
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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): August 31, 2016

OPKO Health, Inc.
(Exact name of registrant as specified in its 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)

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

Not applicable
(Former name or former address if changed since last report)

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:

- ☐ 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 7.01 Regulation FD Disclosure.

On August 31, 2016, OPKO Health, Inc. (the “Company”), a Delaware corporation, issued a press release announcing the completion of the Arrangement described in Item 8.01 of this Current Report on Form 8-K. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

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

Item 8.01 Other Events.

On August 31, 2016, the Company completed its previously announced acquisition of Transition Therapeutics Inc., an Ontario corporation (“TTHI”), pursuant to an Arrangement Agreement, dated as of June 29, 2016 (the “Arrangement Agreement”), by and among the Company, OPKO Global Holdings, Inc., a Cayman Islands corporation and a wholly owned subsidiary of the Company (“Sub”), and TTHI. Under the terms of the Arrangement Agreement, Sub acquired all of the equity interests of TTHI (the “Arrangement”), with TTHI becoming a wholly owned subsidiary of Sub.

At 12:01 a.m. on August 31, 2016, the effective time of the Arrangement (the “Effective Time”), Sub acquired all of the outstanding common shares, no par value per share, of TTHI (the “TTHI Common Shares”) in exchange for 6,430,868 shares of the Company’s common stock, par value \$0.01 per share (the “Company Common Stock”). At the Effective Time, each issued and outstanding TTHI Common Share (other than any TTHI Common Shares held by the Company or any Company affiliate) was converted and exchanged into shares of Company Common Stock using an exchange rate of 0.1657 shares of Company Common Stock for each TTHI Common Share. No fractional shares of Company Common Stock were issued in the Arrangement; TTHI’s stockholders will receive one share of Company Common Stock in lieu of any fractional shares, after taking into account all of the TTHI Common Shares represented by certificates or book-entries, delivered by such stockholder. All options to purchase TTHI Common Shares were out-of-the money at the Effective Time and were terminated at the Effective Time.

The Arrangement was approved by TTHI’s stockholders at their meeting held on August 25, 2016 and was approved by the Ontario Superior Court of Justice in its final order dated August 29, 2016.

The Company Common Stock issued in connection with the Arrangement was issued in reliance upon an exemption from registration under U.S. federal securities laws provided by Section 3(a)(10) of the Securities Act for the issuance of securities in an exchange where the terms and conditions of such issuance and exchange are approved after a hearing upon the fairness of such terms and conditions at which all persons to whom it is proposed to issue securities in such exchange shall have the right to appear.

The foregoing description of the Arrangement Agreement and the Arrangement does not purport to be complete and is qualified in its entirety by reference to the Arrangement Agreement, which was included as Exhibit 2.1 to the Company’s Current Report on Form 8-K filed with the Securities and Exchange Commission on June 29, 2016, and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit	Description
99.1	Press Release of OPKO Health, Inc. dated August 31, 2016.

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.

Dated: August 31, 2016

By: /s/ Adam Logal

Name: Adam Logal

Title: Senior Vice President – Chief Financial
Officer

EXHIBIT INDEX

Exhibit	Description
99.1	Press Release of OPKO Health, Inc. dated August 31, 2016.



OPKO Health Completes Acquisition of Transition Therapeutics

MIAMI (August 31, 2016) – OPKO Health, Inc. (NASDAQ: OPK), announces that it has completed its previously announced acquisition of Transition Therapeutics, Inc. (NASDAQ: TTHI, TSX: TTH), by way of a plan of arrangement (the “Arrangement”) which was approved by Transition Therapeutics’ shareholders at their meeting held on August 25, 2016. Pursuant to the Arrangement, shareholders of Transition Therapeutics will receive an aggregate of approximately 6.4 million shares of OPKO common stock, or 0.1657 shares of OPKO common stock for each common share of Transition Therapeutics. The Arrangement was approved by the Ontario Superior Court of Justice in its final order dated August 29, 2016.

“We are pleased to complete the acquisition of Transition Therapeutics as it provides us with two late-stage drug candidates, each of which holds exceptional market opportunity and has direct synergies with our clinical development pipeline,” said Phillip Frost, M.D., CEO and Chairman of OPKO Health. “With the transaction complete, we look forward to advancing these promising programs to the benefit of patients suffering from Type II diabetes and obesity or certain male hormone related problems.”

About Transition Therapeutics

Transition Therapeutics is a biopharmaceutical development company advancing novel therapeutics for CNS, metabolic diseases and androgen deficiency indications. The company’s wholly-owned subsidiary, Transition Therapeutics Ireland Limited, has two development programs: CNS drug candidate ELND005 for the treatment of Alzheimer’s disease and Down syndrome; and selective androgen receptor modulator drug candidate TT701. Transition’s lead metabolic drug candidate is TT401 for the treatment of type 2 diabetes and accompanying obesity. For additional information about the Company, please visit www.transitiontherapeutics.com.

About OPKO Health, Inc.

OPKO Health, Inc. is a diversified healthcare company that seeks to establish industry-leading positions in large, rapidly growing markets. Our diagnostics business includes Bio-Reference Laboratories, the nation’s third-largest clinical laboratory with a core genetic testing business and a 420-person sales force to drive growth and leverage new products, including the *4Kscore* prostate cancer test and the *Claros* 1 in-office immunoassay platform. Our pharmaceutical business features *RAYALDEE*, an FDA approved treatment for SHPT in stage 3-4 CKD patients with vitamin D insufficiency, and *VARUBI*™ for chemotherapy-induced nausea and vomiting (oral formulation launched by partner Tesaro and IV formulation PDUFA is January 2017). Our biologics business includes hGH-CTP, a once-weekly human

growth hormone injection (in Phase 3 and partnered with Pfizer), a long-acting Factor VIIa drug for hemophilia (in Phase 2a) and a long acting oxyntomodulin for diabetes and obesity (in Phase 1). We also have production and distribution assets worldwide, multiple strategic investments and an active business development strategy. More information is available at www.opko.com.

Cautionary Statement Regarding Forward-Looking Statements

This press release 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,” and other words of similar meaning, including statements regarding synergies, benefits and opportunities of the transaction, future opportunities for the combined company and products, the potential for Transition Therapeutics’ products and whether they will benefit patients suffering with metabolic and androgen deficiency diseases, the growth, development and strength of OPKO’s pipeline, as well as other non-historical statements about our expectations, beliefs or intentions regarding our business, technologies and products, financial condition, strategies or prospects. 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 in our Annual Reports on Form 10-K filed and to be filed with the Securities and Exchange Commission and in our other filings with the Securities and Exchange Commission. The forward-looking statements contained in this press release speak only as of the date the statements were made, and 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.

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