

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

| | | |
|--|---|---|
| 1. Name and Address of Reporting Person * <u>FROST PHILLIP MD ET AL</u> (Last) (First) (Middle) <u>OPKO HEALTH, INC.</u> <u>4400 BISCAYNE BLVD.</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33137</u> (City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol <u>OPKO HEALTH, INC. [OPK]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>CEO & Chairman</u> |
| | 3. Date of Earliest Transaction (Month/Day/Year) <u>09/25/2024</u> | |
| | 4. If Amendment, Date of Original Filed (Month/Day/Year) <u>09/26/2024</u> | 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|-------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-------------------|---|----------------------------|--|--|---|--|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| <u>3.75% Convertible Notes due 2029</u> | <u>\$1.15⁽¹⁾</u> | <u>09/25/2024</u> | | <u>P</u> | | <u>\$1,155,000</u> | | <u>09/15/2028⁽¹⁾</u> | <u>01/15/2029</u> | <u>Common Stock</u> | <u>1,004,347</u> | <u>\$1,571,050</u> | <u>\$33,463,000</u> | <u>I</u> | <u>See Footnote⁽²⁾</u> |

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| 1. Name and Address of Reporting Person * <u>FROST PHILLIP MD ET AL</u> (Last) (First) (Middle) <u>OPKO HEALTH, INC.</u> <u>4400 BISCAYNE BLVD.</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33137</u> (City) (State) (Zip) | | |
|--|--|--|

| | | |
|---|--|--|
| 1. Name and Address of Reporting Person * <u>Frost Gamma Investments Trust</u> (Last) (First) (Middle) <u>OPKO HEALTH, INC.</u> <u>4400 BISCAYNE BLVD.</u> (Street) <u>MIAMI</u> <u>FL</u> <u>33137</u> (City) (State) (Zip) | | |
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Explanation of Responses:

1. The 3.75% Convertible Senior Notes due 2029 (the "Convertible Notes") were issued on January 9, 2024 under, and are governed by, an indenture, dated as of January 9, 2024 (the "Indenture"), by and between the OPKO Health, Inc., a Delaware corporation (the "Company") and U.S. Bank Trust Company, National Association, as trustee. Prior to September 15, 2028, holders of the Convertible Notes will have the right to convert such notes only in certain circumstances and during specified periods and thereafter, will be convertible at the option of the holder at any time prior to the close of business on the business day immediately preceding January 15, 2029, which is the maturity date, at a conversion price of \$1.15, subject to adjustment as set forth in the Indenture. Interest accrues on the unpaid principal amount at a rate equal to 3.75% per annum and is payable semiannually in arrears on January 15 and July 15 of each year.

2. The securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

Phillip Frost, M.D., Individually
and as Trustee

09/27/2024

** Signature of Reporting Person

Date

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

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

JOINT FILER INFORMATION

Name: Frost Gamma Investments Trust

Address:
4400 Biscayne Blvd.
Miami, FL 33137

Designated Filer: Phillip Frost, M.D.

Issuer Name and Ticker Symbol: OPKO Health, Inc. (OPK)

Date of Earliest Transaction: September 25, 2024

Relationship to Issuer: 10% Owner

FROST GAMMA INVESTMENTS TRUST

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