

FORM D

Notice of Exempt
Offering of SecuritiesUNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

0000944809

Previous Name(s)

☐ None

eXegenics, Inc.

Name of Issuer

eXegenics Inc

Opko Health, Inc.

EXEGENICS INC

Jurisdiction of
Incorporation/Organization

DELAWARE

CYTOCLONAL
PHARMACEUTICS INC
/DE

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Year of Incorporation/Organization

☒ Over Five Years Ago☐ Within Last Five Years
(Specify Year)☐ Yet to Be Formed

2. Principal Place of Business and Contact Information

Name of Issuer

Opko Health, Inc.

Street Address 1

4400 Biscayne Blvd.

Street Address 2

City

Miami

State/Province/Country

FLORIDA

ZIP/Postal Code

33137

Phone No. of Issuer

(305) 575-4100

3. Related Persons

Last Name

Frost

First Name

Phillip

Middle Name

Street Address 1

4400 Biscayne Blvd.

Street Address 2

City

Miami

State/Province/Country

FLORIDA

ZIP/Postal Code

33137

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Chairman of the Board and Chief Executive Officer

Last Name

Hsiao

First Name

Jane

Middle Name

H.

Street Address 1

4400 Biscayne Blvd.

Street Address 2

City

State/Province/Country

ZIP/Postal Code

Miami	FLORIDA	33137
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Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Vice Chairman of the Board and Chief Technical Officer

Last Name	First Name	Middle Name
Rubin	Steven	D.
Street Address 1	Street Address 2	
4400 Biscayne Blvd.		
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Executive Vice President-Administration
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Last Name	First Name	Middle Name
Rodriguez	Juan	F.
Street Address 1	Street Address 2	
4400 Biscayne Blvd.		
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Senior Vice President and Chief Financial Officer
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Last Name	First Name	Middle Name
Baron	Robert	A.
Street Address 1	Street Address 2	
4400 Biscayne Blvd.		
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

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Last Name	First Name	Middle Name
Beier	Thomas	E.
Street Address 1	Street Address 2	
4400 Biscayne Blvd.		
City	State/Province/Country	ZIP/Postal Code

Miami	FLORIDA	33137
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Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Lerner	Richard	A.

Street Address 1	Street Address 2
4400 Biscayne Blvd.	

City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Kolosov	Dmitry	

Street Address 1	Street Address 2
4400 Biscayne Blvd.	

City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Paganelli	John	A.

Street Address 1	Street Address 2
4400 Biscayne Blvd.	

City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Pfenniger, Jr.	Richard	C.

Street Address 1	Street Address 2
4400 Biscayne Blvd.	

City	State/Province/Country	ZIP/Postal Code
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Miami	FLORIDA	33137
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Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Yu	Alice Lin-Tsing	
Street Address 1	Street Address 2	
4400 Biscayne Blvd.		
City	State/Province/Country	ZIP/Postal Code
Miami	FLORIDA	33137

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

4. Industry Group

<input type="radio"/> Agriculture	<input type="radio"/> Health Care	<input type="radio"/> Retailing
<input type="radio"/> Banking & Financial Services	<input type="radio"/> Biotechnology	<input type="radio"/> Restaurants
<input type="radio"/> Commercial Banking	<input type="radio"/> Health Insurance	<input type="radio"/> Technology
<input type="radio"/> Insurance	<input type="radio"/> Hospitals & Physicians	<input type="radio"/> Computers
<input type="radio"/> Investing	<input checked="" type="radio"/> Pharmaceuticals	<input type="radio"/> Telecommunications
<input type="radio"/> Investment Banking	<input type="radio"/> Other Health Care	<input type="radio"/> Other Technology
<input type="radio"/> Pooled Investment Fund		
<input type="radio"/> Other Banking & Financial Services	<input type="radio"/> Manufacturing	<input type="radio"/> Travel
<input type="radio"/> Business Services	<input type="radio"/> Real Estate	<input type="radio"/> Airlines & Airports
<input type="radio"/> Energy	<input type="radio"/> Commercial	<input type="radio"/> Lodging & Conventions
<input type="radio"/> Coal Mining	<input type="radio"/> Construction	<input type="radio"/> Tourism & Travel Services
<input type="radio"/> Electric Utilities	<input type="radio"/> REITS & Finance	<input type="radio"/> Other Travel
<input type="radio"/> Energy Conservation	<input type="radio"/> Residential	<input type="radio"/> Other
<input type="radio"/> Environmental Services	<input type="radio"/> Other Real Estate	
<input type="radio"/> Oil & Gas		
<input type="radio"/> Other Energy		

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
<input type="radio"/> No Revenues	<input type="radio"/> No Aggregate Net Asset Value
<input type="radio"/> \$1 - \$1,000,000	<input type="radio"/> \$1 - \$5,000,000
<input type="radio"/> \$1,000,001 - \$5,000,000	<input type="radio"/> \$5,000,001 - \$25,000,000
<input type="radio"/> \$5,000,001 - \$25,000,000	<input type="radio"/> \$25,000,001 - \$50,000,000
<input checked="" type="radio"/> \$25,000,001 - \$100,000,000	<input type="radio"/> \$50,000,001 - \$100,000,000
<input type="radio"/> Over \$100,000,000	<input type="radio"/> Over \$100,000,000
<input type="radio"/> Decline to Disclose	<input type="radio"/> Decline to Disclose

☐ Not Applicable

☐ Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505
<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/>	Securities Act Section 4(a)(5)
<input type="checkbox"/>		<input type="checkbox"/>	Investment Company Act Section 3(c)

7. Type of Filing

☒ New Notice Date of First Sale **2013-01-30** ☐ First Sale Yet to Occur

☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests ☒ Equity

☐ Tenant-in-Common Securities ☒ Debt

☐ Mineral Property Securities ☐ Option, Warrant or Other Right to Acquire Another Security

☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ **1000** USD

12. Sales Compensation

Recipient Recipient CRD Number ☐ None

Jefferies & Company, Inc. **2347**

(Associated) Broker or Dealer ☒ None (Associated) Broker or Dealer CRD Number ☒ None

Street Address 1

Street Address 2

520 Madison Avenue

City State/Province/Country ZIP/Postal Code
New York NEW YORK 10022

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

- CALIFORNIA
COLORADO
CONNECTICUT
FLORIDA
ILLINOIS
IOWA
MASSACHUSETTS
MICHIGAN
MINNESOTA
NEVADA
NEW JERSEY
NEW YORK
NORTH CAROLINA
OHIO
PENNSYLVANIA
RHODE ISLAND
TEXAS
WISCONSIN

Recipient Recipient CRD Number ☐ None
Ladenburg Thalmann & Co. 505

(Associated) Broker or Dealer ☒ None (Associated) Broker or Dealer CRD Number ☒ None

Street Address 1 Street Address 2
4400 Biscayne Blvd., 12th Floor

City State/Province/Country ZIP/Postal Code
Miami FLORIDA 33137

State(s) of Solicitation ☐ All States ☐ Foreign/Non-US

FLORIDA

13. Offering and Sales Amounts

Total Offering Amount \$ 175000000 USD ☐ Indefinite
Total Amount Sold \$ 175000000 USD
Total Remaining to be Sold \$ 0 USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering: 105

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 0 USD ☐ Estimate

Finders' Fees \$ 4500000 USD ☐ Estimate

Clarification of Response (if Necessary)

Total compensation was \$4,500,000 and this fee was split up so that 85% of the fee (\$3,825,000) was paid to Jefferies and 15% of the fee (\$675,000) was paid to Ladenburg.

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Opko Health, Inc.	/s/ Steven D. Rubin	Steven D. Rubin	Executive Vice President- Administration	2013-02-14