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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549**

**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): June 9, 2011**

**OPKO Health, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**001-33528**  
(Commission  
File Number)

**75-2402409**  
(IRS Employer  
Identification No.)

**4400 Biscayne Blvd  
Miami, Florida 33137**  
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.07 Submission of Matters to a Vote of Security Holders.**

On June 9, 2011, the Company held its 2011 Annual Meeting of Stockholders. Below is a summary of the proposals and corresponding votes.

1. All ten nominees were elected to the Board of Directors with each director receiving votes as follows:

<u>Election of Directors</u>	<u>For</u>	<u>Withheld</u>
Phillip Frost, M.D.	221,889,670	4,424,586
Jane H. Hsiao, Ph.D.	218,143,423	8,170,833
Steven D. Rubin	216,903,397	9,410,859
Robert A. Baron	222,133,205	4,181,051
Thomas E. Beier	222,891,955	3,422,301
Pascal J. Goldschmidt, M.D.	213,093,462	13,220,794
Richard A. Lerner, M.D.	225,804,665	509,591
John A. Paganelli	216,926,432	9,387,824
Richard C. Pfenniger, Jr.	217,405,070	8,909,186
Alice Lin-Tsing Yu, M.D., Ph.D.	213,088,445	13,225,811

2. The approval, on a non-binding advisory basis, of the compensation of the named executive officers of the Company (“Say On Pay”) as disclosed in the Company’s Proxy Statement for the 2011 Annual Meeting of Stockholders, pursuant to the compensation disclosure rules of the Securities and Exchange Commission, including the Compensation Discussion and Analysis, the compensation tables, and any related information found in the proxy statement. The votes on this proposal were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
224,633,985	682,004	993,266

3. The selection of three years, on a non-binding advisory basis, as the frequency with which the stockholders are provided a non-binding advisory vote on Say on Pay in future years. The votes on this proposal were as follows:

<u>3 Years</u>	<u>2 Years</u>	<u>1 Year</u>	<u>Abstain</u>
202,362,708	453,397	22,448,646	1,049,504

Based on this result and in accordance with the previous recommendation of the Company’s Board of Directors, the Company will hold a non-binding, advisory vote on Say On Pay every three years.

No other matters were considered or voted upon at the meeting.

**ITEM 7.01 Regulation FD Disclosure.**

On June 9, 2011, the Company held its Annual Meeting of Stockholders. A copy of management’s presentation presented at the Annual Meeting is furnished with this Current Report on Form 8-K as Exhibit 99.1.

Statements made in the presentation which are not historical are forward-looking statements that reflect management’s current views with respect to future events and performance and may include statements concerning plans, objectives, goals, strategies, future events or performance, and underlying assumptions.

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Such statements are subject to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. The fact that these presentation materials are being furnished should not be deemed an admission as to the materiality of any information contained in the materials.

The information contained in Item 7.01 to this Current Report on Form 8-K and Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing under the Securities Exchange Act of 1934, as amended, or the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

**ITEM 9.01 Financial Statements and Exhibits.**

(d) Exhibits

<b>Exhibit No.</b>	<b>Description</b>
99.1	Management Presentation — 2011 Annual Meeting of Stockholders held June 9, 2011.

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## **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 hereunto duly authorized.

OPKO Health, Inc.

By /s/Adam Logal

Name: Adam Logal

Title: Executive Director of Finance, Chief  
Accounting Officer Treasurer

Date: June 10, 2011

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## EXHIBIT INDEX

Exhibit No.	Description
99.1	Management Presentation — 2011 Annual Meeting of Stockholders held June 9, 2011.



***OPKO***

Annual Stockholders Meeting  
June 9, 2011

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## Cautionary Statement

This presentation contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "expects," "plans," "projects," "will," "may," "anticipates," "believes," "should," "intends," "estimates," "potential" and other words of similar meaning, including statements regarding our ability to achieve high levels of growth, the potential for our products under development to be game-changing, our ability to develop additional diagnostics, our ability to develop certain therapeutics, our ability to develop, test and launch new products, the expected timing of the tests and trials relating to our products under development and product candidates, the expected size of the market for certain of our products under development, the potential benefits of our products under development, our ability to out-license certain of our technologies, our ability to successfully develop our product candidates such as simple blood tests for Alzheimer's disease, neurological disorders, cancers and autoimmune diseases and expected timing thereof, the products' potential benefits, statements regarding rolapitant being a best-in-class product, the timing of clinical trials for our product candidates and the commercial launch of rolapitant for CINV and our other product candidates, and estimates regarding market potential and timing of regulatory approval and potential launch dates for our product candidates, as well as other non-historical statements. These forward-looking statements are only predictions and reflect our views as of the date they were made, and we undertake no obligation to update such statements. Such statements are subject to many risks and uncertainties that could cause our activities or actual results to differ materially from the activities and results anticipated in forward-looking statements, including risks inherent in funding, developing and obtaining regulatory approvals of new, commercially-viable and competitive products and treatments, general market factors, competitive product development, product availability, federal and state regulations and legislation, delays associated with development of novel technologies, unexpected difficulties and delays in validating and testing product candidates, the regulatory process for new products and indications, manufacturing issues that may arise, the cost of funding lengthy research programs, the need for and availability of additional capital, the possibility of infringing a third party's patents or other intellectual property rights, the uncertainty of obtaining patents covering our products and processes and in successfully enforcing them against third parties, and the possibility of litigation, among other factors, including all of the risks identified under the heading Risk Factors in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.



## Management Team

### **Phillip Frost, M.D.**

*Chairman and CEO*

- TEVA (Chairman), IVAX (Chairman and CEO),  
Key Pharmaceuticals (Chairman)

### **Jane H. Hsiao, Ph.D.**

*Vice Chairman and Chief Technology Officer*

- IVAX (Chief Technology Officer)

### **Steven Rubin**

*Executive Vice President and Chief Administrative Officer*

- IVAX (General Counsel)

### **Rao Uppaluri, Ph.D.**

*Senior Vice President and CFO*

- IVAX (Treasurer)

### **Tom Kodadek, Ph.D.**

*Professor of Chemistry and Cancer Biology, Scripps Florida  
Research Institute*

- Director of Chemistry and Molecular Biology at OPKO

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## Company Overview

- Opportunistic pharmaceutical and diagnostics company
- Focused on large, high growth markets
- Experience in development and commercialization.
- Multiple game-changing opportunities
  - New molecular diagnostics platform targeting conditions with unmet diagnostic needs (cancer, neurodegenerative diseases, etc.)
  - New therapeutic technology (CURNA) based on gene up-regulation, initially targeting genetic diseases
  - Next generation influenza vaccine (universal?)
  - New drugs for asthma, COPD and cystic fibrosis
  - Emerging markets pharmaceutical business
- Cash and cash equivalents of approximately \$108 million as of 3/31/11
- Net cash used for operations - \$4.7 million for the 3 months ended 3/31/11

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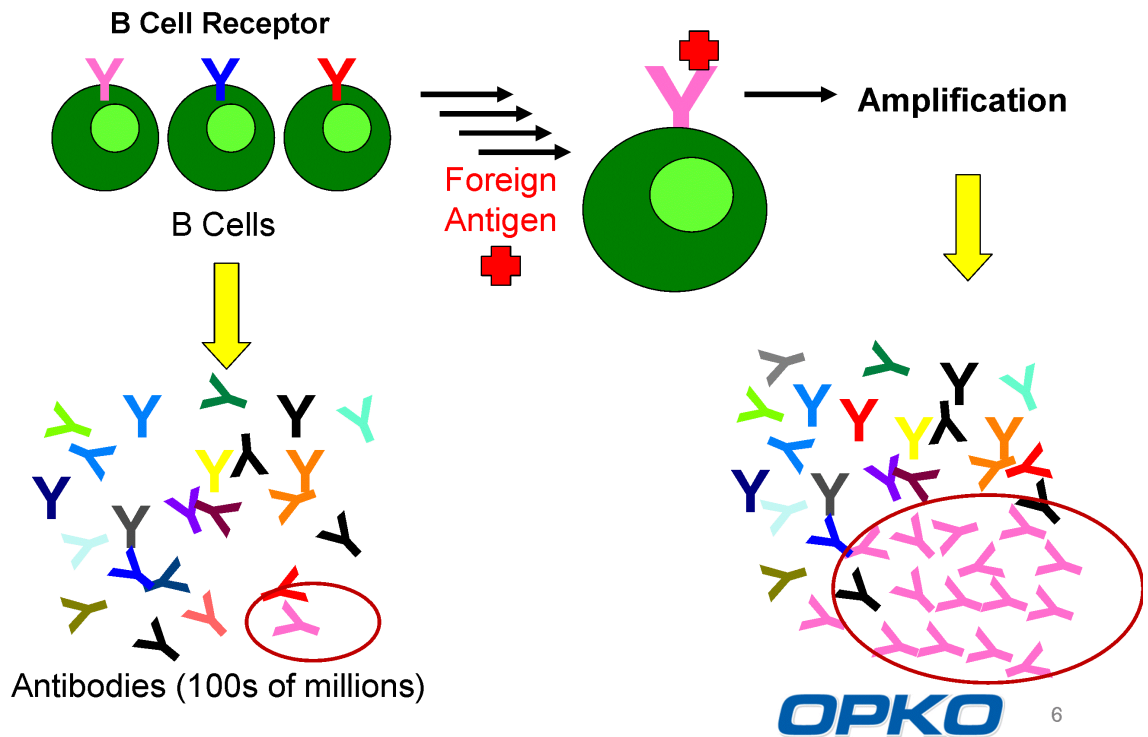


## Molecular Diagnostics

- Innovative platform technology for the discovery of disease-specific antibodies
- Initially targeting diseases for which there is no definitive blood test
- Simple tests for Alzheimer's Disease, multiple forms of cancer and other conditions
- Non-exclusive collaboration with BMS for lead Alzheimer's test
- Technology permits development of new drugs and vaccines
- Ongoing trials to support commercialization

## Antibody Background

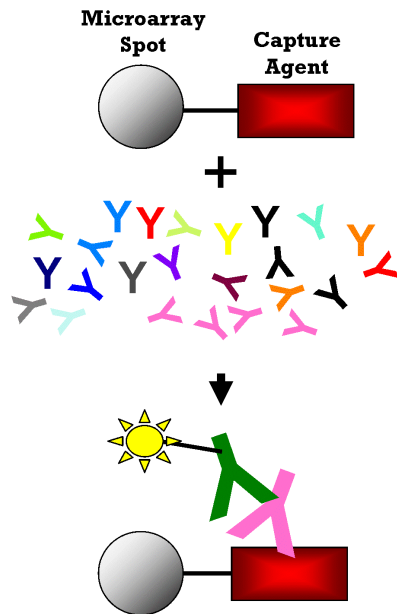
The immune response amplifies antibodies that recognize disease-specific molecules (antigens)



# Technology Overview

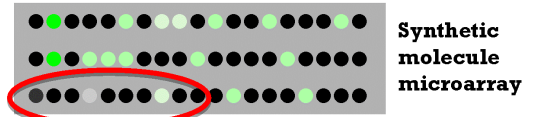
## Proprietary Antibody Capture Technology

Identifies synthetic compounds that act as "antigen surrogates"

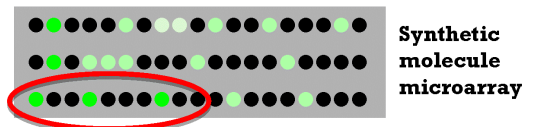


## Discovery of Autoantibody-Ligand Pairs

### Healthy Control Samples



### Diseased Patient Samples



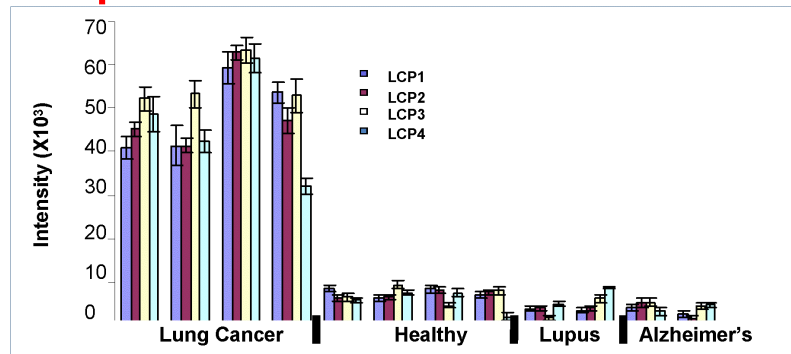
**OPKO**



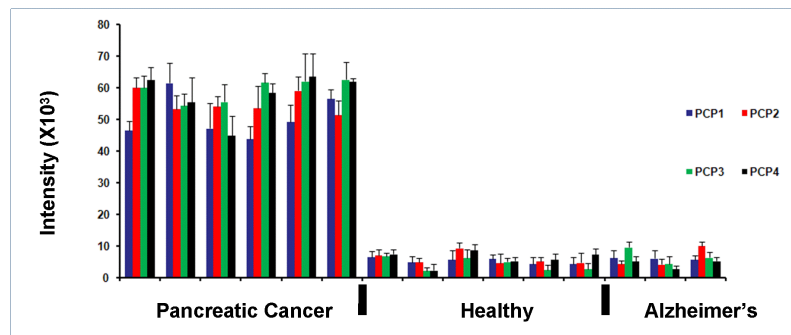
# Discovery of Specific Antibodies For Cancer Diagnosis

## Simple Blood Tests

Four peptoids found to distinguish **NSCLC** patients in an initial study



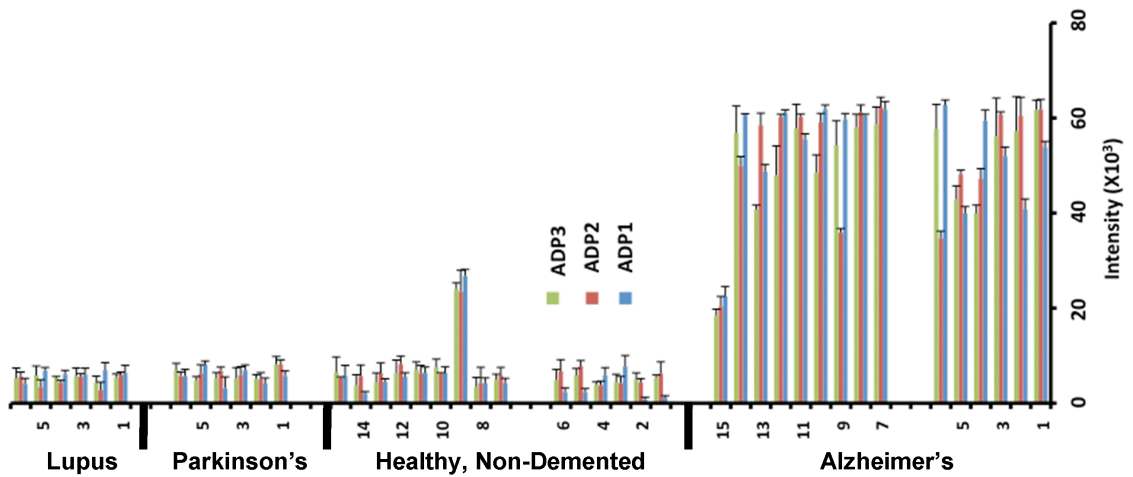
Four peptoids found to distinguish Stage I **pancreatic** cancer patients in an initial study



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# Alzheimer's Disease

- Three molecules identified that distinguish Alzheimer's patients from age-matched controls
- ADP1 and ADP3 bind antibodies distinct from those bound by ADP2, i.e., two AD-specific autoantibodies have been discovered

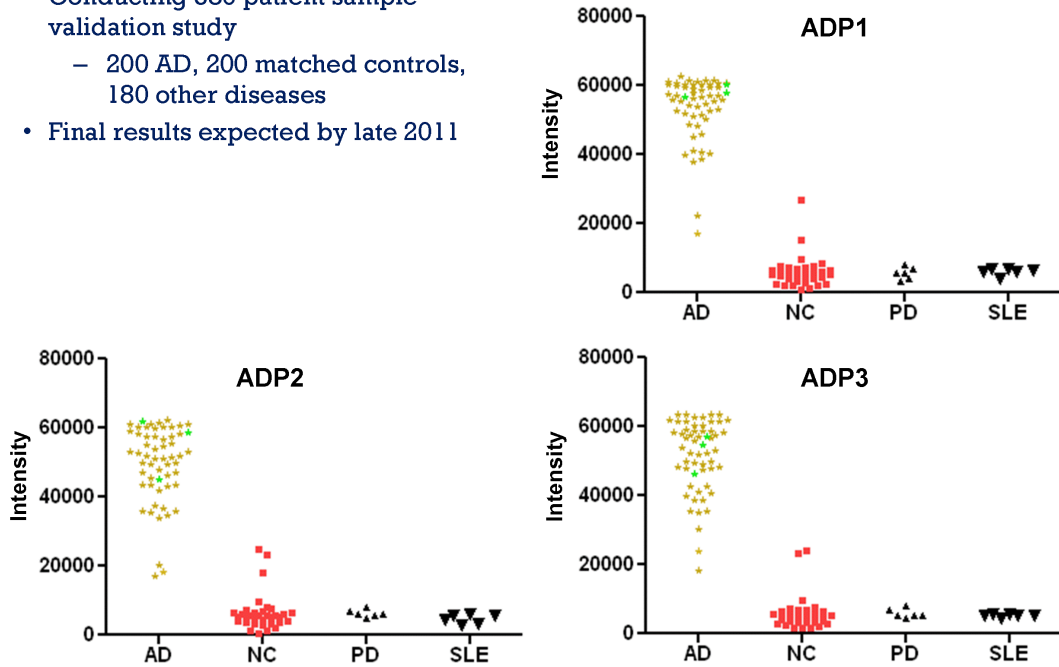


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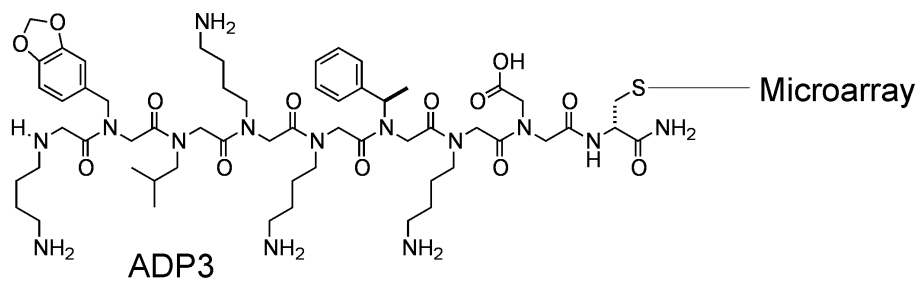
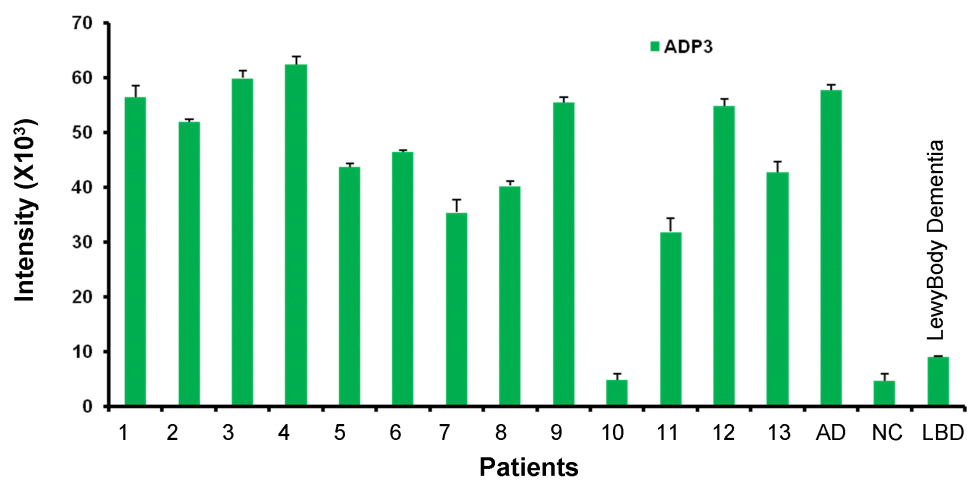
# Alzheimer's Disease – Further Validation

## Ongoing validation study with positive initial results (140 samples)

- Conducting 580 patient sample validation study
  - 200 AD, 200 matched controls, 180 other diseases
- Final results expected by late 2011

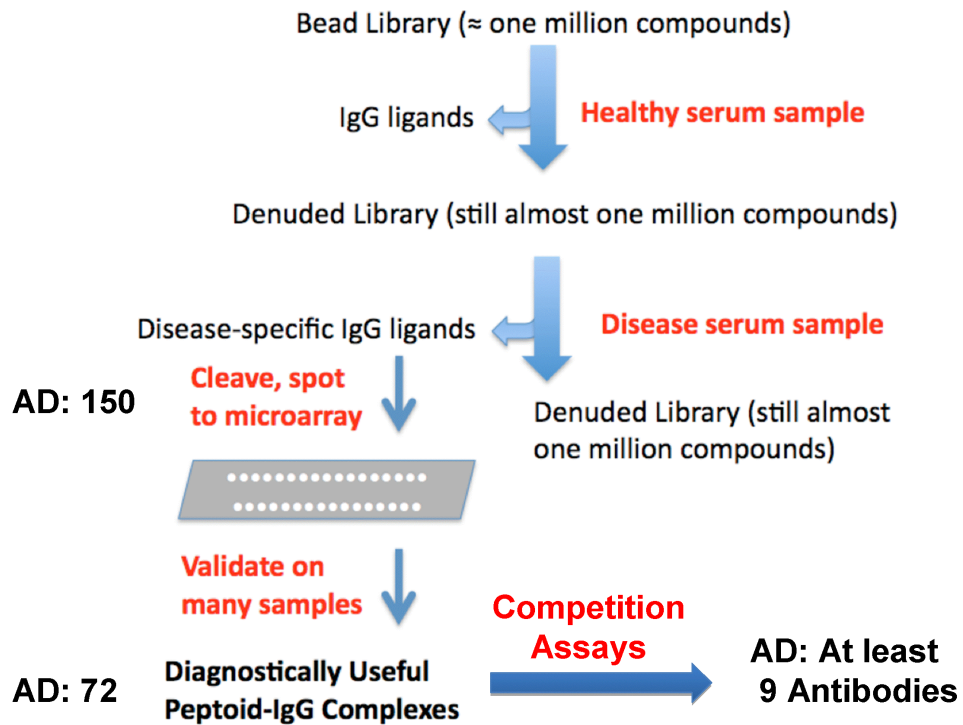


## Potential for Early Diagnosis in MCI Patients



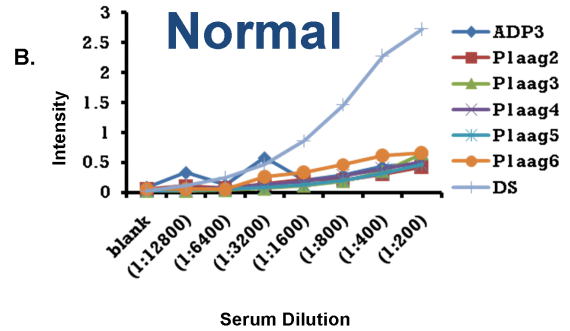
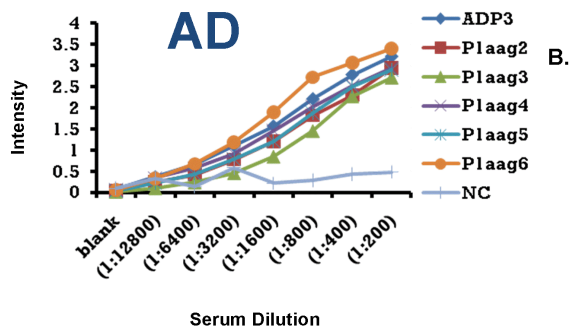
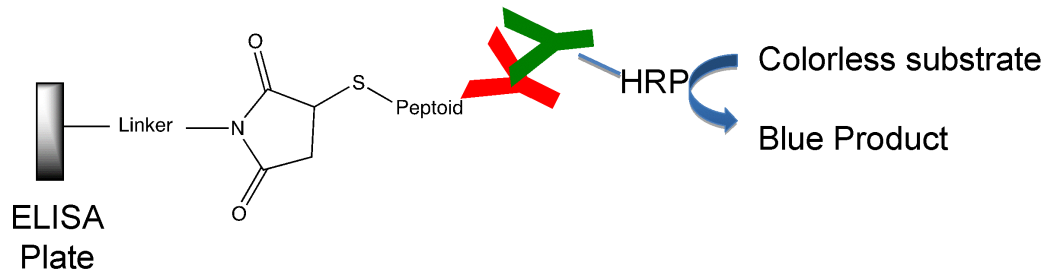
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## Second Generation Discovery Platform



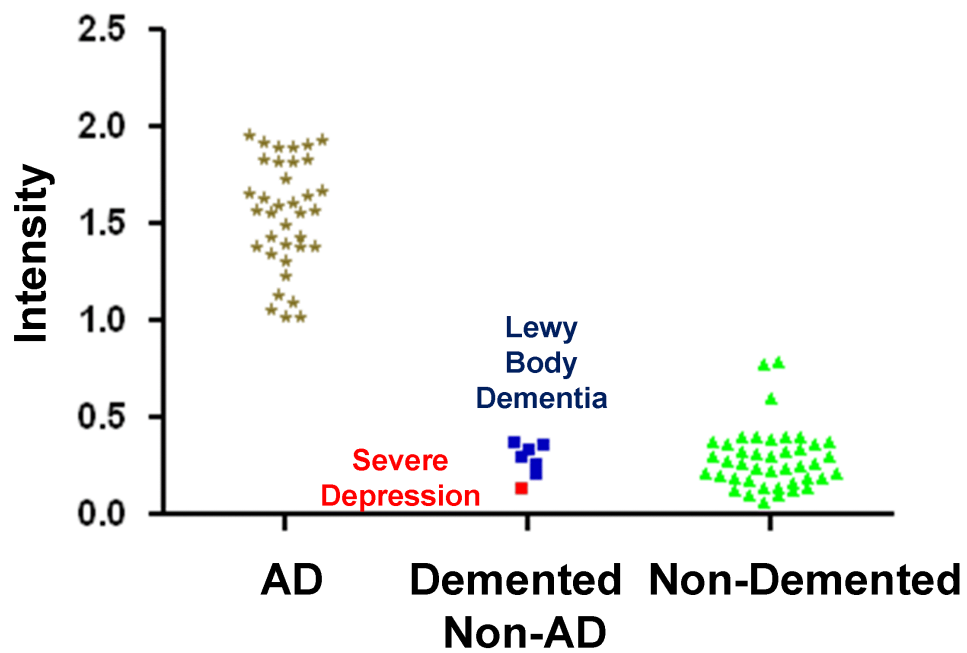
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# A Commercial Test for Alzheimer's



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## ELISA Study of 106 Plasma Samples: Agreement With Clinical Diagnosis







## Summary of Diagnostic Work

- A highly reliable, commercially viable blood test for Alzheimer's disease is in hand.
- Test can distinguish between AD and certain other dementias. Preliminary results indicate high sensitivity for early stage Alzheimer's disease (MCI stage).
- R&D will be completed late summer 2011; planning for product launch.
- Lung and pancreatic cancer markers undergoing validation trials. R&D complete Q4 2012.
- Powerful, second generation discovery technology developed.

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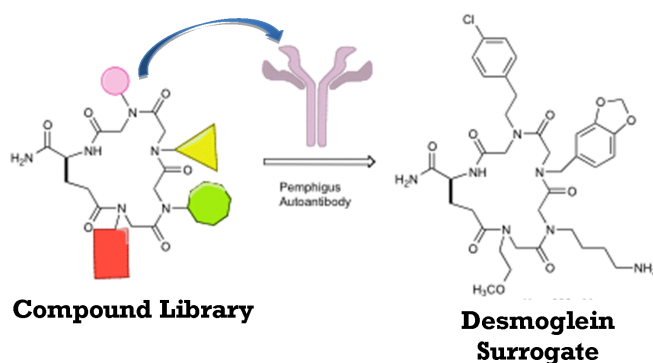
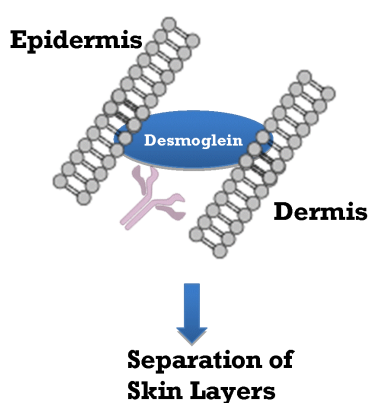


# Potential for Therapeutic Applications

## Therapeutic proof of concept demonstrated

Initial proof of concept demonstrated in **Pemphigus Vulgaris**, an autoimmune skin blistering disease

**Approach:** Screen for “desmoglein surrogates” that bind to the offending antibody and prevent it from attacking desmoglein



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## CURNA — Natural Antisense Transcript Inhibitors

- Novel technology utilizes short, single-strand oligonucleotide
  - Up-regulation of protein production through interference with non-coding RNA's (natural antisense)
- >80 protein targets across broad therapeutic spectrum were up-regulated *in vitro*
  - Genetic diseases, cancers, neurological diseases
- Intravenous or subcutaneous delivery without complications of double-stranded, down-regulating siRNA therapeutics
- Encouraging animal study results to date
- Identifying targets to progress into clinical development
- May opportunistically out-license additional targets



## Protein Vaccine Platform

- Limitations of current influenza vaccines
  - Inability to respond to mutations → inadequate protection
  - Inefficient seasonal development and production timelines
- Minimally glycosylated protein vaccine provides broad protection against various viral strains
- Recombinant protein enables faster development and efficient year-round and demand-based production
- Global seasonal influenza market projected to be >\$6bn by 2014



## Respiratory Therapeutics

### **OPK-0018:** Lead Compound for Asthma & COPD

- Novel heparin-derived sulfated disaccharide
  - Novel mechanism of action
  - No anti-coagulant effects
  - Human feasibility study for asthma successfully completed
  - Anti-inflammatory and anti-allergic efficacy in animal models
- Effective orally or via inhalers/nebulizers
- Asthma /COPD market estimated \$26 billion in 2009 with 34mm patients

### **SCH 900978:** NK-1 Receptor Antagonist for Chronic Cough

- Phase II study completed
- No safety issues identified
- Patent exclusivity for next 16+ years

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## Rolapitant — Phase III (out-licensed)

### Potential best-in-class compound for CINV

- NK-1 Receptor Antagonist for CINV and PONV
  - Acquired from Schering-Plough and out-licensed to TESARO
    - Up to \$121mm milestones plus tiered double-digit royalties
  - Global emesis market estimated at \$2B+ in 2009
- Positive Phase II studies completed
  - Long duration of action — single dose provides 5 days activity
  - No significant drug-drug interactions
  - Potential launch in 2-3 yrs
  - Patent exclusivity for next 15+ years
- Tesaro co-founded by former executives of MGI Pharma
  - Led successful U.S. commercialization of Aloxi for CINV
  - Developed into market-leading 5-HT<sub>3</sub> receptor antagonist
  - Significant development and commercialization experience

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## OPKO Emerging Markets

### **OPKO Chile** — Pharma Genexx, S.A.

- Fast growing market; approximate 10% growth rate in 2010
- Rapidly growing sales from >100 products
- Multiple therapeutic areas including CV, antibiotics, GI and hormones
- Revenues: \$18MM in 2010 and \$ 5.8 MM Q1 2011

### **OPKO Mexico** — Pharmacos Exakta S.A. de C.V.

- 2<sup>nd</sup> largest LatAm pharma market and one of the top 15 largest pharma markets globally in 2009
- >25 products across a range of therapeutic indications
  - Primarily branded generics, with expanding proprietary focus
- Vaccine development program with CIATEJ, a preeminent technology and research center in Mexico
  - Initial product is a potent H1N1 flu vaccine
  - Effective when given by injection or sublingually
  - Anticipated launch in 2012
- Revenues: \$ 3.8 MM in 2010 and \$ 1.2 MM Q1 2011

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## Strategic Investments

### Proprietary technologies with significant upside potential

#### **CoCrystal** Discovery, Inc. (~16% equity interest\*)

- Founded by Nobel Laureate, Roger Kornberg, Ph.D.
- New approach to develop broad spectrum anti-viral drugs

#### **Sorrento** Therapeutics (~23% equity interest\*)

- New technology to produce human monoclonal antibodies libraries that are more complete and more efficient

#### **Fabrus**, LLC (~13% equity interest\*)

- Next gen technology to identify therapeutic antibody targets
- Founded by Vaughn Smider, M.D., Ph.D. Assistant Professor of Molecular Biology, The Scripps Research Institute

#### **Tesaro**, Inc. (~6% equity interest\*)

- Oncology-focused biopharmaceutical company
- Founded by former executives of MGI Pharm

\* As of March 31, 2011

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## Advisory Board

Richard Lerner, M.D.

- President of The Scripps Research Institute

Tom Kodadek, Ph.D.

- Professor of Chemistry, The Scripps Research Institute

Pascal Goldschmidt, M.D.

- Dean, University of Miami School of Medicine

Tahir Ahmed, M.D.

- Professor of Pulmonary Medicine, University of Miami School of Medicine

Roger Kornberg, Ph.D.

- Professor of Medicine, Stanford Medical School

Chi-Huey Wong, Ph.D.

- President, Academia Sinica, Taiwan

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