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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):

May 5, 2015

OPKO Health, Inc.

(Exact name of registrant as specified in its charter)

Delaware

001-33528

75-2402409

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. 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

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 1.01 Entry Into a Material Definitive Agreement.**

On May 5, 2015, OPKO Health, Inc., a Delaware corporation (the “Company”), entered into a series of purchase agreements (the “Agreements”) by and among the Company, OPKO Ireland Limited, an Irish company and a wholly owned subsidiary of the Company (“OPKO Ireland” and together with the Company, the “Buyers”), and the shareholders (the “Sellers”) of EirGen Pharma Limited, a private limited company incorporated in Ireland (“EirGen”).

Pursuant to the Agreements, the Buyers purchased from the Sellers all of the issued and outstanding shares of EirGen for approximately \$135 million in the aggregate. OPKO Ireland acquired a portion of the outstanding shares of EirGen for approximately \$100 million in cash, and the Company acquired the remaining outstanding shares of EirGen for approximately \$35 million in shares of the Company’s common stock (the “Stock Consideration”). The Stock Consideration consisted of 2,420,487 of the Company’s shares based on the average closing sales price per share of the Company’s Common Stock as reported by the New York Stock Exchange for the ten trading days immediately preceding the execution date of Agreements, or \$14.39 per share. Pursuant to the Agreements, a portion of the Stock Consideration is being held in a separate escrow account to secure the indemnification obligations of principal sellers under the Agreements. The Agreements contains customary representations, warranties, conditions to closing, indemnification rights and obligations of the parties.

The Stock Consideration was issued in reliance upon an exemption from the registration requirements under the Securities Act of 1933, as amended (the “Securities Act”), pursuant to Regulation S in an offshore transaction with non — U.S. Persons.

The above description of the Agreements does not purport to be complete and is solely intended as a summary of the material terms of the Agreements.

**Item 2.01 Completion of Acquisition or Disposition of Assets.**

On May 5, 2015, the Buyers acquired all of the issued and outstanding shares of EirGen. The information reported in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference to this Item.

**Item 3.02 Unregistered Sales of Equity Securities.**

The information reported in Item 1.01 of this Current Report on Form 8-K is hereby incorporated by reference to this Item.

**Item 7.01 Regulation FD Disclosure.**

On May 5, 2015, the Company issued a press release announcing that it entered into the Agreements. A copy of the press release is being filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information contained in Item 7.01 to 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 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.

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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.

*May 5, 2015*

*By: Adam Logal*

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*Name: Adam Logal*

*Title: Senior Vice President-Chief Financial Officer*

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Exhibit Index

Exhibit No.	Description
99.1	Press Release of the Company, dated May 5, 2015



## OPKO Health Acquires EirGen Pharma

- Developer of High Potency Specialty Pharmaceutical Products
- Rich Pipeline of Products
- Products Currently on the Market in the U.S., Europe and Japan
- Adds Sophisticated Pharmaceutical Manufacturing Facilities in Ireland
- Co-Founded by Former IVAX Pharmaceuticals Executives

**Miami, Florida – May 5, 2015** — OPKO Health, Inc. (NYSE:OPK) is pleased to announce the acquisition of EirGen Pharma, Ltd., a growing, profitable and cash flow positive specialty pharmaceutical company focused on the development and commercial supply of high potency, high barrier to entry, pharmaceutical products for sale in the U.S., Canada, Japan, Australia, most European countries, and more than 40 others around the world.

EirGen, based in Waterford, Ireland, was founded by two former executives of IVAX Pharmaceuticals, Tom Brennan and Patsy Carney. The company, situated in a state of the art high containment research and development, and manufacturing facility, is approved by the FDA, EMEA (European Health Authorities) and the PMDA (Japanese Health Authorities). High potency drugs such as those used for cancer chemotherapy are typically unsuitable for manufacture in normal multi-product facilities due to cross contamination risks.

To date, EirGen and its commercial partners have filed 10 product applications with the FDA and 5 each in Europe and Japan. EirGen has a strong research and development portfolio of over 20 niche, high barrier to entry drugs and, with access to additional capital that OPKO will provide, together with the benefits of Irish government programs to encourage research and development in Ireland, EirGen will rapidly expand its drug portfolio.

“EirGen Pharma is one of the leading developers and suppliers of high potency niche pharmaceutical products in the world,” said Phillip Frost, M.D. OPKO’s Chairman and CEO. “As FineTech, OPKO’s Israeli active pharmaceutical ingredient manufacturing subsidiary, is also focused on high potency drugs, an immediate business synergy is expected. EirGen also offers the significant benefit of potentially being able to manufacture OPKO’s current and future products in our own facilities, which we expect will result in even higher gross margins. The superb management, research and development, manufacturing and product distribution teams, along with state of the art facilities, together, will create an important, tax efficient base of operations for OPKO,” said Dr. Frost.

### ABOUT OPKO HEALTH, INC.

OPKO is a multinational biopharmaceutical and diagnostics company that seeks to establish industry leading positions in large, rapidly growing markets by leveraging its discovery, development and commercialization expertise and novel and proprietary technologies. For more information, visit <http://www.opko.com>.

### SAFE HARBOR STATEMENT

*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 the expected benefits of the acquisition of EirGen, the expected synergies from the transaction, including whether EirGen will manufacture OPKO’s products in development, expectations about higher gross margins, expectations about the rapid expansion of EirGen’s drug portfolio, whether EirGen’s or OPKO’s products will be successful and contribute to improved margins, 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 filings with the Securities and Exchange Commission, as well as risks inherent in funding, developing and obtaining regulatory approvals of new, commercially-viable and competitive products and treatments. In addition, forward-looking statements may also be adversely affected by integration of EirGen, general market factors, competitive product development, product availability, federal and state regulations and legislation, the regulatory process for new products and indications, manufacturing issues that may arise, patent positions and litigation, among other factors. 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.*

OPKO Health, Inc.

Contact:

Steve D. Rubin or Adam Logal, 305-575-4100