cash, at our option, and that may aggregate up to $213.5 million.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Accounting estimates. The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of sales and expenses during the reporting period. Actual results could differ from those estimates.

Equity-based compensation. We recognize equity based compensation as an expense in our financial statements and that cost is measured at the fair value of the awards and expensed over their vesting period. Equity-based compensation arrangements to non-employees are recorded at their fair value on the measurement date. We estimate the grant-date fair value of our stock option grants using a valuation model known as the Black-Scholes-Merton formula or the "Black-Scholes Model" and allocate the resulting compensation expense over the corresponding requisite service period associated with each grant. The Black-Scholes Model requires the use of several variables to estimate the grant-date fair value of stock options including expected term, expected volatility, expected dividends and risk-free interest rate. We perform significant analyses to calculate and select the appropriate variable assumptions used in the Black-Scholes Model. We also perform significant analyses to estimate forfeitures of equity-based awards. We are required to adjust our forfeiture estimates on at least an annual basis based on the number of share-based awards that ultimately vest. The selection of assumptions and estimated forfeiture rates is subject to significant judgment and future changes to our assumptions and estimates may have a material impact on our Condensed Consolidated Financial Statements.

Inventories. Inventories are valued at the lower of cost or market (net realizable value). Cost is determined by the first-in, first-out method. We consider such factors as the amount of inventory on hand, estimated time required to sell such inventories, remaining shelf-life, and current market conditions to determine whether inventories are stated at the lower of cost or market.

Goodwill and Intangible Assets. Goodwill and other intangible assets acquired in business combinations, licensing and other transactions were $1.1 billion and $0.2 billion, respectively, at September 30, 2013 and December 31, 2012, representing approximately 79% and 61% of total assets, respectively.

Assets acquired and liabilities assumed in business combinations, licensing and other transactions are recognized at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recognized as goodwill. We determined the fair value of intangible assets, including in-process research and development ("IPR&D"), using the "income method." This method starts with a forecast of net cash flows, risk adjusted for estimated probabilities of technical and regulatory success (for IPR&D) and adjusted to present value using an appropriate discount rate that reflects the risk associated with the cash flow streams. All assets are valued from a market participant view which might be different than our specific views. The valuation process is very complex and requires significant input and judgment using internal and external sources. Although the valuations are required to be finalized within a one-year period, it must consider all and only those facts and evidence available at the acquisition date. The most complex and judgmental matters applicable to the valuation process are summarized below:

- Unit of account – Most intangible assets are valued as single global assets rather than multiple assets for each jurisdiction or indication after considering the development stage, expected levels of incremental costs to obtain additional approvals, risks associated with further development, amount and timing of benefits expected to be derived in the future, expected patent lives in various jurisdictions and the intention to promote the asset as a global brand.

- Estimated useful life – The asset life expected to contribute meaningful cash flows is determined after considering all pertinent matters associated with the asset, including expected regulatory approval dates (if unapproved), exclusivity periods and other legal, regulatory or contractual provisions as well as the effects of any obsolescence, demand, competition, and other economic factors, including barriers to entry.

- Probability of Technical and Regulatory Success ("PTRS") Rate – PTRS rates are determined based upon industry averages considering the respective programs development stage and disease indication and adjusted for specific information or data known at the acquisition date. Subsequent clinical results or other internal or external data obtained could alter the PTRS rate and materially impact the estimated fair value of the intangible asset in subsequent periods leading to impairment charges.

- Projections – Future revenues are estimated after considering many factors such as initial market opportunity, pricing, sales trajectories to peak sales levels, competitive environment and product evolution. Future costs and expenses are estimated after considering historical market trends, market participant synergies and the timing and level of additional development costs to obtain the initial or additional regulatory approvals, maintain or further enhance the product. We generally assume initial positive cash flows to commence shortly after the receipt of expected regulatory approvals which typically may not occur for a number of years. Actual cash flows attributed to the project are likely to be different than those assumed since projections are subjected to multiple factors including trial results and regulatory matters which could materially change the ultimate commercial success of the asset as well as significantly alter the costs to develop the respective asset into commercially viable products.

- Tax rates – The expected future income is tax effected using a market participant tax rate. Our recent valuations typically use a U.S. tax rate (and applicable state taxes) after considering the jurisdiction in which the intellectual property is held and location of research and manufacturing infrastructure. We also considered that any earnings repatriation would likely have U.S. tax consequences.

- Discount rate – Discount rates are selected after considering the risks inherent in the future cash flows; the assessment of the asset's life cycle and the competitive trends impacting the asset, including consideration of any technical, legal, regulatory, or economic barriers to entry, as well as expected changes in standards of practice for indications addressed by the asset.

Goodwill was $222.3 million and $80.5 million, respectively, at September 30, 2013 and December 31, 2012. Goodwill is tested at least annually for impairment or when events or changes in circumstances indicate that the carrying amount of such assets may not be recoverable, on an enterprise level by assessing qualitative factors or performing a quantitative analysis in determining whether it is more likely than not that its fair value exceeds the carrying value. Examples of qualitative factors include our share price, our financial performance compared to budgets, long-term financial plans, macroeconomic, industry and market conditions as well as the substantial excess of fair value over the carrying value of net assets from the annual impairment test performed in the prior year.

Intangible assets were $870.6 million and $95.8 million, including IPR&D of $793.3 million and $11.5 million, respectively, at September 30, 2013 and December 31, 2012. Intangible assets are tested for impairment whenever events or changes in circumstances warrant a review, although IPRD is required to be tested at least annually. Intangible assets are highly vulnerable to impairment charges, particularly newly acquired assets for recently launched products or IPR&D. These assets are initially measured at fair value and therefore any reduction in expectations used in the valuations could potentially lead to impairment. Some of the more common potential risks leading to impairment include competition, earlier than expected loss of exclusivity, pricing pressures, adverse regulatory changes or clinical trial results, delay or failure to obtain regulatory approval and additional development costs, inability to achieve expected synergies, higher operating costs, changes in tax laws and other macro-economic changes. The complexity in estimating the fair value of intangible assets in connection with an impairment test is similar to the initial valuation.

Considering the high risk nature of research and development and the industry's success rate of bringing developmental compounds to market, IPR&D impairment charges are likely to occur in future periods. IPR&D is closely monitored and assessed each period for impairment.

Contingent consideration. Each period we revalue the contingent consideration obligations associated with certain acquisitions to their fair value and record increases in the fair value as contingent consideration expense and decreases in the fair value as contingent consideration income. Changes in contingent consideration result from changes in the assumptions regarding probabilities of successful achievement of related milestones, the estimated timing in which the milestones are achieved and the discount rate used to estimate the fair value of the liability. Contingent consideration may change significantly as our development programs progress, revenue estimates evolve and additional data is obtained, impacting our assumptions. The assumptions used in estimating fair value require significant judgment. The use of different assumptions and judgments could result in a materially different estimate of fair value which may have a material impact on our results from operations and financial position.

Allowance for doubtful accounts and revenue recognition. Generally, we recognize revenue from product sales when goods are shipped and title and risk of loss transfer to our customers. Our estimates for sales returns are based upon the historical patterns of products returned matched against the sales from which they originated, and management's evaluation of specific factors that may increase or decrease the risk of product returns. Revenue for services is recognized on the accrual basis at the time test results are reported, which approximates when services are provided. Services are provided to certain patients covered by various third-party payer programs including various managed care organizations, as well as the Medicare and Medicaid programs. Billings for services under third-party payer programs are included in sales net of allowances for contractual discounts and allowances for differences between the amounts billed and estimated program payment amounts. Adjustments to the estimated payment amounts based on final settlement with the programs are recorded upon settlement as an adjustment to revenue.

We analyze accounts receivable and historical bad debt levels, customer credit worthiness and current economic trends when evaluating the adequacy of the allowance for doubtful accounts using the specific identification method. Our reported net loss is directly affected by management's estimate of the collectability of accounts receivable. The allowance for doubtful accounts recognized in our Condensed Consolidated Balance Sheets at September 30, 2013 and December 31, 2012 was $1.1 million and $0.5 million, respectively.

Recent accounting pronouncements. In February 2013, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2013-02, Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income, ("ASU 2013-02"). ASU 2013-02 requires the presentation of reclassifications out of accumulated other comprehensive income in either (1) the notes or (2) the face of the financial statements. We adopted ASU 2013-02 for our first quarter ended March 31, 2013. The adoption of ASU 2013-02 did not have a material impact in our condensed consolidated financial statements, but did require certain additional disclosures.

In July 2013, the FASB issued ASU 2013-11, Presentation of an Unrecognized Tax Benefit When a Net Operating Loss Carryforward, a Similar Tax Loss, or a Tax Credit Carryforward Exists. ASU 2013-11is intended to eliminate inconsistent practices regarding the presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is available to reduce the taxable income or tax payable that would result from the dis-allowance of a tax position. This ASU will be effective for our fiscal year beginning January 1, 2014 and subsequent interim periods. The adoption of ASU 2013-11 is not expected to have a material effect on our condensed consolidated financial statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates.

Foreign Currency Exchange Rate Risk – Although we do not speculate in the foreign exchange market, we may from time to time manage exposures that arise in the normal course of business related to fluctuations in foreign currency exchange rates by entering into offsetting positions through the use of foreign exchange forward contracts. Certain firmly committed transactions are hedged with foreign exchange forward contracts. As exchange rates change, gains and losses on the exposed transactions are partially offset by gains and losses related to the hedging contracts. Both the exposed transactions and the hedging contracts are translated at current spot rates, with gains and losses included in earnings.

Our derivative activities, which consist of foreign exchange forward contracts, are initiated to hedge forecasted cash flows that are exposed to foreign currency risk. The foreign exchange forward contracts generally require us to exchange local currencies for foreign currencies based on pre-established exchange rates at the contracts' maturity dates. As exchange rates change, gains and losses on these contracts are generated based on the change in the exchange rates that are recognized in the Consolidated Statement of Operations at maturity, and offset the impact of the change in exchange rates on the foreign currency cash flows that are hedged. If the counterparties to the exchange contracts do not fulfill their obligations to deliver the contracted currencies, we could be at risk for currency related fluctuations. We had $3.9 million in foreign exchange forward contracts outstanding at September 30, 2013, primarily to hedge Chilean-based operating cash flows against U.S. dollars. If Chilean Pesos were to strengthen in relation to the U.S. dollar, our loss or gain on hedged foreign currency cash-flows would be offset by the derivative contracts, with a net effect of zero.

We do not engage in trading market risk sensitive instruments or purchasing hedging instruments or "other than trading" instruments that are likely to expose us to significant market risk, whether interest rate, foreign currency exchange, commodity price, or equity price risk.

Interest Rate Risk – Our exposure to market risk relates to our cash and investments and to our borrowings. We maintain an investment portfolio of money market funds. The securities in our investment portfolio are not leveraged, and are, due to their very short-term nature, subject to minimal interest rate risk. We currently do not hedge interest rate exposure. Because of the short-term maturities of our investments, we do not believe that a change in market interest rates would have a significant negative impact on the value of our investment portfolio except for reduced income in a low interest rate environment.

At September 30, 2013, we had cash and cash equivalents and marketable securities of$180.8 million. The weighted average interest rate related to our cash and cash equivalents for the nine months ended September 30, 2013 was 0%. As of September 30, 2013, the principal value of our credit lines was $11.4 million at a weighted average interest rate of approximately 7.4% for the six months then ended.

Our $175 million aggregate principal amount of our 3.00% convertible senior notes (the "Notes") has a fixed interest rate, and therefore is not subject to fluctuations in market interest rates.

The primary objective of our investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we invest our excess cash in debt instruments of the U.S.

Government and its agencies, bank obligations, repurchase agreements and high-quality corporate issuers, and money market funds that invest in such debt instruments, and, by policy, restrict our exposure to any single corporate issuer by imposing concentration limits. To minimize the exposure due to adverse shifts in interest rates, we maintain investments at an average maturity of generally less than three months.

Equity Price Risk – We are subject to equity price risk related to the (i) rights to convert into shares of our Common Stock, including upon a fundamental change; and (ii) a coupon make-whole payment in the event of a conversion by the holders of the Notes on or after February 1, 2017 but prior to February 1, 2019. These terms are considered to be embedded derivatives. On a quarterly basis, we are required to record these embedded derivatives at fair value with the changes being recorded in our Condensed Consolidated Statement of Operations. Accordingly, our results of operations are subject to exposure associated with increases or decreases in the estimated fair value of our embedded derivatives.

Item 4. Controls and Procedures

The Company's management, under the supervision and with the participation of the Company's Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO"), has evaluated the effectiveness of the Company's disclosure controls and procedures as defined in Securities and Exchange Commission ("SEC") Rule 13a-15(e) as of September 30, 2013. Based on that evaluation, the CEO and CFO have concluded that the Company's disclosure controls and procedures are effective to ensure that information the Company is required to disclose in reports that it files or submits under the Securities Exchange Act is accumulated and communicated to management, including the CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure and is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms.

Changes to the Company's Internal Control Over Financial Reporting

In connection with the Farmadiet Group Holding, S.L. ("Farmadiet"), SciVac Ltd, formerly SciGen (I.L.) Ltd ("SciVac"), OPKO OURLab LLC, formerly Prost-Data, Inc. ("OURLab"), Cytochroma Inc. ("Cytochroma") and PROLOR Biotech, Inc. ("PROLOR") acquisitions in August 2012, October 2012, December 2012, March 2013 and August 2013, respectively, we began implementing standards and procedures at Farmadiet, SciVac, OURLab, Cytochroma and PROLOR, including upgrading and establishing controls over accounting systems, and adding employees and consultants who are trained and experienced in the preparation of financial statements in accordance with U.S. GAAP to ensure that we have in place appropriate internal control over financial reporting at Farmadiet, SciVac, OURLab, Cytochroma and PROLOR. These changes to the Company's internal control over financial reporting that occurred during the Company's third fiscal quarter of 2013 have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

On April 29, 2013, a putative class action was filed in the Eighth Judicial District Court in and for Clark County, Nevada against PROLOR Biotech, Inc. ("PROLOR"), the members of the PROLOR Board of Directors, individually (including Drs. Frost and Hsiao and Steven Rubin), and the Company. From May 1, 2013 through May 6, 2013, we were named in an additional five putative class actions lawsuits filed in the Eight Judicial District Court in and for Clark County, Nevada against the same defendants. On July 17, 2013, these six suits were consolidated, for all purposes, into an amended class action complaint, and on or around October 25, 2013, the plaintiffs filed a second amended consolidated class action complaint. The lawsuit is brought by purported holders of PROLOR's common stock, both individually and on behalf of a putative class of PROLOR's stockholders, asserting claims that PROLOR's Board of Directors breached its fiduciary duties in connection with the merger by purportedly failing to maximize stockholder value, that PROLOR and its Board of Directors failed to disclose material information to PROLOR's stockholders, and that the Company aided and abetted the alleged breaches of fiduciary duty. The lawsuit seeks monetary damages, including increased consideration to PROLOR's stockholders, equitable relief, including, among other things, rescission of the Merger Agreement along with rescissionary damages, and an award of all costs, including reasonable attorneys' fees. The Company denies the allegations and intends to vigorously defend the actions. It is too early to assess the probability of a favorable or unfavorable outcome or the loss or range of loss, if any.

Item 1A. Risk Factors

Other than as set forth below, there have been no material changes in our risk factors from those previously disclosed in the Company's Annual Report on Form 10-K for the year ended December 31, 2012, as updated by the Company's Quarterly Report on Form 10-Q for the quarters ended March 31, 2013 and June 30, 2013.

The conversion and redemption features of our January 2013 convertible senior notes due in 2033 ("2033 Senior Notes") are classified embedded derivatives and may continue to result in volatility in our financial statements, including having a material impact on our result of operations and derivative liability recorded.

The conversion rights and redemption options of our 2033Senior Notes are classified as embedded derivatives and as a result, marked-to-market to reflect their fair value at each reporting period. The fair value of the embedded derivatives is influenced by a variety of factors, including the actual and anticipated behavior of the holders of the 2033 Senior Notes, the expected volatility of Common Stock price and our Common Stock price as of the fair value measurement date. Some of these factors are outside of our control. As a result, changes in these factors may have a material impact on our result of operations and the derivative liability recorded in our Condensed Consolidated Balance Sheets. Consequently, our financial statements may vary periodically, based on factors other than our revenues and expenses.

We have a large amount of goodwill and other intangible assets as a result of acquisitions and a significant write-down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.

We have a large amount of goodwill and other intangible assets and we are required to perform an annual, or in certain situations a more frequent, assessment for possible impairment for accounting purposes. At September 30, 2013, we have goodwill and other intangible assets of $1.1 billion, or approximately 79% of our total assets. If we do not achieve our planned operating results, we may be required to incur a non-cash impairment charge. Any impairment charges in the future will adversely affect our results of operations. A significant write down of goodwill and/or other intangible assets would have a material adverse effect on our reported results of operations and net worth.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits.

Exhibit 3.1	Amended and Restated Certificate of Incorporation.
Exhibit 3.2(1)	Amended and Restated By-Laws.
Exhibit 4.3(2)	Indenture, dated as of January 30, 2013, between OPKO Health, Inc. and Wells Fargo Bank, National Association.
Exhibit 10.1(3)	Amendement to OPKO Health, Inc. 2007 Equity Incentive Plan.
Exhibit 31.1	Certification by Phillip Frost, Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended September 30, 2013.
Exhibit 31.2	Certification by Juan F. Rodriguez, Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended September 30, 2013.
Exhibit 32.1	Certification by Phillip Frost, Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended September 30, 2013.
Exhibit 32.2	Certification by Juan F. Rodriguez, Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended September 30, 2013.
Exhibit 101.INS*	XBRL Instance Document
Exhibit 101.SCH*	XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL*	XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF*	XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB*	XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE*	XBRL Taxonomy Extension Presentation Linkbase Document

* As provided in Rule 406T of Regulation S-T, this information is furnished herewith and not filed for purposes of sections 11 and 12 of the Securities Act of 1933, as amended, or section 18 of the Securities Exchange Act of 1934, as amended.

(1) Filed with the Company's Annual Report on Form 10-K filed with the Securities and Exchange Commission on March 31, 2008, and incorporated herein by reference.

(2) Filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on February 5, 2013, and incorporated herein by reference.

(3) Filed with the Company's Current Report on Form 8-K filed with the Securities and Exchange Commission on August 30, 2013, and incorporated herein by reference.

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 thereunto duly authorized.

Date: November 11, 2013	**OPKO Health, Inc.**
	/s/ Adam Logal
	Adam Logal Vice President, Finance, Chief Accounting Officer and Treasurer

Exhibit Index

Exhibit Number	Description
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* As provided in Rule 406T of Regulation S-T, this information is furnished herewith and not filed for purposes of sections 11 and 12 of the Securities Act of 1933, as amended, or section 18 of the Securities Exchange Act of 1934, as amended.

Exhibit 3.1

AMENDED AND RESTATED

CERTIFICATE OF INCORPORATION

OF

EXEGENICS, INC.

eXegenics, Inc. (the "Corporation"), a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware ("DGCL"), does hereby certify as follows:

1. The present name of the Corporation is eXegenics Inc. The Corporation was originally incorporated in the State of Delaware under the name of Cytoclonal Pharmaceuticals, Inc.

2. The date of filing of the original Certificate of Incorporation of the Corporation with the Secretary of the State of Delaware was November 18, 1991.

3. This Amended and Restated Certificate of Incorporation, which amends and restates in its entirety the Corporation's Certificate of Incorporation, has been duly adopted pursuant to the provisions of Sections 242 and 245 of the DGCL, and the stockholders of the Corporation have given their written consent hereto in accordance with Section 228 of the DGCL. The provisions of the Amended and Restated Certificate of Incorporation are as follows:

ARTICLE I
NAME

The name of the corporation is Opko Health, Inc. (the "Corporation").

ARTICLE II
REGISTERED OFFICE; REGISTERED AGENT

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, New Castle County, Wilmington, Delaware 19808. The name of the registered agent at such address is The Prentice-Hall Corporation Systems, Inc.

ARTICLE III
PURPOSE

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporate Law of the State of Delaware ("DGCL").

ARTICLE IV
AUTHORIZED CAPITAL

4.1. Total Authorized Capital. The total number of shares of capital stock which the Corporation shall have authority to issue is Five Hundred and Ten Million (510,000,000) shares, consisting of: Five Hundred Million (500,000,000) shares of common stock, par value $0.01 per share (the "Common Stock"), and Ten Million (10,000,000) shares of preferred stock, par value $0.01 per share (the 'Preferred Stock"). The Common Stock and Preferred Stock shall have the rights, preferences and limitations set forth below.

4.2. Designation of Preferred Stock. The Preferred Stock may be divided into such number of series as the Corporation's Board of Directors (the "Board of Directors") may determine. The Board of Directors is authorized to determine and alter the rights, preferences, privileges and restrictions granted to and imposed upon any wholly unissued series of Preferred Stock, and to fix the number of shares of any series of Preferred Stock and the designation of any such series of Preferred Stock. Without limiting the generality of the foregoing, the authority of the Board of Directors with respect to such designation of a series of Preferred Stock shall include, but not be limited to, determination of the following:

4.2.1. the number of shares constituting such series and the distinctive designation of such series;

4.2.2. the dividend rights of the shares of such series, including whether dividends shall be cumulative, and, if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of such series;

4.2.3. whether such series shall have voting rights, in addition to the voting rights provided by law, and, if so, the terms of such voting rights;

4.2.4. whether such series shall have conversion privileges, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;

4.2.5. whether or not the shares of such series shall be redeemable, and, if so, the term and conditions of such redemption, including the date or dates upon or after which they shall be redeemable, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;

4.2.6. whether such series shall have a sinking fund for the redemption or purchase of shares of such series, and, if so, the terms and amount of such sinking fund;

4.2.7. the rights of the shares of such series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights of priority, if any, of payment of shares of such series; and

4.2.8. any other relative rights, preferences and limitations of such series.

Dividends on outstanding shares of Preferred Stock shall be paid or declared and set apart for payment before any dividends shall be paid or declared and set apart for payment of the Common Stock with respect to the same dividend period.

If upon any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the assets available for distribution to the holders of shares of all series of Preferred Stock shall be insufficient to pay such holders the full preferential amount to which they are entitled, then such assets shall be distributed ratably among the shares of all series of Preferred Stock in accordance with the respective preferential amounts (including unpaid cumulative dividends, if any) payable with respect thereto.

ARTICLE V
COMMON STOCK

5.1. General. All shares of Common Stock shall be identical in all respects and shall entitle the holder thereof to the same rights and privileges, subject to the same qualifications, limitations and restrictions. The rights, powers and privileges of the holders of the Common Stock are subject to and qualified by the rights of holders of the Preferred Stock.

5.2. Dividends; Stock Splits. Subject to (a) any preferential dividend rights of holders of any then outstanding shares of Preferred Stock, and (b) any other provisions of this Certificate of Incorporation, as it may be amended from time to time, the holders of Common Stock shall be entitled to receive, on a pro rata basis, such dividends and other distributions in cash, stock or property of the Corporation when, as and if declared thereon by the Board of Directors from time to time out of assets or funds of the Corporation legally available therefore.

5.3. Liquidation Rights. In the event of any voluntary or involuntary liquidation, dissolution or winding up of the Corporation, the holders of shares of Common Stock shall be entitled to receive the assets and funds of the Corporation available for distribution after payments to creditors and to the holders of any class or series of stock having preference over the Common Stock as to the distribution of assets upon liquidation, dissolution or winding up of the Corporation, ratably in proportion to the number of shares held by them.

5.4. Voting. At every meeting of the stockholders of the Corporation in connection with the election of directors and all other matters submitted to a vote of stockholders, each holder of Common Stock is entitled to one vote in person or by proxy for each share of Common Stock registered in the name of such holder on the transfer books of the Corporation. Except as otherwise required by law, the holders of Common Stock and Special Voting Stock shall vote together as a single class, subject to any right that may be conferred upon holders of Preferred Stock to vote together with holders of Common Stock on all matters submitted to a vote of stockholders of the Corporation.

5.5. No Cumulative Voting. The holders of shares of Common Stock shall not have cumulative voting rights.

ARTICLE VI
SERIES A PREFERRED STOCK

6.1. Designation. A total of Four Million (4,000,000) shares of the Preferred Stock shall be designated the "Series A Convertible Preferred Stock." As used herein, the term "Preferred Stock" used without reference to the Series A Convertible Preferred Stock shall mean the shares of Preferred Stock, without distinction as to series, except as otherwise expressly provided for herein. The rights, preferences, privileges and restrictions granted to and imposed upon the Series A Preferred are as follows:

6.2. Dividends.

6.2.1. The holders of record of the Series A Preferred, as of a date fixed by the Corporation's Board of Directors, shall be entitled to receive dividends in an amount equal to $.25 per share payable annually in arrears on or about January 15 in each year commencing January 15, 1996. If the dividend payment date is not a business day, then the dividend shall be payable on the next succeeding business day. Such dividends shall be cumulative and shall accrue on each share of Series A Preferred from the date of the filing of this Amendment to the Corporation's Certificate of Incorporation with the Secretary of State of the State of Delaware. Dividends payable for any partial dividend period shall be computed on the basis of a 360-day year or twelve 30-day months.

6.2.2. Dividends shall be payable to the extent lawfully permitted, at the option of the Board of Directors, either (i) wholly or partially in cash or (ii) in newly issued additional shares of Series A Preferred (the "Additional Shares") valued at $2.50 per share and in an aggregate face amount equal to the difference between the total amount of the dividend then payable and the amount, if any, of such dividend then being paid in cash, rounded to the next highest whole number.

6.2.3. No dividends or other distributions, other than dividends payable solely in shares of Common Stock of the Corporation or other capital stock of the corporation ranking junior as to dividends or rights upon dissolution or liquidation to the Series A Preferred (the "Junior Dividend Stock") shall be paid or set apart for payment on, and no purchase, redemption or other acquisition shall be made by the Corporation of, any shares of Common Stock or Junior Dividend Stock unless and until all accrued and unpaid dividends on the Series A Preferred shall have been paid or set apart for payment.

6.2.4. Any reference to "distribution" contained in this Section 6.2 shall not be deemed to include any stock dividend or distributions made in connection with any liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary.

6.2.5. The amount of the dividends specified in Section 6.2.1 and the valuation of the Additional Shares specified in Section 6.2.2 shall be subject to proportional adjustment in accordance with changes in the outstanding number of shares of Series A Preferred resulting from reclassifications or capital reorganizations (including reclassifications in connection with consolidations or mergers in which the Corporation is the continuing corporation), but excluding instances of Additional Shares pursuant to Section 6.3.2.

6.3. Liquidation Preference.

6.3.1. In the event of a liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the holders of record of the Series A Preferred shall be entitled to receive ratably in full, out of lawfully available assets of the Corporation, whether such assets are stated capital or surplus of any nature, an amount in cash par outstanding share of Series A Preferred equal to the sum of $2.50 and all dividends (whether or not declared) accrued and unpaid thereon as of the date of final distribution to such holders, without interest, before any payment shall be made or any assets distributed to the holders of common Stock ("Common Stockholders") or any other class or series of the Corporation's capital stock ranking junior as to liquidation rights to the Series A Preferred; provided, however, that such rights shall accrue to the holders of the Series A Preferred only in the event the Corporation's payments with respect to the liquidation preferences of any holders of capital stock of the Corporation ranking senior as to liquidation rights to the Series A Preferred (the "Senior Liquidation Stock") are fully met. If, upon any liquidation, dissolution and winding-up, the amount available for such payment to the holders of Series A Preferred shall not be sufficient to pay in full the amounts payable on the Series A Preferred, the holders of the Series A Preferred and any other class or series of the Corporation's capital stock which may hereafter be created having parity as to liquidation rights with the Series A preferred shall share in the distribution of the amount available in proportion to the respective preferential amounts to which each is entitled. None of a consolidation or merger of the Corporation with another corporation, a sale or transfer of all or part of the Corporation's assets for cash, securities or other property, or a reorganization of the Corporation shall be considered a liquidation, dissolution or winding-up of a Corporation.

6.3.2. The liquidation preference specified in subsection 6.3.1 shall be subject to proportional adjustment in accordance with changes in the outstanding number of shares of Series A Preferred resulting from reclassifications or capital reorganizations (including reclassifications in connection with consolidations or mergers in which the Corporation is the continuing corporation), but excluding issuances of Additional Shares pursuant to subsection 6.2.2.

6.4. Voting Rights. The holders of record of the Series A Preferred shall be entitled to notice of, and to vote on or consent to, all actions on which Common Stockholders are required or permitted to act upon, including, without limitation, the election of directors. On all matters requiring or permitting a vote or consent of the Corporation's Common Stockholders, each share of Series A Preferred shall be equivalent to one share of Common Stock and all shares of Series A Preferred shall vote together with the shares of Common Stock as a single class, except as otherwise provided by the Certificate of Incorporation or By laws of the Corporation or by law. So long as shares of Series A Preferred are outstanding, without the approval (by vote or written consent, as provided by law) of the holders of record of at least a majority of the then outstanding shares of Series A Preferred, voting separately as a class, the Corporation shall not:

6.4.1. alter or change the rights, preferences, privileges or restrictions of shares of Series A Preferred so as to affect them adversely; or

6.4.2. increase the authorized number of shares of Series A Preferred.

6.5. Conversion Rights.

6.5.1. Each share of Series A Preferred shall be convertible, at the option of the holder of record thereof, into fully paid and nonassessable shares of the Corporation's Common Stock. Shares of Series A Preferred shall be convertible into the number of shares of Common Stock determined by dividing (x) the number of shares of Series A Preferred (including additional shares) held by a holder by (y) a divisor equal to $2.50, subject to adjustment as provided in Section 6.5.5 (such divisor as so adjusted being, the "Conversion Price"). No payment or adjustment shall be made in respect of dividends on the Common Stock or the Series A Preferred upon conversion of shares of Series A Preferred.

6.5.2. In order to exercise the conversion rights set forth herein, a holder of record of shares of Series A Preferred shall surrender the certificate or certificates representing such shares, duly endorsed to the Corporation or in blank, at the principal office of the Corporation, or at such other office as the Corporation may designate, and shall give written notice to the Corporation, in form reasonably satisfactory to the Corporation, that states such holder elects to convert the Series A Preferred or a specified portion thereof and sets forth the name or names in which the certificate or certificates for shares of Common Stock are to be issued (the "Conversion

Notice"); provided, however, nothing herein contained shall be deemed to permit any holder of Series A Preferred to designate another person to be the holder of Common Stock issuable upon conversion of the Series A Preferred if the issuance to such other person would violate federal or state securities laws or any agreement a holder of Series A Preferred has with the Corporation regarding restrictions on transferability of any securities of the Corporation held by such holder. As promptly as practicable after receipt of the Conversion Notice, surrender of the certificate or certificates representing the Series A Preferred, and payment by the holder of any applicable transfer or similar taxes, the Corporation shall issue and deliver (i) a certificate or certificates for the number of full shares of Common Stock issuable upon conversion, in the name or names and to the address or addresses specified in the Conversion Notice, subject to any such restrictions on transferability, and (ii) a check in payment for any fractional shares pursuant to Section 6.8. The Corporation shall cancel the certificate or certificates for Series A Preferred upon the surrender thereof and shall execute and deliver a new certificate for Series A Preferred, representing the balance, if any, of the number of shares evidenced by such certificate or certificates not so converted. Each Conversion Notice pursuant hereto shall constitute a contract between the holder of shares of Series A Preferred and the Corporation, whereby the holder of such shares shall be deemed to subscribe for the amount of Common Stock which he shall be entitled to receive upon such conversion and whereby the Corporation shall be deemed to agree that the surrender of the certificate or certificates therefore shall constitute full payment of such subscription for Common Stock to be issued upon such conversion.

6.5.3. A conversion shall be deemed to have been effected at the close of business on the date on which the Conversion Notice shall have been received by the Corporation and the certificate or certificates for Series A Preferred shall have been surrendered; whereupon the holder thereof shall cease to be a stockholder with respect thereto and all rights whatsoever with respect to such shares shall terminate (except the rights of the holder to receive shares of Common Stock and cash in respect of fractional shares), and the person or persons in whose name any certificate or certificates for Common Stock are issuable upon such conversion shall be deemed to have become the holder of record of the shares represented thereby on such date.

6.5.4. The Corporation shall not sell or issue shares of Common Stock, or rights, options, warrants or convertible securities containing the right to subscribe for or purchase shares of Common Stock, at a price per share of Common Stock (determined in the case of such rights, options, warrants or convertible securities, by dividing (x) the total amount received or receivable by the Corporation in consideration of the sale and issuance of such rights, options, warrants or convertible securities, plus the total consideration payable to the Corporation upon exercise or conversion thereof, by (y) the total number of shares of Common Stock covered by such rights, options, warrants or convertible securities) that is lower than the fair market value thereof as determined by the Board of Directors (the "Fair Value") immediately prior to such sale or issuance, unless the Board of Directors determines that such sale or issuance is in the best interest of the Corporation.

6.5.5. The Conversion Price shall be subject to adjustment from time to time as follows:

(a) In the event the Corporation (1) declares a dividend on the Common Stock in shares of its capital stock, (2) subdivides the outstanding shares of the Common Stock into a larger number of shares, (3) combines the outstanding shares of the Common Stock into a smaller number of shares, or (4) issues by reclassification of the Common Stock any shares of its capital stock (including any reclassification in connection with a consolidation or merger in which the Corporation is the continuing corporation), then the Conversion Price in effect on the record date for such dividend or on the effective date of such subdivision, combination or reclassification shall be proportionately adjusted so that the holder of any shares of Series A Preferred surrendered for conversion after such date shall be entitled to receive the kind and amount of shares which such holder would have owned or have been entitled to receive had such shares of Series A Preferred been converted immediately prior to such date. Such adjustment shall be made successively whenever any event listed above shall occur. If, as a result of an adjustment made pursuant to this Section 6.5.5(a) the holder of any shares of Series A Preferred thereafter surrendered for conversion shall become entitled to receive shares of two or more classes of capital stock or shares of Common Stock and other capital stock of the Corporation, the Board of Directors shall determine the allocation of the adjusted Conversion Price between shares of such classes of capital stock or shares of Common Stock and other capital stock.

(b) In the event the Corporation distributes to its Common Stockholders any of its assets (excluding cash dividends or distributions out of earnings subsequent to the date hereof) or debt securities or any rights, warrants or options to purchase securities of the Corporation, the Conversion Price shall be adjusted, effective at the opening of business on the date following the record date for the distribution, in accordance with the following formula:

$$c^1 - c + M/M\text{-}F$$

where

c^1	-	the adjusted Conversion Price.
c	-	the Conversion Price in effect on the data immediately preceding the record date for the distribution.
M	-	the Fair Value per share of Common Stock on the record date for the distribution.
F	-	the Fair Value on the record date for the distribution of the portion of the assets, debt securities, rights, warrants or options no distributed applicable to one share of Common Stock.

(c) The Corporation shall have the right, at any time, voluntarily to decrease the Conversion Price then in effect by such amount and for such period or periods of time as the Board of Directors shall determine. In each such event the Corporation shall prepare and deliver to each holder of Series A Preferred a certificate of an executive officer to decrease the conversation Price in accordance with this Section 6.5.5(c) and the amount of such decrease, (2) the period during which such decreased Conversion Price shall be in effect, and (3) that such election is irrevocable during such period. No decrease in the Conversation Price pursuant to the provisions of this subsection shall be deemed to alter or adjust the conversation Price for the purposes of any other subsection of this Section 6.5.

(d) No adjustment in the Conversion Price shall be required unless such adjustment will require a change of any adjustment which, by reasons of this subsection will require a change of any adjustment which, by reasons of this subsection 6.5.5(d) is not required to be made shall be carried forward and taken into account in any subsequent adjustment. All calculations under Section 6.5 shall be made to the nearest cent or to the nearest 100th of a share, as the case may be.

(e) Whenever any adjustment is made in the Conversion Price, the Corporation shall, as soon as reasonably practicable thereafter, prepare a written statement, signed by an executive officer of the Corporation setting forth the adjusted Conversion Price, determined as provided herein, and, in reasonable detail, the facts requiring such adjustment. The Corporation shall mail such statement to all holders of record of outstanding shares of Series A Preferred.

(f) In case of any consolidation or merger of the Corporation in which the Corporation does not survive or any sale of all or substantially all of the Corporation's assets or a substantial reorganization of the Corporation (each, an "Election Event"), there shall be no adjustment of the Conversion Price, but any record holder of Series A preferred may elect, by following the procedures set forth in Section 6.5.2 during such period in the Board of Directors shall determine, to convert such holder's shares of Series A Preferred into the kind and amount of shares of stock and other securities and property which such holder would have been entitled to receive upon such Election Event if such holder had held the Common Stock issuable upon the conversion of such holder's shares of Series A Preferred immediately prior to such Election Event, provided, however, an exercise of conversion under this subsection 6.5.5(f) shall be ineffective in the event the Corporation shall exercise any of its conversion rights under Section 6.5.6.

6.5.6. In case of any Election Event, the Corporation may elect, by giving written notice to the holders of record of the Series A Preferred (the "Election Notice"), to convert all the outstanding Series A preferred into Common Stock effective immediately prior to the consummation of the Election Event, without any action on the part of the stockholders of the Series A Preferred. Upon any such election, each share of Series A Preferred shall be converted into a number of shares of Common Stock equal to the greater of (i) the number of shares of Common Preferred been converted into Common Stock at the Conversion Price in effect pursuant to subsection 6.5.1 immediately prior to the Election Event, or (ii) the number of shares of Common Stock determined by dividing (x) the liquidation preference a share of Series A Preferred would then have been entitled to receive pursuant to Section 6.3 upon a liquidation of the Corporation, by (y) the Fair Value of a share of Common Stock on the day preceding the effective date of the Election Event. Alternatively, upon the occurrence of an Election Event, the Board of Directors may elect to have the Series A Preferred converted into preferred stock of the surviving corporation of substantially equivalent value to such Series A Preferred ("Equivalent Preferred"), as the Board of Directors shall determine, taking into account the Fair Value, liquidation preference and other attributes of the Series A Preferred. Each holder of shares of Series A Preferred shall cease to be a holder of Series A Preferred for any purpose as of the date specified in the Election Notice, notwithstanding a certificate or certificates for Series A Preferred shall not have been surrendered for cancellation, and all rights whatsoever with respect to such shares shall terminate, except the rights of the holder to receive Common Stock or Equivalent Preferred upon compliance with the procedures specified in the Election Notice.

6.5.7. The Corporation shall at all times reserve and keep available out of authorized Common Stock, solely for the purpose of effecting the conversion of the Series A Preferred, the full number of shares of Common Stock issuable upon conversion or all Series A preferred at any time outstanding.

6.6. Optional Redemption.

6.6.1. Shares of Series A Preferred shall be redeemable, at the Corporation's option, in whole or in part, at any time and from time to time in the event either (i) the Corporation completed an initial public offering of the Common Stock at a price to the public of at least $2.50 per share or (ii) after completing an initial public offering of the common Stock at a price to the public of less than $2.50 per share, the average closing bid price of the Common Stock is at least $3.75 per share for any 30 consecutive trading days ending within 15 days prior to the date on which the Corporation gives notice or redemption of shares of Series A Preferred (the "Redemption Notice"). The redemption price shall be $2.50 per share plus a sum equal to the accrued but unpaid dividends on the Series A Preferred (the "Redemption Price").

6.6.2. In the event that at any time less than all of the Series A Preferred outstanding is to be redeemed, the Board of Directors shall determine the shares to be redeemed by lot or pro rata or by any other means the Board of Directors deems equitable.

6.6.3. The Redemption Notice shall be given by the Corporation to the holders of record of the shares to be redeemed, at their respective addresses on the books of the Corporation, not less than 15 nor more than 75 days prior to the date fixed for redemption by the Board of Directors (the "Redemption Date"). Redemption Data may be fixed as of the date of, the completion of an initial public offering of Common Stock under clause (i) of Section 6.6.1. If less than all the shares of Series A Preferred owned by any holder are then to be redeemed, the Redemption Notice shall also specify the number of shares thereof which are to be redeemed and the numbers of the certificates representing such shares. If the Redemption Notice shall have been duly mailed and if, on or before the Redemption Date, all funds necessary for such redemption shall have been set aside by the Corporation in trust for the account of the holders of the Series A Preferred to be redeemed, so as to be available therefore, then, from and after the mailing of the Redemption Notice, notwithstanding that any certificate for shares of Series A Preferred so called for redemption shall not have been surrendered for cancellation, all rights in or with respect to such shares shall terminate except the right of the holder to (i) receive the Redemption Price, without interest, upon compliance with the procedures specified in the Redemption Notice, or (ii) convert such shares of Series A Preferred into Common Stock pursuant to Section 6.5, not later than the fourth business day preceding the Redemption Date.

6.6.4. The prices per share of Common Stock referred to in Section 6.6.1 shall be subject to proportional adjustment in accordance with changes in the outstanding shares of Common Stock resulting from any of the events listed in Section 6.5.5.

6.6.5. The Redemption Price specified in subsection 6.6.1 shall be subject to proportional adjustment in accordance with changes in the outstanding number of shares of Series A Preferred resulting from reclassifications or capital reorganizations (including reclassifications in connection with consolidations or mergers in which the Corporation is the continuing corporation), but excluding issuances of Additional Shares pursuant to subsection 6.2.2.

6.7. Status of Reacquired Shares. The shares of Series A Preferred which have been issued and reacquired in any manner by the Corporation shall have the status of authorized and unissued shares of Preferred Stock and may be reclassified and reissued as a part of a new series of Preferred Stock to be created by resolution or resolutions of the Board of Directors.

6.8. No Fractional Shares. The Corporation shall not be required to issue fractional shares of Common Stock upon any conversion of Series A Preferred but shall pay in lieu thereof, as soon as practicable after the date the Series A Preferred is surrendered for conversion in accordance with the provisions hereof, an amount in cash equal to the same fraction of the Fair Value of a full share of Common Stock.

6.9. Determination of the Board of Directors. Whenever this Certificate of Incorporation requires a determination to be made by the Board of Directors, such determination shall be conclusive and shall be set forth in a Board of Directors resolution.

6.10. Notices. Any notice required by these provisions to be given to the holders of Series A Preferred shall be deemed given on the second business day after mailing, first class mail postage prepaid, or on the day of delivery if sent by overnight courier, in each instance in an envelope addressed to each holder of record of Series A Preferred at such holder's address appearing on the books of the Corporation.

ARTICLE VII
SERIES C PREFERRED STOCK

7.1. Designation. A total of Five Hundred Thousand (500,000) shares of the Preferred Stock shall be designated the "Series C Convertible Preferred Stock." As used herein, the term "Preferred Stock" used without reference to the Series C Convertible Preferred Stock shall mean the shares of Preferred Stock, without distinction as to series, except as otherwise expressly provided for herein. All other capitalized terms used but not otherwise defined herein shall have the respective meanings set forth in Section 7.10 hereof.

7.2. Dividends.

7.2.1. Accrual and Payment of Dividends. The holders of shares of Series C Convertible Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors of the Company, out of the assets of the Company legally available therefor, prior and in preference to any declaration or payment of any dividend on the Common Stock or any other class or series of capital stock of the Company ranking junior to the Series C Convertible Preferred Stock with respect to the payment of dividends, and subject to the rights to dividends of any class or series of Preferred Stock ranking senior or on parity with the Series C Convertible Preferred Stock with respect to dividends, cumulative cash dividends at the rate per share equal to two percent (2%) per annum of the Original Series C Purchase Price (subject to equitable adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event) of each share of Series C Convertible Preferred Stock then outstanding. Such dividends shall accrue from day to day, whether or not earned or declared until paid. Such dividends shall be cumulative so that if such dividends in respect of any dividend period shall not have been paid or declared and set apart for all shares of Series C Convertible Preferred Stock at the time outstanding, the deficiency shall be fully paid on or declared and set apart for such shares before the Company makes any distribution to the holders of the Common Stock or any other class or series of capital stock of the Company ranking junior to the Series C Convertible Preferred Stock with respect to the payment of dividends.

7.2.2. Other Dividends. Whenever the Company declares a dividend on its Common Stock, the holders of the Series C Convertible Preferred Stock shall be entitled to receive dividends in an amount equal per share (on an as-if-converted to Common Stock basis) to the amount paid or set aside for each share of Common Stock.

7.3. Liquidation Rights.

7.3.1. Treatment at Liquidation, Dissolution or Winding Up. In the event of any liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or in the event of its insolvency, distributions to the stockholders of the Company shall be made in the following manner:

(a) First, before any distribution or payment is made to any holders of Common Stock or any other class or series of capital stock of the Company, the holders of Series C Convertible Preferred Stock shall be entitled to be paid first out of the assets of the Company available for distribution to holders of the Company's capital stock of all classes and series, whether such assets are capital, surplus or earnings (collectively, "Available Assets"), an amount per share equal to the Series C Preferential Amount.

(b) After payment of the Series C Preferential Amount to all holders of the Series C Convertible Preferred Stock and payment of any other preference amounts to the holders of any other class or series of Preferred Stock entitled to a liquidation preference, the entire remaining Available Assets, if any, shall be distributed among the holders of Common Stock, Series C Convertible Preferred Stock and any other class or series of Preferred Stock entitled to participate with the Common Stock in a liquidating distribution, pro rata in proportion to the shares of Common Stock then held by them and the shares of Common Stock which they then have the right to acquire upon conversion of such shares of Preferred Stock held by them (such participation amount per share to be received by the holders of the Series C Convertible Preferred Stock, together with the Series C Preferential Amount, the "Series C Liquidation Amount").

(c) Written notice of any liquidation, dissolution or winding up of the Company, stating the payment date, the amount of the Series C Preferential Amount, the amount of the Series C Liquidation Amount and the place where said Series C Liquidation Amount shall be payable, shall be given to the holders of record of Series C Convertible Preferred Stock not less than 5 days prior to the consummation of such liquidation, dissolution or winding up, in accordance with the provisions of Section 7.7.

7.3.2. Treatment of Reorganization, Consolidation, Merger or Sale of Assets. Any Change of Control Event, shall be deemed, for the purposes of this Section 7.3.2, to be a liquidation, dissolution and winding up of the Company, in which event the Series C Liquidation Amount to which each such holder is entitled shall be calculated based upon the fair market value (as reasonably determined in good faith by the Board of Directors of the Company) of whatever property (including any securities) is to be received by the Company or its stockholders in respect of such Change of Control Event.

7.3.3. Distributions Other than Cash. Whenever the distribution provided for in this Section 7.3 shall be payable in whole or in part in property other than cash, the value of any property distributed shall be the fair market value of such property as reasonably determined in good faith by the Board of Directors of the Company. All distributions of property other than cash made hereunder shall be made, to the maximum extent possible, pro rata with respect to each series and class of Preferred Stock and Common Stock in accordance with the liquidation amounts payable with respect to each such series and class.

7.4. Voting Power.

7.4.1. General. Except as otherwise expressly provided elsewhere in the Certificate of Incorporation (as in existence on the date hereof or as amended with the requisite approval of the holders of Series C Convertible Preferred Stock) or as otherwise required by law, (a) each holder of Series C Convertible Preferred Stock shall be entitled to vote on all matters submitted to a vote of the stockholders of the Company and shall be entitled to that number of votes equal to the largest number of whole shares of Common Stock into which such holder's shares of Series C Convertible Preferred Stock could be converted, pursuant to the provisions of Section 7.5 hereof, at the record date for the determination of stockholders entitled to vote on such matters or, if no such record date is established, at the date such vote is taken or any written consent of stockholders is solicited, and (b) the holders of shares of Preferred Stock and Common Stock shall vote together (or tender written consents in lieu of a vote) as a single class on all matters submitted to the stockholders of the Company.

7.4.2. Majority Holders. Whenever in this Article VII, the vote, approval or written consent of the Majority Holders (or the holders of any other specified percentage of the shares of Series C Convertible Preferred Stock) is required, such vote shall be taken, any approval shall be given or any written consent shall be tendered by the holders of the Series C Convertible Preferred Stock voting, approving or consenting together as a single class, with each share of Series C Convertible Preferred Stock being entitled to one vote in each instance.

7.4.3. Restriction and Limitation on Company Action. As long as any of the Series C Convertible Preferred Stock is outstanding, the holders of Series C Convertible Preferred Stock shall vote as a separate voting group on, and the affirmative vote of the Majority Holders shall be required to authorize, any action by the Company which would:

(a) In any manner authorize, create, amend or issue any class or series of capital stock of the Company ranking, either as to payment of dividends, distribution of assets upon liquidation or otherwise, or redemption, prior to or on parity with the Series C Convertible Preferred Stock.

(b) Increase the authorized number of shares of Series C Convertible Preferred Stock or issue additional shares of Series C Convertible Preferred Stock.

(c) In any manner adversely alter or change the designations or the powers, preferences or rights or qualifications, limitations or restrictions of the Series C Convertible Preferred Stock (including, without limitation, liquidation preference provisions).

(d) Reclassify the Common Stock, or any other class or series of capital stock of the Company junior to the Series C Convertible Preferred Stock into capital stock of the Company of any class or series ranking, either as to payment of dividends, distribution of assets upon liquidation or otherwise, or redemption, prior to or on a parity with the Series C Convertible Preferred Stock.

7.5. Conversion Rights. The holders of the Series C Convertible Preferred Stock shall have the following rights with respect to the conversion of such shares into shares of Common Stock:

7.5.1. Voluntary Conversion.

(a) Subject to and in compliance with the provisions of this Section 7.5, each and any outstanding share of the Series C Convertible Preferred Stock (together with all accrued but unpaid dividends thereon) shall be convertible, at the option of the holder thereof, at any time and from time to time, into such number of fully-paid and non-assessable shares of Common Stock as is determined pursuant to Section 7.5.3 below.

(b) To exercise this conversion right, a holder of Series C Convertible Preferred Stock shall surrender the certificate or certificates representing the shares being converted at the principal office of the Company, together with written notice to the Company that such holder elects to convert such shares (the “Conversion Notice”); provided, however, that in the event such certificate or certificates have been lost, stolen or destroyed, then the holder electing to effect such a conversion shall so certify to the Company in its Conversion Notice, and shall further execute an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection therewith. The Conversion Notice shall also state the name or names (with address or addresses) in which the certificate or certificates for shares of Common Stock issuable upon such conversion shall be issued. The certificate or certificates for shares of Series C Convertible Preferred Stock surrendered for conversion shall be accompanied by proper assignment thereof to the Company or in blank. As promptly as practicable after the Series C Conversion Date, the Company shall issue and deliver to the holder of the shares of Series C Convertible Preferred Stock being converted, or on its written order, at the expense of the Company: (i) a certificate or certificates, as such holder may request, representing the number of whole shares of Common Stock issuable upon the conversion of such shares of Series C Convertible Preferred Stock in accordance with the provisions of this Section 7.5, (ii) if some but not all of the shares of Series C Convertible Preferred Stock represented by a certificate surrendered by such holder are converted, a new certificate or certificates representing the number of shares of Series C Convertible Preferred Stock which were not converted, and (iii) if necessary pursuant to the provisions of Section 7.5.4, cash in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion. Such conversion shall be deemed to have been effected immediately prior to the close of business on the Series C Conversion Date, and at such time the rights of the holder as holder of the converted shares of Series C Convertible Preferred Stock shall cease and the person(s) in whose name(s) any certificate(s) for shares of Common Stock shall be issuable upon such conversion (subject to compliance with the applicable federal and state securities laws) shall be deemed to have become the holder(s) of record of the shares of Common Stock represented thereby.

7.5.2. Automatic Conversion.

(a) Immediately upon the earlier to occur of (i) the consummation of the Company's first Qualified Offering (ii) the satisfaction of the Price Condition or (iii) the approval, set forth in a written notice to the Company, of the holders of at least sixty percent (60%) of the outstanding shares of Series C Convertible Preferred Stock of an election to convert all outstanding shares of Series C Convertible Preferred Stock to Common Stock (as the case may be, the "Conversion Event"), all outstanding shares of Series C Convertible Preferred Stock (together with any accrued but unpaid dividends thereon) shall be converted automatically into the number of fully-paid, non-assessable shares of Common Stock as is determined pursuant to Section 7.5.3 below as of the date of the Conversion Event, without any further action by the holders of such shares and whether or not the certificates representing such shares are surrendered to the Company.

(b) Promptly upon the occurrence of the Conversion Event, the Company shall deliver written notice thereof to the holders of the Series C Convertible Preferred Stock in accordance with the provisions of Section 7.6.2, and such holders shall surrender the certificates representing such shares at the principal office of the Company, which certificates shall be accompanied by proper assignment thereof to the Company or in blank. As promptly as practicable after the Series C Conversion Date, the Company shall issue and deliver to each holder of shares of Series C Convertible Preferred Stock so converted, at the expense of the Company: (i) a certificate representing the number of whole shares of Common Stock issuable upon the conversion of such shares of Series C Convertible Preferred Stock in accordance with the provisions of this Section 7.5, and (ii) if necessary pursuant to the provisions of Section 7.5.4, cash in respect of any fraction of a share of Common Stock otherwise issuable upon such conversion; provided, however, that the Company shall not be obligated to issue and deliver the foregoing unless certificates evidencing the shares of Series C Convertible Preferred Stock so converted are either delivered to the Company or the holder thereof certifies to the Company that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Company to indemnify the Company from any loss incurred by it in connection therewith. Notwithstanding the failure by any holder of the Series C Convertible Preferred Stock to deliver the certificates representing such holder's shares as required by this Section 7.5.2(b), such conversion shall be deemed to have been effected immediately prior to the close of business on the Series C Conversion Date, and at such time the rights of each holder as holder of the Series C Convertible Preferred Stock shall cease and such holder shall be deemed to have become the holder of record of the shares of Common Stock issuable upon the conversion of such holder's shares of Series C Convertible Preferred Stock.

7.5.3. Series C Conversion Rate. The number of shares of Common Stock that a holder of Series C Convertible Preferred Stock shall be entitled to receive upon conversion pursuant to this Section 7.5 shall be the product obtained by multiplying (a) the number of shares of Series C Convertible Preferred Stock being converted by such holder at any time, by (b) the quotient obtained by dividing (i) the Original Series C Purchase Price (subject to adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event) by (ii) the Series C Conversion Value then in effect.

7.5.4. Cash in Lieu of Fractional Shares. No fractional shares of Common Stock or scrip representing fractional shares shall be issued upon the conversion of shares of Series C Convertible Preferred Stock. Instead of any fractional shares of Common Stock which would otherwise be issuable upon conversion of Series C Convertible Preferred Stock, the Company shall pay to the holder of the shares of Series C Convertible Preferred Stock which were converted a cash adjustment in respect of such fractional shares in an amount equal to the same fraction of the market price per share of the Common Stock at the close of business on the Series C Conversion Date. The determination as to whether or not any fractional shares are issuable shall be based upon the aggregate number of shares or fractional shares of Series C Convertible Preferred Stock being converted at any one time by any holder thereof, not upon each share or fractional share of Series C Convertible Preferred Stock being converted.

7.5.5. Reservation of Common Stock. The Company shall at all times reserve and keep available out of its authorized but unissued shares of Common Stock, solely for the purpose of effecting the conversion of the shares of Series C Convertible Preferred Stock, such number of its shares of Common Stock as shall from time to time be sufficient to effect the conversion of all outstanding shares of the Series C Convertible Preferred Stock (including any shares of Series C Convertible Preferred Stock issuable upon the exercise, conversion or exchange of any options, warrants, purchase rights or convertible securities), and, if at any time the number of authorized but unissued shares of Common Stock shall not be sufficient to effect the conversion of all then outstanding shares of the Series C Convertible Preferred Stock (including any shares of Series C Convertible Preferred Stock issuable upon the exercise, conversion or exchange of any options, warrants, purchase rights or convertible securities), the Company shall take all commercially reasonable actions as may be necessary to increase its authorized but unissued shares of Common Stock to such number of shares as shall be sufficient for such purpose.

7.5.6. Issue Taxes. The Company shall pay all issue taxes (other than any taxes measured by the income of any person other than the Company), if any, incurred in respect of the issuance of shares of Common Stock upon a conversion of shares of Series C Convertible Preferred Stock. If a holder of shares surrendered for conversion specifies that the shares of Common Stock to be issued upon conversion are to be issued in a name or names other than the name or names in which such surrendered shares stand (which shall be subject to compliance with the applicable provisions of federal and state securities laws), the Company shall not be required to pay any transfer or other taxes incurred by reason of the issuance of such shares of Common Stock to the name of another, and if the appropriate transfer taxes shall not have been paid to the Company or the transfer agent for the Series C Convertible Preferred Stock at the time of surrender of the shares involved, the shares of Common Stock issued upon conversion thereof may be registered in the name or names in which the surrendered shares were registered without any liability to the Company, despite the instructions to the contrary.

7.6. Notices.

7.6.1. Notices of Record Date. In the event of (a) any taking by the Company of a record of the holders of any class of securities for the purpose of determining the holders thereof who are entitled to receive any dividends or other distribution, or any right to subscribe for, purchase or otherwise acquire any Equity Securities or other property; (b) any capital reorganization of the Company, any reclassification or recapitalization of the capital stock of the Company, any merger or consolidation of the Company, or any sale or disposition of all or substantially all of the assets of the Company to any other person or persons; or (c) any voluntary or involuntary dissolution, liquidation, winding up or bankruptcy of the Company (each, a “Record Event”), then and in each such Record Event the Company shall give each holder of Series C Convertible Preferred Stock a notice specifying (i) the date on which any such record is to be taken for the purpose of such dividend, distribution or right and a description of such dividend, distribution or right; (ii) the date on which any such reorganization, reclassification, recapitalization, sale, disposition, merger, consolidation, dissolution, liquidation, winding up or bankruptcy is expected to become effective; and (iii) the time, if any, that is to be fixed as to when the holders of record of Common Stock or other Equity Securities shall be entitled to exchange their shares of Common Stock or other Equity Securities for cash, securities or other property deliverable upon such reorganization, reclassification, recapitalization, sale, disposition, merger, consolidation, dissolution, liquidation, winding up or bankruptcy. In each such Record Event, the notice required by this Section 7.6.1 shall be delivered at least 10 days prior to the date specified in such notice.

7.7. Notices in General. Whenever a notice is required to be given to a holder of shares of Series C Convertible Preferred Stock pursuant to this Article VII (including, without limitation, any notice required by Section 7.6.1 above), such notice shall be delivered in person, sent by nationally recognized overnight delivery service specifying next day delivery, mailed by certified or registered mail, postage prepaid and return receipt requested, or sent by telecopier, telex, facsimile or similar transmission, to such holder’s address of record as shown on the books of the Company.

7.8. Cancellation of Series C Convertible Preferred Stock. Any shares of Series C Convertible Preferred Stock that are acquired by the Company by reason of redemption, repurchase or otherwise or are converted shall be cancelled and returned to the status of authorized but unissued shares of undesignated Preferred Stock and all rights to receive dividends thereon shall cease to accrue.

7.9. Preemptive Rights.

7.9.1. Pro Rata Share. Solely during the period commencing on the Original Series C Issuance Date and terminating on the eighteen month anniversary thereof (the "Preemptive Period"), each holder of Series C Convertible Preferred Stock is hereby expressly granted a preemptive right to purchase up to such holder's pro rata share of all Equity Securities that the Company may from time to time propose to sell, issue or exchange, other than the Excluded Securities. The pro rata share of each holder of Series C Convertible Preferred Stock is equal to the ratio of (a) the number of Equity Securities then held by such holder to (b) the total amount of Equity Securities then issued (determined on an Fully-Diluted Basis).

7.9.2. Notice and Purchase Right. If the Company proposes, agrees or obligates itself to issue, sell or exchange any Equity Securities, other than the Excluded Securities, during the Preemptive Period, it will give each holder of Series C Convertible Preferred Stock written notice of its intention, describing the Equity Securities, the price and the other terms and conditions, if any, upon which the Company proposes, agrees or obligates itself to issue, sell or exchange the same. Each holder of Series C Convertible Preferred Stock will have 10 business days from the giving of such notice to agree to purchase its pro rata share of the Equity Securities for the price and upon the terms and subject to the conditions specified in the notice by giving written notice to the Company and stating therein the quantity of Equity Securities to be purchased.

7.9.3. Company Right to Sell. If any holder of Series C Convertible Preferred Stock shall fail to exercise in full the foregoing preemptive right, the Company will have 90 days thereafter to sell the Equity Securities that were not purchased by such holder of Series C Convertible Preferred Stock pursuant hereto, at a price and upon terms and conditions no more favorable to the purchasers thereof than specified in the Company's notice to the holder of Series C Convertible Preferred Stock pursuant to Section 8.2.

7.10. Definitions and Constructions. As used in this Article VII, the following terms shall have the following respective meanings:

7.10.1. "Affiliates" shall mean any person directly or indirectly controlled by, controlling or under common control with another person, where the term "control," for purposes of this definition, means the power to direct the management of the person in question.

7.10.2. "Certificate of Incorporation" shall mean this Amended and Restated Certificate of Incorporation, as amended from time to time.

7.10.3. "Change of Control Event" shall mean (a) a consolidation or merger of the Company with or into any person that results in the holders of the voting securities of the Company immediately following the issuance of the Series C Convertible Preferred Stock on the Original Series C Issuance Date (together with their respective Affiliates) holding or having the right to direct the voting of fifty percent (50%) or less of the total outstanding voting securities of the Company or such other surviving entity immediately following such Change of Control Event, (b) a sale or other disposition, in one transaction or a series of related transactions, of all or substantially all of the assets of the Company, or (c) the sale or issuance, in one transaction or a series of related transactions, by the Company or any of its stockholders of any Equity Securities to any person such that, following the consummation of such transaction(s), such person (together with its Affiliates) would own or have the right to acquire greater than fifty percent (50%) of the outstanding shares of Common Stock (calculated on a Fully-Diluted Basis). However, a bona fide arms-length equity financing for cash in which the Company issues securities to investors to provide additional capital to the Company for its operations shall not be considered a Change of Control Event no matter the level of ownership interest of such investors after such financing.

7.10.4. "Equity Securities" shall mean (a) any Common Stock or other capital stock of the Company, (b) any security convertible, with or without consideration, into any Common Stock or other capital stock of the Company (including any option, warrant or other right to subscribe for or purchase such a security), (c) any security carrying any option, warrant or other right to subscribe for or purchase any Common Stock or other capital stock of the Company, or (d) any such option, warrant or other right.

7.10.5. "Excluded Securities" shall mean (a) Equity Securities that are issued to employees, officers, directors or consultants of the Company or any subsidiary thereof which are outstanding as of the first Original Series C Issuance Date or which may be approved by the Company's board of directors or pursuant to any incentive plan (including any incentive compensation or stock option plan) which is approved by the board of directors of the Company; (b) Equity Securities issued in connection with any stock split, stock dividend or recapitalization by the Company which is approved by the board of directors of the Company; (c) Equity Securities issued upon conversion of Equity Securities; (d) Equity Securities issued pursuant to any equipment leasing arrangement or a bona fide debt financing which is approved by the board of directors of the Company; (e) Equity Securities issued pursuant to a merger or consolidation of the Company or any of its subsidiaries with or into another person or other acquisition by the Company or any of its subsidiaries of all or part of the assets, business or capital stock of another person, which transaction is approved by the board of directors of the Company; (f) the issuance of Equity Securities in transactions with third parties unrelated to the Company, upon reasonable commercial terms and relating to the manufacture, supply or distribution of products to or by the Company, technology licensing, research and development and other transactions that are for a purpose other than raising capital which transaction is approved by the board of directors of the Company, or (g) Equity Securities that are issued in connection with any registered public offering of the Company.

7.10.6. "Fully-Diluted Basis" shall include, when used to refer to the number of shares of Common Stock then outstanding, (i) all shares of Common Stock that are issued and outstanding at such time, (ii) all shares of Common Stock that are issuable upon the conversion, exercise or exchange of all other Equity Securities that are issued and outstanding at such time and that are, directly or indirectly, convertible into or exercisable or exchangeable for shares of Common Stock, regardless of whether such Equity Securities are then convertible, exercisable or exchangeable, plus (iii) all Equity Securities that have been reserved by the Company for issuance under any incentive compensation or stock option plan of the Company which are authorized but not yet issued.

7.10.7. "Majority Holders" shall mean the holders of a majority of the outstanding shares of the Series C Convertible Preferred Stock.

7.10.8. "Original Series C Issuance Date" shall mean with respect to each share of Series C Convertible Preferred Stock, the date upon which such share was originally issued by the Company.

7.10.9. "Original Series C Purchase Price" shall mean $77.00.

7.10.10. "Parent Per Share Stock Valuation" shall mean $0.4984.

7.10.11. "Person" shall mean any individual, partnership, limited liability company, corporation, business trust, trust, unincorporated association, joint venture or other entity of whatever nature.

7.10.12. "Price Condition" shall be satisfied if the price at which one share of the Company's Common Stock trades on the American Stock Exchange, the New York Stock Exchange or the NASDAQ National Market, whichever is applicable, as published in the Eastern Edition of The Wall Street Journal, for ten (10) consecutive trading days equals or exceeds 7.69 times the Parent Per Share Stock Valuation (subject to adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event).

7.10.13. "Qualified Offering" shall mean a sale by the Company of Equity Securities, in any six-month period, in which (i) the aggregate proceeds to the Company equal or exceed $30,000,000, net of underwriting discounts, offering expenses and commissions, and (ii) the price per share of such Common Stock, net of underwriting discounts, offering expenses and commissions, equals or exceeds 3.85 times the Parent Per Share Stock Valuation (subject to equitable adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event.

7.10.14. "Securities Act" shall mean the Securities Act of 1933, as amended, and the rules and regulations promulgated thereunder.

7.10.15. "Series C Conversion Date" shall mean, as the case may be, (a) with respect to any shares of Series C Convertible Preferred Stock voluntarily converted into Common Stock pursuant to Section 7.5.1, the date on which the Company receives a Conversion Notice relating to such shares, together with the certificate or certificates representing such shares, or (b) with respect to all shares of Series C Convertible Preferred Stock automatically converted into Common Stock pursuant to Section 7.5.2, the date of the Conversion Event.

7.10.16. “Series C Conversion Value” shall initially equal the Original Series C Purchase Price divided by one hundred (100), but shall be subject to adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event.

7.10.17. “Series C Preferential Amount” shall mean, as of any given date, the Original Series C Purchase Price (subject to equitable adjustment in the event of any stock split, stock dividend, combination, recapitalization, reorganization, reclassification or other similar event) plus any accrued but unpaid dividends on each such share of Series C Convertible Preferred Stock as of such date.

7.11. Construction. Whenever the context requires, the gender of any word used in this Article VIII includes the masculine, feminine or neuter, and the number of any word includes the singular or plural. Unless the context otherwise requires, all references to sections refer to sections of this Article VIII, and all references to schedules are to schedules attached hereto, each of which is made a part hereof for all purposes.

ARTICLE VIII
BOARD OF DIRECTORS

8.1. Management. The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. The Board of Directors may exercise all such authority and powers of the Corporation and do all such lawful acts and things as are not by statute or this Amended and Restated Certificate of Incorporation directed or required to be exercised or done by the stockholders.

8.2. Number of Directors. The number of directors which shall constitute the Board of Directors shall be fixed from time to time by resolution adopted by the affirmative vote a majority of the total number of directors then in office.

8.3. Newly-Created Directorships and Vacancies. Newly created directorships resulting from any increase in the number of directors or any vacancies in the Board of Directors resulting from death, resignation, retirement, disqualification, removal from office or any other cause may be filled, so long as there is at least one remaining director, only by the Board of Directors, provided that a quorum is then in office and present, or by a majority of the directors then in office, if less than a quorum is then in office, or by the sole remaining director. Directors elected to fill a newly created directorship or other vacancies shall hold office until such director’s successor has been duly elected and qualified or until his or her earlier death, resignation or removal as hereinafter provided.

8.4. Removal of Directors. Any director or the entire board of directors may be removed from the office by the affirmative vote of the holders of least a majority of the voting power of the then outstanding capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class.

8.5. Written Ballot Not Required. Elections of directors need not be by written ballot unless the Amended and Restated Bylaws of the Corporation shall otherwise provide.

ARTICLE IX
EXCULPATION AND INDEMNIFICATION

9.1. Exculpation. To the fullest extent permitted by the DGCL, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director except for liability (a) for any breach of the director’s duty of loyalty to the Corporation or its stockholders, (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) under Section 174 of the DGCL, or (d) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended after the filing of the Certificate of Incorporation of which this Section 9.1 is a part to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this Section 9.1 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

9.2. Indemnification. The Corporation shall indemnify, in the manner and to the fullest extent permitted by the DGCL, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation, and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may indemnify, in the manner and to the fullest extent permitted by the DGCL, any person (or the estate of any person) who is or was a party to, or is threatened to be made a party to, any threatened, pending or completed action, suit or proceeding, whether or not by or in the right of the Corporation and whether civil, criminal, administrative, investigative or otherwise, by reason of the fact that such person is or was an employee or agent of the Corporation, or is or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise. To the fullest extent permitted by the DGCL, the indemnification provided herein shall include expenses (including, without limitation, attorneys' fees), judgments, fines and amounts paid in settlement and, in the manner provided by the DGCL, any such expenses may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding. The indemnification provided herein shall not be deemed to limit the right of the Corporation to indemnify any other person for any such expenses to the fullest extent permitted by the DGCL. Expenses incurred by any such director, officer, employee or agent in defending any such action, suit or proceeding may be advanced by the Corporation prior to the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director, officer, employee or agent to repay such amount if it shall ultimately be determined that he or she is not entitled to be indemnified as authorized by the DGCL and this Article IX.

9.3. Insurance. The Corporation may, to the fullest extent permitted by the DGCL, purchase and maintain insurance on behalf of any director, officer, employee or agent against any liability which may be asserted against such person.

9.4. Non-Exclusivity. The indemnification provided herein shall not be deemed exclusive of any other rights to which any person seeking indemnification from the Corporation may be entitled under the Corporation's Bylaws, any agreement, vote of stockholders or disinterested directors, or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office.

ARTICLE X
INSOLVENCY, RECEIVERS AND TRUSTEES

Whenever a compromise or arrangement is proposed between this Corporation and its creditors or any class of them and/or between this Corporation and its stockholders or any class of them, any court of equitable jurisdiction within the State of Delaware may, on the application in a summary way of this Corporation or of any creditor or stockholder thereof or on the application of any receiver or receivers appointed for this Corporation under the provisions of Section 291 of Title 8 of the DGCL or on the application of trustees in dissolution or of any receiver or receivers appointed for this Corporation under the provisions of Section 279 of Title 8 of the DGCL order a meeting of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, to be summoned in such manner as the said court directs. If a majority in number representing three-fourths in value of the creditors or class of creditors, and/or of the stockholders or class of stockholders of this Corporation, as the case may be, agree to any compromise or arrangement and to any reorganization of this Corporation as a consequence of such compromise or arrangement, the said compromise or arrangement and the said reorganization shall, if sanctioned by the court to which the said application has been made, be binding on all the creditors or class of creditors, and/or on all the stockholders or class of stockholders, of this Corporation, as the case may be, and also on this Corporation.

ARTICLE XI
CONSIDERATION FOR SHARES; ASSESSABILITY

The Corporation is authorized to sell and issue, from time to time, all or any portion of the capital stock of the Corporation which may have been authorized but not issued, to such persons and for such lawful consideration (not less than the par value thereof), and upon such terms and in such manner as it may determine. Any and all shares so issued, the full consideration for which shall have been paid or delivered, shall be fully paid and non-assessable, and the holders thereof shall not be liable to the Corporation or its creditors for any further payment thereon.

ARTICLE XII
RIGHT TO AMEND

12.1.1. General. The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed herein and by the laws of the State of Delaware, and all rights conferred upon stockholders herein are granted subject to this reservation.

12.2. Amendment of Specified Provisions. Notwithstanding any other provisions of this Certificate of Incorporation or any provision of law which might otherwise permit a lesser vote or no vote, but in addition to any affirmative vote of the holders of the capital stock required by law or this Certificate of Incorporation, the affirmative vote of the holders of at least two-thirds (66 2/3%) of the voting power of the then outstanding capital stock of the Corporation entitled to vote generally in the election of directors, voting together as a single class, shall be required to alter, amend or repeal Article IX hereof or this Article XII, or any provisions thereof or hereof, or to adopt any provision inconsistent with Article IX hereof or this Article XII, unless such alteration, amendment, repeal or adoption shall be approved by a majority of the directors then in office.

THE UNDERSIGNED, being the Chief Executive Officer of the Corporation, for purpose of amended and restating the Corporation's Certificate of Incorporation pursuant to the DGCL, has executed this certificate this 8th day of June 2007.

Opko Health, Inc.

By: /s/ Phillip Frost, M.D.

Name: Phillip Frost, M.D.

Title: Chief Executive Officer

CERTIFICATE OF AMENDMENT
TO
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
OPKO HEALTH, INC.

OPKO Health, Inc., a corporation organized and existing under and by virtue of the General Corporation Law of the State of Delaware, does hereby certify:

FIRST: The name of the corporation is OPKO Health, Inc. (the “Corporation”).

SECOND: The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware on November 18, 1991.

THIRD: An Amended and Restated Certificate of Incorporation of the Corporation (the “Certificate”) was filed with the Secretary of State of the State of Delaware on June 8, 2007.

FOURTH: At a regular meeting of the Board of Directors of the Corporation held on June 14, 2013, the Board of Directors adopted and approved an amendment to the Certificate of the Corporation that increased the Corporation’s authorized shares of common stock.

FIFTH: At the Annual Meeting of the Stockholders of the Corporation held on August 28, 2013, the Stockholders adopted and approved an amendment to the Certificate of the Corporation that increased the Corporation’s authorized shares of common stock.

SIXTH: The Certificate is hereby amended by deleting the first sentence in Paragraph 4.1 of Article IV, in its entirety and inserting the following in lieu thereof:

> “The total number of shares of capital stock which the Corporation shall have authority to issue is Seven Hundred and Sixty Million (760,000,000) shares, consisting of: Seven Hundred and Fifty Million (750,000,000) shares of common stock, par value $0.01 per share (the “Common Stock”), and Ten Million (10,000,000) shares of preferred stock, par value $0.01 per share (the “Preferred Stock”).”

SEVENTH: This Certificate of Amendment was duly adopted in accordance with Section 242 of the General Corporation Law of the State of Delaware and has been approved in accordance with Section 222 of the General Corporation Law of the State of Delaware. The necessary number of shares as required by statute were voted in favor of the amendment.

IN WITNESS WHEREOF, the Corporation has caused this Certificate of Amendment to be signed by its duly authorized officer this 29th day of August, 2013.

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

Exhibit 31.1

CERTIFICATIONS

I, Phillip Frost, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of OPKO Health, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 11, 2013

/s/ Dr. Phillip Frost, M.D.

Dr. Phillip Frost, M.D.
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Juan F. Rodriguez, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of OPKO Health, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant’s other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

(5) The registrant’s other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 11, 2013

/s/ Juan F. Rodriguez

Juan F. Rodriguez
Chief Financial Officer

Exhibit 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant section 906 of the Sarbanes-Oxley Act of 2002, I, Phillip Frost, Chief Executive Officer of OPKO Health, Inc. (the “Company”), hereby certify that:

The Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 (the “Form 10-Q”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 11, 2013

/s/ Dr. Phillip Frost, M.D.
Dr. Phillip Frost, M.D.
Chief Executive Officer

Exhibit 32.2

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant section 906 of the Sarbanes-Oxley Act of 2002, I, Juan F. Rodriguez, Chief Financial Officer of OPKO Health, Inc. (the “Company”), hereby certify that:

The Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2013 (the “Form 10-Q”) of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 11, 2013

/s/ Juan F. Rodriguez
Juan F. Rodriguez
Chief Financial Officer