UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

FORM 10-Q

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2020.

OR

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from_____ to _____.

Commission file number 001-33528

OPKO Health, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware	**75-2402409**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

4400 Biscayne Blvd.
Miami FL 33137
(Address of Principal Executive Offices) (Zip Code)

(305) 575-4100
(Registrant's Telephone Number, Including Area Code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value $0.01 per share	OPK	NASDAQ Global Select Market

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. ☒ Yes ☐ NO

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). ☒ Yes ☐ NO

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act:

Large accelerated filer	☒	Accelerated filer	☐
Non-accelerated filer	☐	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act): ☐ YES ☒ NO

As of May 1, 2020, the registrant had 669,828,524 shares of Common Stock outstanding.

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 ("PSLRA"), Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"). Forward-looking statements include statements about our expectations, beliefs or intentions regarding our product development efforts, business, financial condition, results of operations, strategies or prospects, including the potential impact of the COVID-19 pandemic on our businesses, operating results, cash flows and/or financial condition. You can identify forward-looking statements by the fact that these statements do not relate strictly to historical or current matters. Rather, forward-looking statements relate to anticipated or expected events, activities, trends or results as of the date they are made. Because forward-looking statements relate to matters that have not yet occurred, these statements are inherently subject to risks and uncertainties that could cause our actual results to differ materially from any future results expressed or implied by the forward-looking statements. 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 below and in "Item 1A-Risk Factors" of our Annual Report on Form 10-K for the year ended December 31, 2019 and this Quarterly Report on Form 10-Q, and described from time to time in our other filings with the Securities and Exchange Commission (the "SEC"). We do not undertake any obligation to update forward-looking statements, except to the extent required by applicable law. We intend that all forward-looking statements be subject to the safe-harbor provisions of the PSLRA. These forward-looking statements are only predictions and reflect our views as of the date they are made with respect to future events and financial performance.

Risks and uncertainties, the occurrence of which could adversely affect our business, include the following:

- our business may be materially adversely affected by the recent coronavirus (COVID-19) outbreak;
- we have a history of losses and may not generate sustained positive cash flow sufficient to fund our operations and research and development programs;
- our need for, and ability to obtain, additional financing when needed on favorable terms, or at all;
- adverse results in material litigation matters or governmental inquiries, including, without limitation, pending class action and derivative lawsuits which followed the now settled lawsuit against the Company and its Chairman and Chief Executive Officer by the SEC;
- the risks inherent in developing, obtaining regulatory approvals for and commercializing new, commercially viable and competitive products and treatments;
- our research and development activities may not result in commercially viable products;
- that earlier clinical results of effectiveness and safety may not be reproducible or indicative of future results;
- the success of our relationship with Pfizer in connection with the development of hGH-CTP (somatrogon);
- that we may fail to obtain regulatory approval for hGH-CTP or successfully commercialize *Rayaldee* and hGH-CTP;
- that we may not generate profits or cash flow from our laboratory operations or substantial revenue from *Rayaldee* and our other pharmaceutical and diagnostic products;
- that currently available over-the-counter and prescription products, as well as products under development by others, may prove to be as or more effective than our products for the indications being studied;
- our ability to build a successful pharmaceutical sales and marketing infrastructure;
- our ability and our distribution and marketing partners' ability to comply with regulatory requirements regarding the sales, marketing and manufacturing of our products and product candidates and the operation of our laboratories;
- the performance of our third-party distribution partners, licensees and manufacturers over which we have limited control;
- our success is dependent on the involvement and continued efforts of our Chairman and Chief Executive Officer;
- integration challenges for acquired businesses;
- availability of insurance coverage with respect to material litigation matters;

- changes in regulation and policies in the United States ("U.S.") and other countries, including increasing downward pressure on healthcare reimbursement;
- our ability to manage our growth and our expanded operations;
- increased competition, including price competition;
- changing relationships with payors, including the various state and multi-state Blues programs, suppliers and strategic partners;
- efforts by third-party payors to reduce utilization and reimbursement for clinical testing services;
- our ability to maintain reimbursement coverage for our products and services, including the *4Kscore* test;
- failure to timely or accurately bill and collect for our services;
- the information technology systems that we rely on may be subject to unauthorized tampering, cyberattack or other data security or privacy incidents that could impact our billing processes or disrupt our operations;
- failure to obtain and retain new clients and business partners, or a reduction in tests ordered or specimens submitted by existing clients;
- failure to establish, and perform to, appropriate quality standards to assure that the highest level of quality is observed in the performance of our testing services;
- failure to maintain the security of patient-related information;
- our ability to obtain and maintain intellectual property protection for our products;
- our ability to defend our intellectual property rights with respect to our products;
- our ability to operate our business without infringing the intellectual property rights of others;
- our ability to attract and retain key scientific and management personnel;
- the risk that the carrying value of certain assets may exceed the fair value of the assets causing us to impair goodwill or other intangible assets;
- failure to obtain and maintain regulatory approval outside the U.S.; and
- legal, economic, political, regulatory, currency exchange, and other risks associated with international operations.

PART I. FINANCIAL INFORMATION

Unless the context otherwise requires, all references in this Quarterly Report on Form 10-Q to the "Company", "OPKO", "we", "our", "ours", and "us" refer to OPKO Health, Inc., a Delaware corporation, including our consolidated subsidiaries.

Item 1. Financial Statements

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED BALANCE SHEETS
(Unaudited)
(In thousands, except share and per share data)

	March 31, 2020	December 31, 2019
ASSETS		
Current assets:		
Cash and cash equivalents	$ 34,530	$ 85,452
Accounts receivable, net	132,476	134,617
Inventory, net	58,697	53,434
Other current assets and prepaid expenses	48,754	50,542
Total current assets	274,457	324,045
Property, plant and equipment, net	127,304	127,111
Intangible assets, net	513,511	528,962
In-process research and development	590,200	590,200
Goodwill	669,582	671,940
Investments	10,669	20,746
Operating lease right-of-use assets	39,793	39,380
Other assets	7,026	6,888
Total assets	$ 2,232,542	$ 2,309,272
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 55,866	$ 62,537
Accrued expenses	164,939	164,925
Current maturities of operating leases	11,480	12,038
Current portion of lines of credit and notes payable	12,802	9,619
Total current liabilities	245,087	249,119
Operating lease liabilities	28,669	27,665
Convertible notes	213,805	211,208
Deferred tax liabilities, net	118,600	118,717
Other long-term liabilities, principally contract liabilities, contingent consideration and line of credit	77,762	87,804
Total long-term liabilities	438,836	445,394
Total liabilities	683,923	694,513
Equity:		
Common Stock - $0.01 par value, 1,000,000,000 shares authorized; 670,378,701 and 670,378,701 shares issued at March 31, 2020 and December 31, 2019, respectively	6,704	6,704
Treasury Stock - 549,907 shares at March 31, 2020 and December 31, 2019, respectively	(1,791)	(1,791)
Additional paid-in capital	3,145,444	3,142,993
Accumulated other comprehensive loss	(30,187)	(22,070)
Accumulated deficit	(1,571,551)	(1,511,077)
Total shareholders' equity	1,548,619	1,614,759
Total liabilities and equity	$ 2,232,542	$ 2,309,272

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)
(In thousands, except share and per share data)

	For the three months ended March 31,	
	2020	2019
Revenues:		
Revenue from services	$ 170,839	$ 178,891
Revenue from products	31,074	25,301
Revenue from transfer of intellectual property and other	9,553	18,259
Total revenues	211,466	222,451
Costs and expenses:		
Cost of service revenue	122,887	129,903
Cost of product revenue	17,371	14,156
Selling, general and administrative	76,132	95,158
Research and development	21,760	36,529
Contingent consideration	(860)	4,806
Amortization of intangible assets	14,938	16,562
Asset impairment charges	—	655
Total costs and expenses	252,228	297,769
Operating loss	(40,762)	(75,318)
Other income and (expense), net:		
Interest income	142	556
Interest expense	(5,496)	(4,755)
Fair value changes of derivative instruments, net	621	415
Other income (expense), net	(12,332)	977
Other income and (expense), net	(17,065)	(2,807)
Loss before income taxes and investment losses	(57,827)	(78,125)
Income tax provision	(1,171)	(783)
Net loss before investment losses	(58,998)	(78,908)
Loss from investments in investees	(134)	(1,854)
Net loss	$ (59,132)	$ (80,762)
Loss per share, basic and diluted:		
Loss per share	$ (0.09)	$ (0.14)
Weighted average common shares outstanding, basic and diluted	640,578,794	586,344,207

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE LOSS
(Unaudited)
(In thousands)

	For the three months ended March 31,	
	2020	2019
Net loss	$ (59,132)	$ (80,762)
Other comprehensive income (loss), net of tax:		
Change in foreign currency translation and other comprehensive income (loss)	(8,117)	(3,098)
Comprehensive loss	$ (67,249)	$ (83,860)

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)
(In thousands, except share and per share data)
For the three months ended March 31, 2020

	Common Stock		Treasury		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Dollars	Shares	Dollars				
Balance at December 31, 2019	670,378,701	$ 6,704	(549,907)	$ (1,791)	$ 3,142,993	$ (22,070)	$ (1,511,077)	$ 1,614,759
Equity-based compensation expense	—	—	—	—	2,451	—	—	2,451
Exercise of Common Stock options and warrants	—	—	—	—	—	—	—	—
Adoption of ASC 326	—	—	—	—	—	—	(1,342)	(1,342)
2025 convertible notes including share lending arrangement	—	—	—	—	—	—	—	—
Net loss	—	—	—	—	—	—	(59,132)	(59,132)
Other comprehensive loss	—	—	—	—	—	(8,117)	—	(8,117)
Balance at March 31, 2020	670,378,701	$ 6,704	(549,907)	$ (1,791)	$ 3,145,444	$ (30,187)	$ (1,571,551)	$ 1,548,619

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

CONSOLIDATED STATEMENTS OF EQUITY
(Unaudited)
(In thousands, except share and per share data)
For the three months ended March 31, 2019

	Common Stock		Treasury		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Accumulated Deficit	Total
	Shares	Dollars	Shares	Dollars				
Balance at December 31, 2018	586,881,720	$ 5,869	(549,907)	$ (1,791)	$ 3,004,422	$ (20,131)	$ (1,197,078)	$ 1,791,291
Equity-based compensation expense	—	—	—	—	4,457	—	—	4,457
Exercise of Common Stock options and warrants	19,232	—	—	—	(3)	—	—	(3)
Adoption of ASU 2018-07	—	—	—	—	(926)	—	926	—
2025 convertible notes including share lending arrangement	29,250,000	293	—	—	50,559	—	—	50,852
Net loss	—	—	—	—	—	—	(80,762)	(80,762)
Other comprehensive loss	—	—	—	—	—	(3,098)	—	(3,098)
Balance at March 31, 2019	616,150,952	$ 6,162	(549,907)	$ (1,791)	$ 3,058,509	$ (23,229)	$ (1,276,914)	$ 1,762,737

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(Unaudited)
(In thousands)

	For the three months ended March 31,	
	2020	2019
Cash flows from operating activities:		
Net loss	$ (59,132)	$ (80,762)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation and amortization	22,052	23,816
Non-cash interest	2,483	3,010
Amortization of deferred financing costs	203	405
Losses from investments in investees	134	1,854
Equity-based compensation – employees and non-employees	2,451	4,457
Realized loss on disposal of fixed assets and sales of equity securities	102	284
Change in fair value of equity securities and derivative instruments	9,259	(1,825)
Change in fair value of contingent consideration	(860)	4,806
Impairment of assets	—	655
Deferred income tax (benefit) provision	613	(352)
Changes in assets and liabilities, net of the effects of acquisitions:		
Accounts receivable, net	(763)	(439)
Inventory, net	(8,831)	(2,475)
Other current assets and prepaid expenses	(729)	(46)
Other assets	60	(243)
Accounts payable	(4,865)	3,713
Foreign currency measurement	56	(23)
Contract liabilities	(9,451)	(18,073)
Accrued expenses and other liabilities	3,848	12,250
Net cash used in operating activities	(43,370)	(48,988)
Cash flows from investing activities:		
Investments in investees	—	(1,200)
Proceeds from the sale of property, plant and equipment	7	—
Capital expenditures	(5,626)	(2,932)
Net cash used in investing activities	(5,619)	(4,132)
Cash flows from financing activities:		
Issuance of convertible notes, including to related parties	—	200,293
Debt issuance costs	—	(7,762)
Proceeds from the exercise of Common Stock options and warrants	—	(3)
Borrowings on lines of credit	186,398	35,460
Repayments of lines of credit	(188,009)	(35,313)
Redemption of 2033 Senior Notes	—	(28,800)
Net cash (used in) provided by financing activities	(1,611)	163,875
Effect of exchange rate changes on cash and cash equivalents	(322)	22
Net increase (decrease) in cash and cash equivalents	(50,922)	110,777
Cash and cash equivalents at beginning of period	85,452	96,473
Cash and cash equivalents at end of period	$ 34,530	$ 207,250
SUPPLEMENTAL INFORMATION:		
Interest paid	$ 5,012	$ 511
Income taxes paid, net of refunds	$ 799	$ 1,022
Operating lease right-of-use assets due to adoption of ASU No. 2016-02	$ —	$ 33,277
Operating lease liabilities due to adoption of ASU No. 2016-02	$ —	$ 33,744
Non-cash financing:		
Shares issued upon the conversion of:		
Common Stock options and warrants, surrendered in net exercise	$ —	$ 20

The accompanying unaudited Notes to Condensed Consolidated Financial Statements are an integral part of these statements.

OPKO Health, Inc. and Subsidiaries
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (unaudited)

NOTE 1 BUSINESS AND ORGANIZATION

We are a diversified healthcare company that seeks to establish industry-leading positions in large and rapidly growing medical markets. Our diagnostics business includes BioReference Laboratories, Inc. ("BioReference"), one of the nation's largest full service laboratories with a core genetic testing business and an almost 300-person sales and marketing team focused on driving growth and leveraging new products, including the *4Kscore* test. Our pharmaceutical business features *Rayaldee*, an FDA-approved treatment for secondary hyperparathyroidism ("SHPT") in adults with stage 3 or 4 chronic kidney disease ("CKD") and vitamin D insufficiency (launched in November 2016); OPK88004, a selective androgen receptor modulator which we are exploring for various potential indications; and OPK88003, a once weekly oxyntomodulin for type 2 diabetes and obesity which is a clinically advanced drug candidate among the new class of GLP-1 glucagon receptor dual agonists (phase 2b). Our pharmaceutical business also features hGH-CTP, a once-weekly human growth hormone that recently successfully completed a phase 3 trial and for which we have partnered with Pfizer Inc. ("Pfizer"). We are incorporated in Delaware, and our principal executive offices are located in leased offices in Miami, Florida.

Through BioReference, we provide laboratory testing services, primarily to customers in the larger metropolitan areas across New York, New Jersey, Florida, Texas, Maryland, California, Pennsylvania, Delaware, Washington, DC, Illinois and Massachusetts, as well as to customers in a number of other states. We offer a comprehensive test menu of clinical diagnostics for blood, urine and tissue analysis. This includes hematology, clinical chemistry, immunoassay, infectious diseases, serology, hormones, and toxicology assays, as well as Pap smear, anatomic pathology (biopsies) and other types of tissue analysis. We market our laboratory testing services directly to physicians, geneticists, hospitals, clinics, correctional and other health facilities.

We operate established pharmaceutical platforms in Ireland, Chile, Spain, and Mexico, which are generating revenue and from which we expect to generate positive cash flow and facilitate future market entry for our products currently in development. In addition, we have a development and commercial supply pharmaceutical company and a global supply chain operation and holding company in Ireland. We own a specialty active pharmaceutical ingredients ("APIs") manufacturer in Israel, which we expect will facilitate the development of our pipeline of molecules and compounds for our proprietary molecular diagnostic and therapeutic products.

Our research and development activities are primarily performed at facilities in Miramar, FL, Woburn, MA, Waterford, Ireland, Kiryat Gat, Israel, and Barcelona, Spain.

NOTE 2 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of presentation. The accompanying unaudited Condensed Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in the U.S. ("GAAP") and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all information and notes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of only normal recurring adjustments or adjustments otherwise disclosed herein) considered necessary to present fairly the Company's results of operations, financial position and cash flows have been made. The results of operations and cash flows for the three months ended March 31, 2020 are not necessarily indicative of the results of operations and cash flows that may be reported for the remainder of 2020 or any other future periods. The unaudited Condensed Consolidated Financial Statements should be read in conjunction with the audited Consolidated Financial Statements and the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2019.

Principles of consolidation. The accompanying unaudited Condensed Consolidated Financial Statements include the accounts of OPKO Health, Inc. and of our wholly owned subsidiaries. All intercompany accounts and transactions are eliminated in consolidation.

Use of estimates. The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ significantly from these estimates.

Cash and cash equivalents. Cash and cash equivalents include short-term, interest-bearing instruments with original maturities of 90 days or less at the date of purchase. We also consider all highly liquid investments with original maturities at the date of purchase of 90 days or less as cash equivalents. These investments include money markets, bank deposits, certificates of deposit and U.S. treasury securities.

Inventories. Inventories are valued at the lower of cost and net realizable value. Cost is determined by the first-in, first-out method. We consider such factors as the amount of inventory on hand, estimated time required to sell such inventories, remaining shelf-life, and current market conditions to determine whether inventories are stated at the lower of cost and net realizable value. Inventories at our diagnostics segment consist primarily of purchased laboratory supplies, which is used in our testing laboratories. Inventory obsolescence expense for the three months ended March 31, 2020 and 2019 was $0.6 million and $0.5 million, respectively.

Pre-launch inventories. We may accumulate commercial quantities of certain product candidates prior to the date we anticipate that such products will receive final U.S. FDA approval. The accumulation of such pre-launch inventories involves the risk that such products may not be approved for marketing by the FDA on a timely basis, or ever. This risk notwithstanding, we may accumulate pre-launch inventories of certain products when such action is appropriate in relation to the commercial value of the product launch opportunity. In accordance with our policy, this pre-launch inventory is expensed.

Goodwill and intangible assets. Goodwill represents the difference between the purchase price and the estimated fair value of the net assets acquired accounted for by the acquisition method of accounting. Refer to Note 4. Goodwill, in-process research and development ("IPR&D") and other intangible assets acquired in business combinations, licensing and other transactions was $1.8 billion at both at March 31, 2020 and December 31, 2019 was $1.8 billion.

Assets acquired and liabilities assumed in business combinations, licensing and other transactions are generally recognized at the date of acquisition at their respective fair values. Any excess of the purchase price over the estimated fair values of the net assets acquired is recognized as goodwill. At acquisition, we generally determine the fair value of intangible assets, including IPR&D, using the "income method."

Subsequent to their acquisition, goodwill and indefinite lived intangible assets are tested at least annually as of October 1 for impairment, or when events or changes in circumstances indicate it is more likely than not that the carrying amount of such assets may not be recoverable.

Goodwill was $669.6 million and $671.9 million respectively, at March 31, 2020 and December 31, 2019. Estimating the fair value of a reporting unit for goodwill impairment is highly sensitive to changes in projections and assumptions and changes in assumptions could potentially lead to impairment. We perform sensitivity analyses around our assumptions in order to assess the reasonableness of the assumptions and the results of our testing. Ultimately, potential changes in these assumptions may impact the estimated fair value of a reporting unit and result in an impairment if the fair value of such reporting unit is less than its carrying value.

Net intangible assets other than goodwill were $1.1 billion, including IPR&D of $590.2 million, at both March 31, 2020 and December 31, 2019. Intangible assets are highly vulnerable to impairment charges, particularly newly acquired assets for recently launched products and IPR&D. Considering the high risk nature of research and development and the industry's success rate of bringing developmental compounds to market, IPR&D impairment charges may occur in future periods. Estimating the fair value of IPR&D for potential impairment is highly sensitive to changes in projections and assumptions and changes in assumptions could potentially lead to impairment.

Upon obtaining regulatory approval, IPR&D assets are then accounted for as a finite-lived intangible asset and amortized on a straight-line basis over its estimated useful life. If the project is abandoned, the IPR&D asset is charged to expense. Finite lived intangible assets are tested for impairment when events or changes in circumstances indicate it is more likely than not that the carrying amount of such assets may not be recoverable. The testing includes a comparison of the carrying amount of the asset to its estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated undiscounted future cash flows, then an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

We believe that our estimates and assumptions are reasonable and otherwise consistent with assumptions that marketplace participants would use in their estimates of fair value. However, if future results are not consistent with our estimates and assumptions, including as a result of the COVID-19 global pandemic, then we may be exposed to an impairment charge, which could be material. For the year ended December 31, 2019, the results of operations of our BioReference reporting unit were below management's long-term forecast of expected cash flows for the year ending December 31, 2019 due to a temporary change in reimbursement coverage for our *4Kscore* test and other market factors. Our 2019 impairment test of the BioReference reporting unit indicated an excess of estimated fair value over the carrying amount of approximately 11%. If we

are unable to obtain appropriate reimbursement for our services and experience future declines in operating results versus forecast, or we experience other events or circumstances that are not consistent with our estimates and assumptions, including as a result of the COVID-19 global pandemic, then our estimates of the fair value of the BioReference reporting unit may decrease, and the resulting impairment could be significant.

We amortize intangible assets with definite lives on a straight-line basis over their estimated useful lives, ranging from3 to 20 years. We use the straight-line method of amortization as there is no reliably determinable pattern in which the economic benefits of our intangible assets are consumed or otherwise used up. Amortization expense was $14.9 million and $16.6 million for the three months ended March 31, 2020 and 2019, respectively.

Fair value measurements. The carrying amounts of our cash and cash equivalents, accounts receivable, accounts payable and short-term debt approximate their fair value due to the short-term maturities of these instruments. Investments that are considered equity securities as of March 31, 2020 and December 31, 2019 are predominately carried at fair value. Our debt under the credit agreement with JPMorgan Chase Bank, N.A. approximates fair value due to the variable rate of interest.

In evaluating the fair value information, considerable judgment is required to interpret the market data used to develop the estimates. The use of different market assumptions and/or different valuation techniques may have a material effect on the estimated fair value amounts. Accordingly, the estimates of fair value presented herein may not be indicative of the amounts that could be realized in a current market exchange. Refer to Note 8.

Contingent consideration. Each period we revalue the contingent consideration obligations associated with certain prior acquisitions to their fair value and record increases in the fair value as contingent consideration expense and decreases in the fair value as a reduction in contingent consideration expense. Changes in contingent consideration result from changes in the assumptions regarding probabilities of successful achievement of related milestones, the estimated timing in which the milestones are achieved and the discount rate used to estimate the fair value of the liability. Contingent consideration may change significantly as our development programs progress, revenue estimates evolve and additional data is obtained, impacting our assumptions. The assumptions used in estimating fair value require significant judgment. The use of different assumptions and judgments could result in a materially different estimate of fair value which may have a material impact on our results from operations and financial position.

Derivative financial instruments. We record derivative financial instruments on our Condensed Consolidated Balance Sheet at their fair value and recognize the changes in the fair value in our Condensed Consolidated Statement of Operations when they occur, the only exception being derivatives that qualify as hedges. For the derivative instrument to qualify as a hedge, we are required to meet strict hedge effectiveness and contemporaneous documentation requirements at the initiation of the hedge and assess the hedge effectiveness on an ongoing basis over the life of the hedge. At March 31, 2020 and December 31, 2019, our foreign currency forward contracts held to economically hedge inventory purchases did not meet the documentation requirements to be designated as hedges. Accordingly, we recognize all changes in the fair values of our derivatives instruments, net, in our Condensed Consolidated Statement of Operations. Refer to Note 9.

Property, plant and equipment. Property, plant and equipment are recorded at cost or fair value if acquired in a business combination. Depreciation is provided using the straight-line method over the estimated useful lives of the assets and includes amortization expense for assets capitalized under finance leases. The estimated useful lives by asset class are as follows: software - 3 years, machinery, medical and other equipment - 5-8 years, furniture and fixtures - 5-12 years, leasehold improvements - the lesser of their useful life or the lease term, buildings and improvements - 10-40 years, and automobiles - 3-5 years. Expenditures for repairs and maintenance are charged to expense as incurred. Depreciation expense was $7.1 million and $7.3 million for the three months ended March 31, 2020 and 2019, respectively. Assets held under finance leases are included within Property, plant and equipment, net in our Condensed Consolidated Balance Sheet and are amortized over the shorter of their useful lives or the expected term of their related leases.

Impairment of long-lived assets. Long-lived assets, such as property and equipment, are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Recoverability of assets to be held and used is measured by a comparison of the carrying amount of an asset to estimated undiscounted future cash flows expected to be generated by the asset. If the carrying amount of an asset exceeds its estimated future cash flows, then an impairment charge is recognized for the amount by which the carrying amount of the asset exceeds the fair value of the asset.

Income taxes. Income taxes are accounted for under the asset-and-liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and the respective tax bases and for operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those

temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in operations in the period that includes the enactment date. We periodically evaluate the realizability of our net deferred tax assets. Our tax accruals are analyzed periodically and adjustments are made as events occur to warrant such adjustment. Valuation allowances on certain U.S. deferred tax assets and non-U.S. deferred tax assets are established, because realization of these tax benefits through future taxable income does not meet the more-likely-than-not threshold.

We operate in various countries and tax jurisdictions globally. For interim reporting purposes, we record income taxes based on the expected effective income tax rate, taking into consideration year to date and global forecasted tax results. For the three months ended March 31, 2020, the tax rate differed from the U.S. federal statutory rate of 21% primarily due to the valuation allowance against certain U.S. and non-U.S. deferred tax assets, the relative mix in earnings and losses in the U.S. versus foreign tax jurisdictions, and the impact of certain discrete tax events and operating results in tax jurisdictions which do not result in a tax benefit.

Revenue recognition. We recognize revenue when a customer obtains control of promised goods or services in accordance with Accounting Standards Codification Topic 606, *Revenue from Contracts with Customers* ("Topic 606"). The amount of revenue that is recorded reflects the consideration that we expect to receive in exchange for those goods or services. We apply the following five-step model in order to determine this amount: (i) identify the contract(s) with a customer; (ii) identify the performance obligations in the contract; (iii) determine the transaction price; (iv) allocate the transaction price to the performance obligations in the contract; and (v) recognize revenue when (or as) we satisfy a performance obligation.

We apply the five-step model to contracts when it is probable that we will collect the consideration we are entitled to in exchange for the goods or services we transfer to the customer. At contract inception, once the contract is determined to be within the scope of Topic 606, we review the contract to determine which performance obligations we must deliver and which of these performance obligations are distinct. We recognize as revenue the amount of the transaction price that is allocated to the respective performance obligation when the performance obligation is satisfied or as it is satisfied. For a complete discussion of accounting for Revenues from services, Revenues from products and Revenue from transfer of intellectual property and other, refer to Note 12.

Concentration of credit risk and allowance for credit losses Financial instruments that potentially subject us to concentrations of credit risk consist primarily of accounts receivable. Substantially all of our accounts receivable are with either companies in the health care industry or patients. However, credit risk is limited due to the number of our clients as well as their dispersion across many different geographic regions.

While we have receivables due from federal and state governmental agencies, we do not believe that such receivables represent a credit risk since the related healthcare programs are funded by federal and state governments, and payment is primarily dependent upon submitting appropriate documentation. At March 31, 2020 and December 31, 2019, receivable balances (net of contractual adjustments) from Medicare and Medicaid were4% and 6%, respectively, of our consolidated Accounts receivable, net. At March 31, 2020, receivable balances (net of contractual adjustments) due directly from states, cities and other municipalities, specifically related to our real-time reverse-transcription polymerase chain reaction (real-time RT-PCR) assay to detect the 2019 novel coronavirus disease (COVID-19), were 3.6% of our consolidated Accounts receivable, net.

The portion of our accounts receivable due from individual patients comprises the largest portion of credit risk. At March 31, 2020 and December 31, 2019, receivables due from patients represented approximately 1.9% and 2.5%, respectively, of our consolidated Accounts receivable, net.

We assess the collectability of accounts receivable balances by considering factors such as historical collection experience, customer credit worthiness, the age of accounts receivable balances, regulatory changes and current economic conditions and trends that may affect a customer's ability to pay. Actual results could differ from those estimates. The allowance for credit losses was $1.7 million and $1.9 million at March 31, 2020 and December 31, 2019, respectively. The credit loss expense for the three months ended March 31, 2020 and 2019 was $0.1 million and $0.2 million, respectively.

Equity-based compensation. We measure the cost of services received in exchange for an award of equity instruments based on the grant-date fair value of the award. That cost is recognized in the Condensed Consolidated Statement of Operations over the period during which an employee is required to provide service in exchange for the award. We record excess tax benefits realized from the exercise of stock options as cash flows from operations. During the three months ended March 31, 2020 and 2019, we recorded $2.5 million and $4.5 million, respectively, of equity-based compensation expense.

Research and development expenses. Research and development expenses include external and internal expenses. External expenses include clinical and non-clinical activities performed by contract research organizations, lab services, purchases of drug and diagnostic product materials and manufacturing development costs. Research and development

employee-related expenses include salaries, benefits and equity-based compensation expense. Other internal research and development expenses are incurred to support overall research and development activities and include expenses related to general overhead and facilities. We expense these costs in the period in which they are incurred. We estimate our liabilities for research and development expenses in order to match the recognition of expenses to the period in which the actual services are received. As such, accrued liabilities related to third party research and development activities are recognized based upon our estimate of services received and degree of completion of the services in accordance with the specific third party contract.

Research and development expense includes costs for in-process research and development projects acquired in asset acquisitions which have not reached technological feasibility and which have no alternative future use. For in-process research and development projects acquired in business combinations, the in-process research and development project is capitalized and evaluated for impairment until the development process has been completed. Once the development process has been completed the asset will be amortized over its remaining estimated useful life.

Segment reporting. Our chief operating decision-maker ("CODM") is Phillip Frost, M.D., our Chairman and Chief Executive Officer. Our CODM reviews our operating results and operating plans and makes resource allocation decisions on a Company-wide or aggregate basis. We manage our operations in two reportable segments, pharmaceutical and diagnostics. The pharmaceutical segment consists of our pharmaceutical operations in Chile, Mexico, Ireland, Israel and Spain, *Rayaldee* product sales and our pharmaceutical research and development. The diagnostics segment primarily consists of clinical laboratory operations through BioReference and point-of-care operations. There are no significant inter-segment sales. We evaluate the performance of each segment based on operating profit or loss. There is no inter-segment allocation of interest expense or income taxes. Refer to Note 14.

Shipping and handling costs. We do not charge customers for shipping and handling costs. Shipping and handling costs are classified as Cost of revenues in the Condensed Consolidated Statement of Operations.

Foreign currency translation. The financial statements of certain of our foreign operations are measured using the local currency as the functional currency. The local currency assets and liabilities are generally translated at the rate of exchange to the U.S. dollar on the balance sheet date and the local currency revenues and expenses are translated at average rates of exchange to the U.S. dollar during the reporting periods. Foreign currency transaction gains (losses) have been reflected as a component of Other income (expense), net within the Condensed Consolidated Statement of Operations and foreign currency translation gains (losses) have been included as a component of the Condensed Consolidated Statement of Comprehensive Loss.

Variable interest entities. The consolidation of a variable interest entity ("VIE") is required when an enterprise has a controlling financial interest. A controlling financial interest in a VIE will have both of the following characteristics: (a) the power to direct the activities of a VIE that most significantly impact the VIE's economic performance and (b) the obligation to absorb losses of the VIE that could potentially be significant to the VIE. Refer to Note 5.

Investments. We have made strategic investments in development stage and emerging companies. We record these investments as equity method investments or as equity securities based on our percentage of ownership and whether we have significant influence over the operations of the investees. For investments classified under the equity method of accounting, we record our proportionate share of their losses in Losses from investments in investees in our Condensed Consolidated Statement of Operations. Refer to Note 5. For investments classified as equity securities, we record changes in their fair value as Other income (expense) in our Condensed Consolidated Statement of Operations based on their closing price per share at the end of each reporting period, unless the equity security does not have a readily determinable fair value. Refer to Note 5.

Recently adopted accounting pronouncements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses rather than incurred losses to estimate credit losses on certain types of financial instruments, including trade receivables. This may result in the earlier recognition of allowances for losses. The ASU is effective for public entities for fiscal years beginning after December 15, 2019, with early adoption permitted. The adoption of ASU 2016-13 on January 1, 2020, did not have a significant impact on our Condensed Consolidated Financial Statements.

NOTE 3 EARNINGS (LOSS) PER SHARE

Basic loss per share is computed by dividing our net loss by the weighted average number of shares of our common stock par value $0.01 per share ("Common Stock") outstanding during the period. Shares of Common Stock outstanding under the share lending arrangement entered into in conjunction with the 2025 Notes (as defined in Note 6) are excluded from the calculation of basic and diluted earnings per share because the borrower of the shares is required under the share lending arrangement to refund any dividends paid on the shares lent. Refer to Note 6. For diluted earnings per share, the dilutive impact of stock options and warrants is determined by applying the "treasury stock" method. The dilutive impact of the 2033 Senior Notes, the 2023 Convertible Notes and the 2025 Notes (each, as defined herein and as discussed in Note 6) has been considered using the "if converted" method. For periods in which their effect would be antidilutive, no effect is given to outstanding options, warrants or the potentially dilutive shares issuable pursuant to the 2033 Senior Notes, the 2023 Convertible Notes and the 2025 Notes in the dilutive computation.

A total of 69,339,603 and 49,702,266 potential shares of Common Stock were excluded from the calculation of diluted net loss per share for the three months ended March 31, 2020 and 2019, respectively, because their inclusion would be antidilutive. A full presentation of diluted earnings per share has not been provided because the required adjustments to the numerator and denominator resulted in diluted earnings per share equivalent to basic earnings per share.

During the three months ended March 31, 2020, no Common Stock options or Common Stock warrants to purchase shares of our Common Stock were exercised, resulting in the issuance of no shares of Common Stock.

During the three months ended March 31, 2019, 24,877 Common Stock options and Common Stock warrants to purchase shares of our Common Stock were exercised, resulting in the issuance of 19,232 shares of Common Stock. Of the 24,877 Common Stock options and Common Stock warrants exercised, 5,645 shares of Common Stock were surrendered in lieu of a cash payment via the net exercise feature of the agreements.

NOTE 4 COMPOSITION OF CERTAIN FINANCIAL STATEMENT CAPTIONS

(In thousands)	March 31, 2020	December 31, 2019
Accounts receivable, net:		
Accounts receivable	$ 134,223	$ 136,551
Less: allowance for credit losses	(1,747)	(1,934)
	$ 132,476	$ 134,617
Inventories, net:		
Consumable supplies	$ 28,010	$ 23,005
Finished products	23,729	25,142
Work in-process	4,260	3,238
Raw materials	4,591	4,586
Less: inventory reserve	(1,893)	(2,537)
	$ 58,697	$ 53,434
Other current assets and prepaid expenses:		
Taxes recoverable	$ 13,577	$ 19,808
Prepaid expenses	12,602	8,147
Prepaid insurance	6,143	3,486
Other receivables	646	3,262
Other	15,786	15,839
	$ 48,754	$ 50,542
Intangible assets, net:		
Customer relationships	$ 444,328	$ 445,408
Technologies	296,169	296,246
Trade names	49,760	49,786
Covenants not to compete	16,315	16,318
Licenses	5,766	5,766
Product registrations	6,876	7,578
Other	6,007	6,094
Less: accumulated amortization	(311,710)	(298,234)
	$ 513,511	$ 528,962
Accrued expenses:		
Contract liabilities	$ 10,455	$ 19,196
Employee benefits	35,325	33,671
Commitments and Contingencies	37,647	38,635
Clinical trials	7,540	8,122
Contingent consideration	2,375	2,375
Finance leases short-term	2,598	2,743
Professional fees	903	1,333
Other	68,096	58,850
	$ 164,939	$ 164,925

(In thousands)	March 31, 2020	December 31, 2019
Other long-term liabilities:		
Line of credit	$ 39,311	$ 44,749
Contingent consideration	6,448	7,308
Mortgages and other debts payable	3,538	3,906
Finance leases long-term	3,489	4,046
Contract liabilities	1,861	2,571
Other	23,115	25,224
	$ 77,762	$ 87,804

Our intangible assets and goodwill relate principally to our completed acquisitions of OPKO Renal, OPKO Biologics, EirGen and BioReference. We amortize intangible assets with definite lives on a straight-line basis over their estimated useful lives. The estimated useful lives by asset class are as follows: technologies - 7-17 years, customer relationships - 7-20 years, product registrations - 7-10 years, covenants not to compete - 5 years, trade names - 5-10 years, other 9-13 years. We do not anticipate capitalizing the cost of product registration renewals, rather we expect to expense these costs, as incurred. Our goodwill is not tax deductible for income tax purposes in any jurisdiction in which we operate.

The changes in value of the intangible assets and goodwill during thethree months ended March 31, 2020 were primarily due to foreign currency fluctuations between the Chilean Peso, the Euro and the Shekel against the U.S. dollar.

The following table summarizes the changes in Goodwill by reporting unit during thethree months ended March 31, 2020.

	2020		
(In thousands)	Balance at January 1	Foreign exchange and other	Balance at March 31st
Pharmaceuticals			
Rayaldee	$ 85,605	$ (1,602)	$ 84,003
OPKO Chile	4,348	(614)	3,734
OPKO Biologics	139,784	—	139,784
OPKO Health Europe	7,394	(142)	7,252
Diagnostics			
BioReference	434,809	—	434,809
	$ 671,940	$ (2,358)	$ 669,582

NOTE 5 INVESTMENTS

Investments

The following table reflects the accounting method, carrying value and underlying equity in net assets of our unconsolidated investments as of March 31, 2020:

(in thousands)

Investment type	Investment Carrying Value	Underlying Equity in Net Assets
Equity method investments	$ 711	$ 1,427
Variable interest entity, equity method	875	—
Equity securities	8,990	
Equity securities with no readily determinable fair value	35	
Warrants and options	58	
Total carrying value of investments	$ 10,669	

Equity method investments

Our equity method investments consist of investments in Pharmsynthez (ownership 9%), Cocrystal Pharma, Inc. ("COCP") (5%), Non-Invasive Monitoring Systems, Inc. ("NIMS") (1%), Neovasc, Inc. ("Neovasc") (3%), InCellDx, Inc. ("InCellDx") (29%), BioCardia, Inc. ("BioCardia") (3%), and Xenetic Biosciences, Inc. ("Xenetic") (3%). The aggregate total assets, liabilities, and net losses of our equity method investees as of and for the three months ended March 31, 2020 were $68.2 million, $38.0 million, and $21.9 million, respectively. We have determined that we and/or our related parties can significantly influence control of our equity method investments through our board representation and/or voting power. Accordingly, we account for our investment in these entities under the equity method and record our proportionate share of their losses in Loss from investments in investees in our Condensed Consolidated Statement of Operations. The aggregate value of our equity method investments based on the quoted market prices of their respective shares of common stock and the number of shares held by us as of March 31, 2020 was $5.4 million.

Equity Securities

Our equity securities consist of investments in Phio Pharmaceuticals ("Phio") (ownership 0.03%), VBI Vaccines Inc. ("VBI") (4%), ChromaDex Corporation ("ChromaDex") (0.1%), MabVax Therapeutics Holdings, Inc. ("MabVax") (1%), and Eloxx Pharmaceuticals, Inc. ("Eloxx") (3%). We have determined that our ownership, along with that of our related parties, does not provide us with significant influence over the operations of these investments. Accordingly, we account for our investment in these entities as equity securities, and we record changes in the fair value of these investments in Other income (expense) each reporting period when they have readily determinable fair value. Equity securities without a readily determinable fair value are adjusted to fair value when there is an observable price change. Net gains and losses on our equity securities for the three months ended March 31, 2020 were as follows:

(in thousands)

Equity Securities	For the three months ended March 31, 2020
Net losses recognized during the period on equity securities	$ (9,880)
Less: Net gains and losses realized during the period on equity securities	—
Unrealized net losses recognized during the period on equity securities still held at the reporting date	$ (9,880)

Sales of investments

Gains (losses) included in earnings from sales of our investments are recorded in Other income (expense), net in our Condensed Consolidated Statement of Operations. We did not have significant sales activity during the three months ended March 31, 2020 and 2019. The cost of securities sold is based on the specific identification method.

Warrants and options

In addition to our equity method investments and equity securities, we hold options to purchase47 thousand additional shares of BioCardia, 33 thousand of which were vested as of March 31, 2020, and 33 thousand, 0.7 million, 40 thousand and 404 warrants to purchase shares of COCP, InCellDx, Inc., Xenetic, and Phio, respectively. We recorded the changes in the fair value of the options and warrants in Fair value changes of derivative instruments, net in our Condensed Consolidated Statement of Operations. We also recorded the fair value of the options and warrants in Investments, net in our Condensed Consolidated Balance Sheet. See further discussion of the Company's options and warrants in Note 8 and Note 9.

Investments in variable interest entities

We have determined that we hold variable interests in Zebra Biologics, Inc. ("Zebra") based on our assessment that Zebra does not have sufficient resources to carry out its principal activities without additional financial support.

We own 1,260,000 shares of Zebra Series A-2 Preferred Stock and 900,000 shares of Zebra restricted common stock (ownership29% at March 31, 2020). Zebra is a privately held biotechnology company focused on the discovery and development of biosuperior antibody therapeutics and complex drugs. Dr. Richard Lerner, M.D., a member of our Board of Directors, is a founder of Zebra and, along with Dr. Frost, serves as a member of Zebra's Board of Directors.

In order to determine the primary beneficiary of Zebra, we evaluated our investment and our related parties' investment, as well as our investment combined with the related parties' investment to identify if we had the power to direct the activities that most significantly impact the economic performance of Zebra. Based on the capital structure, governing documents and overall business operations of Zebra, we determined that, while a VIE, we do not have the power to direct the activities that most significantly impact Zebra's economic performance and have no obligation to fund expected losses. We determined, however, that we can significantly influence control of Zebra through our board representation and voting power. Therefore, we have the ability to exercise significant influence over Zebra's operations and account for our investment in Zebra under the equity method.

NOTE 6 DEBT

On February 25, 2020, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the amount of $100 million. Borrowings under the line of credit will bear interest at a rate of 11% per annum and may be repaid and reborrowed at any time. The credit agreement includes various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit matures on February 25, 2025. The line of credit also calls for a commitment fee equal to 0.25% per annum of the unused portion of the line. As of March 31, 2020, no funds were borrowed under the line of credit.

In February 2019, we issued $200.0 million aggregate principal amount of Convertible Senior Notes due 2025 (the "2025 Notes") in an underwritten public offering. The 2025 Notes bear interest at a rate of 4.50% per year, payable semiannually in arrears on February 15 and August 15 of each year. The notes mature on February 15, 2025, unless earlier repurchased, redeemed or converted.

Holders may convert their 2025 Notes into shares of Common Stock at their option at any time prior to the close of business on the business day immediately preceding November 15, 2024 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended March 31, 2019 (and only during such calendar quarter), if the last reported sale price of our Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of 2025 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Common Stock and the conversion rate on each such trading day; (3) if we call any or all of the 2025 Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events set forth in the indenture governing the 2025 Notes. On or after November 15, 2024, until the close of business on the business day immediately preceding the maturity date, holders of the 2025 Notes may convert their notes at any time, regardless of the foregoing conditions. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our Common Stock, or a combination of cash and shares of our Common Stock, at our election.

The initial and current conversion rate for the 2025 Notes is236.7424 shares of Common Stock per $1,000 principal amount of 2025 Notes (equivalent to a conversion price of approximately $4.22 per share of Common Stock). The conversion

rate for the 2025 Notes is subject to adjustment in certain events, but will not be adjusted for any accrued and unpaid interest. In addition, following certain corporate events that occur prior to the maturity date of the 2025 Notes or if we deliver a notice of redemption, in certain circumstances the indenture governing the 2025 Notes requires an increase in the conversion rate of the 2025 Notes for a holder who elects to convert its notes in connection with such a corporate event or notice of redemption, as the case may be.

We may not redeem the 2025 Notes prior to February 15, 2022. We may redeem for cash any or all of the 2025 Notes, at our option, on or after February 15, 2022, if the last reported sale price of our Common Stock has been at least 130% of the then current conversion price for the notes for at least 20 trading days (whether or not consecutive) during any 30 consecutive trading day period (including the last trading day of such period) ending on, and including, the trading day immediately preceding the date on which we provide a notice of redemption at a redemption price equal to 100% of the principal amount of the notes to be redeemed, plus accrued and unpaid interest to, but excluding, the redemption date. No sinking fund is provided for the 2025 Notes.

If we undergo a fundamental change, as defined in the indenture governing the 2025 Notes, prior to the maturity date of the 2025 Notes, holders may require us to repurchase for cash all or any portion of their notes at a repurchase price equal to 100% of the principal amount of the notes to be repurchased, plus accrued and unpaid interest to, but excluding, the fundamental change repurchase date. The 2025 Notes are our senior unsecured obligations and rank senior in right of payment to any of our indebtedness that is expressly subordinated in right of payment to the 2025 Notes; equal in right of payment to any of our existing and future liabilities that are not so subordinated; effectively junior in right of payment to any of our secured indebtedness to the extent of the value of the assets securing such indebtedness; and structurally junior to all indebtedness and other liabilities (including trade payables) of our current or future subsidiaries.

In conjunction with the issuance of the 2025 Notes, we agreed to loan up to 30,000,000 shares of our Common Stock to affiliates of the underwriter in order to assist investors in the 2025 Notes to hedge their position. As of March 31, 2020, a total of 29,250,000 shares were issued under the share lending arrangement. We will not receive any of the proceeds from the sale of the borrowed shares, but we received a one-time nominal fee of $0.3 million for the newly issued shares. Shares of our Common Stock outstanding under the share lending arrangement are excluded from the calculation of basic and diluted earnings per share. See Note 3.

As required by ASC 470-20, “Debt with Conversion and Other Options,” we calculated the equity component of the 2025 Notes, taking into account both the fair value of the conversion option and the fair value of the share lending arrangement. The equity component was valued at $52.6 million at issue date and this amount was recorded as Additional paid-in capital, which resulted in a discount on the 2025 Notes. The discount is being amortized to Interest expense over the term of the 2025 Notes, which results in an effective interest rate on the 2025 Notes of 11.2%.

The following table sets forth information related to the 2025 Notes which is included in our Condensed Consolidated Balance Sheet as of March 31, 2020:

(In thousands)	2025 Senior Notes	Discount	Debt Issuance Cost	Total
Balance at December 31, 2019	$ 200,000	$ (46,774)	$ (5,086)	$ 148,140
Amortization of debt discount and debt issuance costs	—	1,724	188	1,912
Balance at March 31, 2020	$ 200,000	$ (45,050)	$ (4,898)	$ 150,052

On November 8, 2018, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the aggregate principal amount of $60 million. The credit agreement was terminated on or around February 20, 2019 and we repaid the $28.8 million outstanding thereunder from the proceeds of the 2025 Notes offering.

In February 2018, we issued a series of 5% Convertible Promissory Notes (the “2023 Convertible Notes”) in the aggregate principal amount of $55.0 million. The 2023 Convertible Notes mature five years following the date of issuance. Each holder of a 2023 Convertible Note has the option, from time to time, to convert all or any portion of the outstanding principal balance of such 2023 Convertible Note, together with accrued and unpaid interest thereon, into shares of our Common Stock at a conversion price of $5.00 per share. We may redeem all or any part of the then issued and outstanding 2023 Convertible Notes, together with accrued and unpaid interest thereon, pro rata among the holders, upon no fewer than 30 days, and no more than 60 days, notice to the holders. The 2023 Convertible Notes contain customary events of default and representations and warranties of OPKO.

Purchasers of the 2023 Convertible Notes include an affiliate of Dr. Phillip Frost, M.D., our Chairman and Chief Executive Officer, and Dr. Jane H. Hsiao, Ph.D., MBA, our Vice-Chairman and Chief Technical Officer.

In January 2013, we entered into note purchase agreements with respect to the issuance and sale of our 3.0% Senior Notes due 2033 (the "2033 Senior Notes") in a private placement exempt from registration under the Securities Act. We issued the 2033 Senior Notes on January 30, 2013. The 2033 Senior Notes, which totaled $175.0 million in original principal amount, bear interest at the rate of 3.0% per year, payable semiannually on February 1 and August 1 of each year. The 2033 Senior Notes mature on February 1, 2033, unless earlier repurchased, redeemed or converted. Upon a fundamental change, as defined in the indenture governing the 2033 Senior Notes, subject to certain exceptions, the holders may require us to repurchase all or any portion of their 2033 Senior Notes for cash at a repurchase price equal to 100% of the principal amount of the 2033 Senior Notes being repurchased, plus any accrued and unpaid interest to, but not including, the related fundamental change repurchase date.

From 2013 to 2016, holders of the 2033 Senior Notes converted $143.2 million in aggregate principal amount into an aggregate of 21,539,873 shares of Common Stock. On February 1, 2019, approximately $28.8 million aggregate principal amount of 2033 Senior Notes were tendered by holders pursuant to such holders' option to require us to repurchase the 2033 Senior Notes as set forth in the indenture, following which repurchase only $3.0 million aggregate principal amount of the 2033 Senior Notes remained outstanding. Holders of the remaining $3.0 million principal amount of the 2033 Senior Notes may require us to repurchase such notes for 100% of their principal amount, plus accrued and unpaid interest, on February 1, 2023, on February 1, 2028, or following the occurrence of a fundamental change as described above.

The terms of the 2033 Senior Notes, include, among others: (i) rights to convert the notes into shares of our Common Stock, including upon a fundamental change; and (ii) a coupon make-whole payment in the event of a conversion by the holders of the 2033 Senior Notes on or after February 1, 2017 but prior to February 1, 2019. We determined that these specific terms were embedded derivatives. Embedded derivatives are required to be separated from the host contract, the 2033 Senior Notes, and carried at fair value when: (a) the embedded derivative possesses economic characteristics that are not clearly and closely related to the economic characteristics of the host contract; and (b) a separate, stand-alone instrument with the same terms would qualify as a derivative instrument. We concluded that the embedded derivatives within the 2033 Senior Notes met these criteria and, as such, were valued separate and apart from the 2033 Senior Notes and recorded at fair value each reporting period.

For accounting and financial reporting purposes, we combined these embedded derivatives and valued them together as one unit of accounting. In 2017, certain terms of the embedded derivatives expired pursuant to the original agreement and the embedded derivatives no longer met the criteria to be separated from the host contract and, as a result, the embedded derivatives were no longer required to be valued separate and apart from the 2033 Senior Notes and were reclassified to additional paid in capital.

In November 2015, BioReference and certain of its subsidiaries entered into a credit agreement with JPMorgan Chase Bank, N.A. ("CB"), as lender and administrative agent, as amended (the "Credit Agreement"). The Credit Agreement provides for a $75.0 million secured revolving credit facility and includes a $20.0 million sub-facility for swingline loans and a $20.0 million sub-facility for the issuance of letters of credit. The Credit Agreement matures on November 5, 2021 and is guaranteed by all of BioReference's domestic subsidiaries. The Credit Agreement is also secured by substantially all assets of BioReference and its domestic subsidiaries, as well as a non-recourse pledge by us of our equity interest in BioReference. Availability under the Credit Agreement is based on a borrowing base composed of eligible accounts receivables of BioReference and certain of its subsidiaries, as specified therein. As of March 31, 2020, $10.7 million remained available for borrowing under the Credit Agreement. Principal under the Credit Agreement is due upon maturity on November 5, 2021.

At BioReference's option, borrowings under the Credit Agreement (other than swingline loans) will bear interest at (i) the CB floating rate (defined as the higher of (a) the prime rate and (b) the LIBOR rate (adjusted for statutory reserve requirements for Eurocurrency liabilities) for an interest period of one month plus 2.50%) plus an applicable margin of 0.35% for the first 12 months and 0.50% thereafter or (ii) the LIBOR rate (adjusted for statutory reserve requirements for Eurocurrency liabilities) plus an applicable margin of 1.35% for the first 12 months and 1.50% thereafter. Swingline loans will bear interest at the CB floating rate plus the applicable margin. The Credit Agreement also calls for other customary fees and charges, including an unused commitment fee of 0.25% of the lending commitments.

On February 25, 2020, BioReference and certain of its subsidiaries entered into Amendment No. 11 to the Credit Agreement, which amended the Credit Agreement to provide that the fixed charge coverage ratio requirement set forth in the Credit Agreement would not be tested for the quarter ended December 31, 2019, with respect to availability calculated on January 29, 2020 and January 30, 2020, subject, in the case of testing for the quarter ended December 31, 2019, to (i) there having been no event of default occurring and (ii) availability under the revolving facility exceeding 10% of the total revolving

commitment, for at least 30 consecutive days for the period ended December 31, 2019, excluding December 18, 2019. The other terms of the Credit Agreement remain unchanged.

As of March 31, 2020, $39.3 million outstanding under the Credit Agreement was included within Other long-term liabilities.

The Credit Agreement contains customary covenants and restrictions, including, without limitation, covenants that require BioReference and its subsidiaries to maintain a minimum fixed charge coverage ratio if availability under the new credit facility falls below a specified amount and to comply with laws and restrictions on the ability of BioReference and its subsidiaries to incur additional indebtedness or to pay dividends and make certain other distributions to the Company, subject to certain exceptions as specified therein. Failure to comply with these covenants would constitute an event of default under the Credit Agreement, notwithstanding the ability of BioReference to meet its debt service obligations. The Credit Agreement also includes various customary remedies for the lenders following an event of default, including the acceleration of repayment of outstanding amounts under the Credit Agreement and execution upon the collateral securing obligations under the Credit Agreement. Substantially all the assets of BioReference and its subsidiaries are restricted from sale, transfer, lease, disposal or distributions to the Company, subject to certain exceptions. As of March 31, 2020, BioReference and its subsidiaries had net assets of approximately $869.2 million, which included goodwill of $434.8 million and intangible assets of $355.8 million.

In addition to the Credit Agreement with CB, we had line of credit agreements witheleven other financial institutions as of both March 31, 2020 and December 31, 2019 in the U.S., Chile and Spain. These lines of credit are used primarily as a source of working capital for inventory purchases.

The following table summarizes the amounts outstanding under the BioReference, Chilean and Spanish lines of credit:

(Dollars in thousands)			Balance Outstanding	
Lender	Interest rate on borrowings at March 31, 2020	Credit line capacity	March 31, 2020	December 31, 2019
JPMorgan Chase	3.55%	$ 75,000	$ 39,311	$ 44,750
Itau Bank	5.50%	1,810	565	472
Bank of Chile	6.60%	3,800	950	851
BICE Bank	5.50%	2,500	896	1,429
BBVA Bank	5.50%	3,250	—	11
Security Bank	5.50%	489	489	588
Estado Bank	5.50%	3,500	2,109	1,365
Santander Bank	5.50%	4,500	3,186	1,943
Scotiabank	5.00%	1,800	1,664	668
Corpbanca	5.00%	1,017	1,017	—
Banco De Sabadell	1.30%	330	—	—
Banco Bilbao Vizcaya	1.70%	330	—	—
Banco Santander	1.40%	330	—	—
Total		$ 98,656	$ 50,187	$ 52,077

At March 31, 2020 and December 31, 2019, the weighted average interest rate on our lines of credit was approximately4.1% and 4.0%, respectively.

At March 31, 2020 and December 31, 2019, we had notes payable and other debt (excluding the 2033 Senior Notes, the 2023 Convertible Notes, the 2025 Notes, the Credit Agreement and amounts outstanding under lines of credit described above) as follows:

(In thousands)	March 31, 2020	December 31, 2019
Current portion of notes payable	$ 1,927	$ 2,494
Other long-term liabilities	4,291	4,723
Total	$ 6,218	$ 7,217

The notes and other debt mature at various dates ranging from 2020 through 2024, bearing variable interest rates from 0.7% up to 3.8%. The weighted average interest rate on the notes and other debt was 2.7% at both March 31, 2020 and December 31, 2019. The notes are partially secured by our office space in Barcelona.

NOTE 7 ACCUMULATED OTHER COMPREHENSIVE INCOME (LOSS)

For the three months ended March 31, 2020, changes in Accumulated other comprehensive income (loss), net of tax, were as follows:

(In thousands)	Foreign currency translation
Balance at December 31, 2019	$ (22,070)
Other comprehensive loss before reclassifications	(8,117)
Balance at March 31, 2020	$ (30,187)

NOTE 8 FAIR VALUE MEASUREMENTS

We record fair values at an exit price, representing the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants. As such, fair value is a market-based measurement determined based on assumptions that market participants would use in pricing an asset or liability. We utilize a three-tier fair value hierarchy, which prioritizes the inputs used in measuring fair value. These tiers are: Level 1, defined as observable inputs such as quoted prices in active markets; Level 2, defined as inputs other than quoted prices in active markets that are either directly or indirectly observable; and Level 3, defined as unobservable inputs in which little or no market data exists, therefore requiring an entity to develop its own assumptions.

As of March 31, 2020, we had equity securities (refer to Note 5), forward foreign currency exchange contracts for inventory purchases (refer to Note 9) and contingent consideration related to the acquisitions of CURNA, OPKO Diagnostics and OPKO Renal that are required to be measured at fair value on a recurring basis. In addition, in connection with our investment and our consulting agreement with BioCardia, we record the related BioCardia options at fair value as well as the warrants from COCP, InCellDx, Xenetic and Phio.

Our financial assets and liabilities measured at fair value on a recurring basis are as follows:

	Fair value measurements as of March 31, 2020			
(In thousands)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Equity securities	$ 8,990	$ —	$ —	$ 8,990
Common stock options/warrants	—	58	—	58
Forward contracts	—	481	—	481
Total assets	$ 8,990	$ 539	$ —	$ 9,529
Liabilities:				
Contingent consideration	—	—	8,823	8,823
Total liabilities	$ —	$ —	$ 8,823	$ 8,823

	Fair value measurements as of December 31, 2019			
(In thousands)	Quoted prices in active markets for identical assets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	Total
Assets:				
Equity securities	$ 18,870	$ —	$ —	$ 18,870
Common stock options/warrants	—	120	—	120
Forward contracts	—	133	—	133
Total assets	$ 18,870	$ 253	$ —	$ 19,123
Liabilities:				
Contingent consideration	—	—	9,683	9,683
Total liabilities	$ —	$ —	$ 9,683	$ 9,683

There have been no transfers between Level 1 and Level 2 and no transfers to or from Level 3 of the fair value hierarchy.

As of March 31, 2020 and December 31, 2019, the carrying value of our other financial instrument assets approximates their fair value due to their short-term nature or variable rate of interest.

The following table reconciles the beginning and ending balances of our Level 3 assets and liabilities as ofMarch 31, 2020:

(In thousands)	March 31, 2020 Contingent consideration
Balance at December 31, 2019	$ 9,683
Change in fair value:	
Included in results of operations	(860)
Balance at March 31, 2020	$ 8,823

The estimated fair values of our financial instruments have been determined by using available market information and what we believe to be appropriate valuation methodologies. We use the following methods and assumptions in estimating fair value:

Contingent consideration – We estimate the fair value of the contingent consideration utilizing a discounted cash flow model for the expected payments based on estimated timing and expected revenues. We use several discount rates depending on each type of contingent consideration related to OPKO Diagnostics, CURNA and OPKO Renal transactions. As of March 31, 2020, of the $8.8 million of contingent consideration, $2.4 million was recorded in Accrued expenses and $6.4 million was recorded in Other long-term liabilities. As of December 31, 2019, of the $9.7 million of contingent consideration, $2.4 million was recorded in Accrued expenses and $7.3 million was recorded in Other long-term liabilities.

NOTE 9 DERIVATIVE CONTRACTS

The following table summarizes the fair values and the presentation of our derivative assets (liabilities) in the Condensed Consolidated Balance Sheets:

(In thousands)	Balance Sheet Component	March 31, 2020	December 31, 2019
Derivative financial instruments:			
Common Stock options/warrants	Investments, net	$ 58	$ 120
Forward contracts	Unrealized gains on forward contracts are recorded in Other current assets and prepaid expenses. Unrealized (losses) on forward contracts are recorded in Accrued expenses.	$ 481	$ 133

We enter into foreign currency forward exchange contracts in an effort to mitigate the effects of exchange rate differences arising from inventory purchases on letters of credit. Under these forward contracts, for any rate above or below the fixed rate, we receive or pay the difference between the spot rate and the fixed rate for the given amount at the settlement date.

To qualify the derivative instrument as a hedge, we are required to meet strict hedge effectiveness and contemporaneous documentation requirements at the initiation of the hedge and assess the hedge effectiveness on an ongoing basis over the life of the hedge. At March 31, 2020 and December 31, 2019, our derivative financial instruments did not meet the documentation requirements to be designated as hedges. Accordingly, we recognize the changes in Fair value of derivative instruments, net in our Condensed Consolidated Statement of Operations. The following table summarizes the losses and gains recorded for thethree months ended March 31, 2020 and 2019:

	Three months ended March 31,	
(In thousands)	2020	2019
Derivative gain (loss):		
Common Stock options/warrants	$ (62)	$ 368
Forward contracts	683	47
Total	$ 621	$ 415

NOTE 10 RELATED PARTY TRANSACTIONS

On February 25, 2020, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the amount of $100 million. Borrowings under the line of credit will bear interest at a rate of 11% per annum and may be repaid and reborrowed at any time. The credit agreement includes various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit matures on February 25, 2025. The line of credit also calls for a commitment fee equal to 0.25% per annum of the unused portion of the line. As of March 31, 2020, no funds were borrowed under the line of credit.

On October 29, 2019, we issued50 million shares of our Common Stock at a price of$1.50 per share in an underwritten public offering (the "Offering"), resulting in net proceeds to the Company of approximately $70 million, after deducting underwriting commissions and offering expenses. In November 2019, pursuant to an option the Company granted the underwriters, we issued an additional 4,227,749 shares at the public offering price, less underwriting discounts and commissions, resulting in net proceeds to the Company of approximately $6 million. Drs. Frost and Hsiao and Mr. Steven Rubin, members of OPKO's senior management purchased an aggregate of 2,415,000 shares of Common Stock in the Offering.

On March 1, 2019, OPKO Pharmaceuticals, LLC entered into an assignment agreement with Xenetic Biosciences, Inc., as amended from time to time (the "Assignment Agreement"), pursuant to which Xenetic acquired all of OPKO Pharmaceuticals' right, title and interest in and to that certain Intellectual Property License Agreement (the "IP License Agreement"), entered into between The Scripps Research Institute and OPKO Pharmaceuticals, regarding certain patents for novel CAR T platform technology and through which the Scripps Research Institute granted an exclusive royalty-bearing license in exchange for royalties, subject to the terms of the IP License Agreement.

Under the Assignment Agreement and the IP License Agreement, Xenetic issued to OPKO Pharmaceuticals164,062 shares of Xenetic common stock (the "OPKO Transaction Shares"). In connection with the Assignment Agreement, OPKO Pharmaceuticals entered into a voting agreement pursuant to which OPKO Pharmaceuticals agreed, among other things, to vote

its shares in Xenetic in favor of the transactions contemplated by the Assignment Agreement, and a lock-up agreement with Xenetic which restricts OPKO Pharmaceuticals' sale or transfer of any of the OPKO Transaction Shares as provided therein and as otherwise required by law. The Assignment Agreement and the obligations thereunder took effect on July 19, 2019, after Xenetic satisfied certain closing conditions, including obtaining stockholder approval and securing certain financing.

The Company owns approximately 9% of Pharmsynthez and Pharmsynthez is Xenetic's largest and controlling stockholder. Dr. Richard Lerner, a director of the Company, is a co-inventor of Xenetic's technology and received 31,240 shares of Xenetic upon the closing of the Xenetic transactions described above. Adam Logal, our Senior Vice President and Chief Financial Officer, is a director of Xenetic.

In March 2019, we paid the $125,000 filing fee to the Federal Trade Commission (the "FTC") in connection with filings made by us and Dr. Jane Hsiao, our Vice Chairman and Chief Technical Officer, under the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act") relating to her purchases of Common Stock.

In February 2019, Dr. Phillip Frost, our Chairman and Chief Executive Officer, paid a filing fee of $280,000 to the FTC under the HSR Act in connection with filings made by us and Dr. Frost, relating to his purchases of Common Stock. We reimbursed Dr. Frost for the HSR filing fee.

On November 8, 2018, we entered into stock purchase agreements with certain investors pursuant to which we agreed to sell to such investors in private placements an aggregate of approximately 26.5 million shares of our Common Stock at a purchase price of $3.49 per share, which was the closing bid price of our Common Stock on the NASDAQ on such date, for an aggregate purchase price of $92.5 million. The investors in the private placements included an affiliate of Dr. Frost ($70 million), and Dr. Hsiao ($2 million).

On November 8, 2018, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the amount of $60 million. Borrowings under the line of credit bore interest at a rate of 10% per annum and could have been repaid and reborrowed at any time. The credit agreement included various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit would have matured on November 8, 2023. We repaid approximately $28.8 million that was borrowed in 2019 and terminated the line of credit on or around February 20, 2019.

In February 2018, we issued the 2023 Convertible Notes in the aggregate principal amount of $55.0 million. Refer to Note 6. Purchasers of the 2023 Convertible Notes included Dr. Hsiao and an affiliate of Dr. Frost.

We hold investments in Zebra (ownership 29%), Neovasc (3%), ChromaDex Corporation (0.1%), MabVax (1%), COCP (5%), NIMS (1%), Eloxx (3%), and BioCardia (3%). These investments were considered related party transactions as a result of our executive management's ownership interests and/or board representation in these entities. See further discussion of our investments in Note 5.

In February 2018, we invested an additional $1.0 million in COCP for a convertible note, which was converted into 538,544 shares of its common stock in May 2018. In April 2017, we invested an additional $1.0 million in COCP for 138,889 shares of its common stock.

In November 2017, we invested an additional $3.0 million in Neovasc for 20,547 shares of its common stock, 20,547 Series A warrants, 20,547 Series B warrants and 8,221 Series C warrants, after adjusting for a 1-for-100 reverse stock split in 2018. In April 2018, we exercised the Series B warrants in a cashless exercise and received 10,690 shares of Neovasc common stock. In the first quarter of 2019, we exercised the Series C warrants for $1.2 million and exchanged the Series A warrants and received a total of 22,660 additional shares of Neovasc common stock.

In November 2016, we entered into a Pledge Agreement with the Museum of Science, Inc. and the Museum of Science Endowment Fund, Inc. pursuant to which we agreed to contribute an aggregate of $1.0 million over a four-year period for constructing, equipping and the general operation of the Frost Science Museum. Dr. Frost and Mr. Richard Pfenniger serve on the Board of Trustees of the Frost Science Museum and Mr. Pfenniger is the Vice Chairman of the Board of Trustees.

We lease office space from Frost Real Estate Holdings, LLC ("Frost Holdings") in Miami, Florida, where our principal executive offices are located. Effective August 1, 2019, we entered into an amendment to our lease agreement with Frost Holdings. The lease, as amended, is for approximately 29,500 square feet of space. The lease provides for payments of approximately $89 thousand per month in the first year increasing annually to $101 thousand per month in the fifth year, plus applicable sales tax. The rent is inclusive of operating expenses, property taxes and parking.

BioReference purchases and uses certain products acquired from InCellDx, a company in which we hold a 29% minority interest.

We reimburse Dr. Frost for Company-related use by Dr. Frost and our other executives of an airplane owned by a company that is beneficially owned by Dr. Frost. We reimburse Dr. Frost for out-of-pocket operating costs for the use of the airplane by Dr. Frost or Company executives for Company-related business. We do not reimburse Dr. Frost for personal use of the airplane by Dr. Frost or any other executive. For three months ended March 31, 2020 and 2019, we reimbursed approximately $94 thousand and $37 thousand, respectively, for Company-related travel by Dr. Frost and other OPKO executives.

NOTE 11 COMMITMENTS AND CONTINGENCIES

In connection with our acquisitions of CURNA, OPKO Diagnostics and OPKO Renal, we agreed to pay future consideration to the sellers upon the achievement of certain events. As a result, as of March 31, 2020, we recorded $8.8 million as contingent consideration, with $2.4 million recorded within Accrued expenses and $6.4 million recorded within Other long-term liabilities in the accompanying Condensed Consolidated Balance Sheets. Refer to Note 4.

On June 3, 2019, BioReference reported that Retrieval-Masters Creditors Bureau, Inc. d/b/a American Medical Collection Agency ("AMCA"), had notified BioReference about a data security incident involving AMCA (the "AMCA Incident"). AMCA informed BioReference that an unauthorized user had access to AMCA's system between August 1, 2018 and March 30, 2019. AMCA advised that AMCA's affected system may have included patient name, date of birth, address, phone, date of service, provider, and balance information, as well as credit card information, bank account information (but no passwords or security questions) and email addresses that were provided by the consumer to AMCA. AMCA has advised BioReference that no Social Security Numbers were compromised, and BioReference provided no laboratory results or diagnostic information to AMCA. BioReference has notified patients and provided notice to the Office of Civil Rights of the AMCA Incident. BioReference has been named in at least two class action lawsuits against AMCA and other defendants in connection with the AMCA Incident. In April 2020, the class action lawsuits against BioReference were dismissed without prejudice. The Office of Inspector General and Office for Civil Rights ("OCR") of the Department of Health and Human Services, as well as the attorney generals' offices from certain states have contacted BioReference to request additional information relating to the AMCA Incident. It is not possible at this time to estimate the amount of loss or range of loss, if any, that might result from adverse judgments, settlements, fines, penalties, or other resolution of these proceedings and investigations based on the stage of these proceedings and investigations, the absence of specific allegations as to alleged damages, the uncertainty as to whether the class action lawsuits or other lawsuits will be filed or refiled, and/or the lack of resolution of significant factual and legal issues.

As previously disclosed, on September 7, 2018, the Securities and Exchange Commission (the "SEC") filed a lawsuit in the Southern District of New York (the "SEC Complaint") against a number of individuals and entities (the "Defendants"), including the Company and its CEO and Chairman, Dr. Phillip Frost. The SEC alleged, among other things, that the Company (i) aided and abetted an illegal "pump and dump" scheme perpetrated by a number of the Defendants, and (ii) failed to file required Schedules 13D or 13G with the SEC. On December 27, 2018, the Company announced that the Company and Dr. Frost entered into settlement agreements with the SEC, which upon approval of the court would resolve the SEC Complaint against each of them. The settlement was approved by the court in January 2019. Pursuant to the settlement, and without admitting or denying any of the allegations of the Complaint, the Company is enjoined from violating Section 13(d) of the Exchange Act and paid a $100,000 penalty. Liability under Section 13(d) can be established without any showing of wrongful intent or negligence.

Following the SEC's announcement of the SEC Complaint, we were named in several class action lawsuits, more than a dozen derivative suits, and other litigation relating to the allegations in the SEC Complaint among other matters. The Company intends to vigorously defend itself against the claims.

In April 2017, the Civil Division of the United States Attorney's Office for the Southern District of New York (the "SDNY") informed BioReference that it believes that, from 2006 to the present, BioReference had, in violation of the False Claims Act, improperly billed Medicare and TRICARE (both are federal government healthcare programs) for clinical laboratory services provided to hospital inpatient beneficiaries at certain hospitals. In April 2019, the SDNY also informed BioReference that it believes that BioReference provided physicians subsidies for electronic health record systems prior to 2012 that violated regulations adopted by HHS in 2006 which allowed laboratories to provide these donations under certain conditions. BioReference is reviewing and assessing the allegations made by the SDNY.

On October 11, 2019, GeneDx received a letter from the Centers for Medicare and Medicaid Services ("CMS"), notifying GeneDx of CMS' determination to suspend Medicare payments to GeneDx, which suspension became effective on September 27, 2019 (the "CMS Letter"). The CMS Letter specifically stated that the foregoing suspension may last for up to

180 days from the effective date and may be extended under certain circumstances. CMS advised that it suspended payments due to possible overpayments to GeneDx in connection with reimbursement claims for genetic testing services based on a diagnosis of family history of cancer, which testing CMS has alleged is not covered by Medicare under the applicable provisions of the Social Security Act on the basis that such testing is not reasonable and necessary for the diagnosis or treatment of illness or injury. On or around February 3, 2020, we were notified that CMS was lifting the payment suspension. CMS noted, however, that the decision to lift the payment suspension should not be construed as a positive determination regarding our Medicare billing. There can be no assurance that CMS and other governmental payor programs will not seek to recoup payments from us, suspend reimbursement or seek overpayment damages from GeneDx.

From time to time, we may receive inquiries, document requests, Civil Investigative Demands ("CIDs") or subpoenas from the Department of Justice, OCR, CMS, various payors and fiscal intermediaries, and other state and federal regulators regarding investigations, audits and reviews. In addition to the matters discussed in this note, we are currently responding to CIDs, subpoenas, payor audits, and document requests for various matters relating to our laboratory operations. Some pending or threatened proceedings against us may involve potentially substantial amounts as well as the possibility of civil, criminal, or administrative fines, penalties, or other sanctions, which could be material. Settlements of suits involving the types of issues that we routinely confront may require monetary payments as well as corporate integrity agreements. Additionally, qui tam or "whistleblower" actions initiated under the civil False Claims Act may be pending but placed under seal by the court to comply with the False Claims Act's requirements for filing such suits. Also, from time to time, we may detect issues of non-compliance with federal healthcare laws pertaining to claims submission and reimbursement practices and/or financial relationships with physicians, among other things. We may avail ourselves of various mechanisms to address these issues, including participation in voluntary disclosure protocols. Participating in voluntary disclosure protocols can have the potential for significant settlement obligations or even enforcement action. The Company generally has cooperated, and intends to continue to cooperate, with appropriate regulatory authorities as and when investigations, audits and inquiries arise.

We are a party to other litigation in the ordinary course of business. While we cannot predict the ultimate outcome of legal matters, we accrue a liability for legal contingencies when we believe that it is both probable that a liability has been incurred and that we can reasonably estimate the amount of the loss. It's reasonably possible the ultimate liability could exceed amounts currently estimated and we review established accruals and adjust them to reflect ongoing negotiations, settlements, rulings, advice of legal counsel and other relevant information. To the extent new information is obtained and our views on the probable outcomes of claims, suits, assessments, investigations or legal proceedings change, changes in our accrued liabilities would be recorded in the period in which such determination is made. Because of the high degree of judgment involved in establishing loss estimates, the ultimate outcome of such matters will differ from our estimates and such differences may be material to our business, financial condition, results of operations, and cash flows.

At March 31, 2020, we were committed to make future purchases for inventory and other items in 2020 that occur in the ordinary course of business under various purchase arrangements with fixed purchase provisions aggregating approximately $101.1 million.

NOTE 12 REVENUE RECOGNITION

We generate revenues from services, products and intellectual property as follows:

Revenue from services

Revenue for laboratory services is recognized at the time test results are reported, which approximates when services are provided and the performance obligations are satisfied. Services are provided to patients covered by various third-party payor programs including various managed care organizations, as well as the Medicare and Medicaid programs. Billings for services are included in revenue net of allowances for contractual discounts, allowances for differences between the amounts billed and estimated program payment amounts, and implicit price concessions provided to uninsured patients which are all elements of variable consideration.

The following are descriptions of our payors for laboratory services:

Healthcare Insurers. Reimbursements from healthcare insurers are based on negotiated fee-for-service schedules. Revenues consist of amounts billed, net of contractual allowances for differences between amounts billed and the estimated consideration we expect to receive from such payors, which considers historical denial and collection experience and the terms of our contractual arrangements. Adjustments to the allowances, based on actual receipts from the third-party payors, are recorded upon settlement.

Government Payors. Reimbursements from government payors are based on fee-for-service schedules set by governmental authorities, including traditional Medicare and Medicaid. Revenues consist of amounts billed, net of contractual

allowances for differences between amounts billed and the estimated consideration we expect to receive from such payors, which considers historical denial and collection experience and the terms of our contractual arrangements. Adjustments to the allowances, based on actual receipts from the government payors, are recorded upon settlement.

Client Payors. Client payors include physicians, hospitals, employers, and other institutions for which services are performed on a wholesale basis, and are billed and recognized as revenue based on negotiated fee schedules.

Patients. Uninsured patients are billed based on established patient fee schedules or fees negotiated with physicians on behalf of their patients. Insured patients (including amounts for coinsurance and deductible responsibilities) are billed based on fees negotiated with healthcare insurers. Collection of billings from patients is subject to credit risk and ability of the patients to pay. Revenues consist of amounts billed net of discounts provided to uninsured patients in accordance with our policies and implicit price concessions. Implicit price concessions represent differences between amounts billed and the estimated consideration that we expect to receive from patients, which considers historical collection experience and other factors including current market conditions. Adjustments to the estimated allowances, based on actual receipts from the patients, are recorded upon settlement.

The complexities and ambiguities of billing, reimbursement regulations and claims processing, as well as considerations unique to Medicare and Medicaid programs, require us to estimate the potential for retroactive adjustments as an element of variable consideration in the recognition of revenue in the period the related services are rendered. Actual amounts are adjusted in the period those adjustments become known. For the three months ended March 31, 2020 and 2019, revenue reductions due to changes in estimates of implicit price concessions for performance obligations satisfied in prior periods of $8.9 million and $8.4 million, respectively, were recognized.

Third-party payors, including government programs, may decide to deny payment or recoup payments for testing they contend were improperly billed or not medically necessary, against their coverage determinations, or for which they believe they have otherwise overpaid (including as a result of their own error), and we may be required to refund payments already received. Our revenues may be subject to retroactive adjustment as a result of these factors among others, including without limitation, differing interpretations of billing and coding guidance and changes by government agencies and payors in interpretations, requirements, and “conditions of participation” in various programs. We have processed requests for recoupment from third-party payors in the ordinary course of our business, and it is likely that we will continue to do so in the future. If a third-party payer denies payment for testing or recoups money from us in a later period, reimbursement for our testing could decline.

As an integral part of our billing compliance program, we periodically assess our billing and coding practices, respond to payor audits on a routine basis, and investigate reported failures or suspected failures to comply with federal and state healthcare reimbursement requirements, as well as overpayment claims which may arise from time to time without fault on the part of the Company. We may have an obligation to reimburse Medicare, Medicaid, and third-party payors for overpayments regardless of fault. We have periodically identified and reported overpayments, reimbursed payors for overpayments and taken appropriate corrective action.

Settlements with third-party payors for retroactive adjustments due to audits, reviews or investigations are also considered variable consideration and are included in the determination of the estimated transaction price for providing services. These settlements are estimated based on the terms of the payment agreement with the payor, correspondence from the payor and our historical settlement activity, including an assessment of the probability a significant reversal of cumulative revenue recognized will occur when the uncertainty is subsequently resolved. Estimated settlements are adjusted in future periods as adjustments become known (that is, new information becomes available), or as years are settled or are no longer subject to such audits, reviews, and investigations. As of March 31, 2020 and December 31, 2019, we had liabilities of approximately $23.5 million and $27.3 million, respectively, within Accrued expenses and Other long-term liabilities related to reimbursements for payor overpayments.

The composition of Revenue from services by payor for thethree months ended March 31, 2020 and 2019 was as follows:

(In thousands)	Three months ended March 31, 2020	2019
Healthcare insurers	$ 99,081	$ 103,763
Government payers	26,930	31,626
Client payers	39,132	38,422
Patients	5,696	5,080
Total	$ 170,839	$ 178,891

Revenue from products

We recognize revenue from product sales when a customer obtains control of promised goods or services. The amount of revenue that is recorded reflects the consideration that we expect to receive in exchange for those goods or services. Our estimates for sales returns and allowances are based upon the historical patterns of product returns and allowances taken, matched against the sales from which they originated, and our evaluation of specific factors that may increase or decrease the risk of product returns. Product revenues are recorded net of estimated rebates, chargebacks, discounts, co-pay assistance and other deductions (collectively, "Sales Deductions") as well as estimated product returns which are all elements of variable consideration. Allowances are recorded as a reduction of revenue at the time product revenues are recognized. The actual amounts of consideration ultimately received may differ from our estimates. If actual results in the future vary from our estimates, we will adjust these estimates, which would affect Revenue from products in the period such variances become known.

Rayaldee is distributed in the U.S. principally through the retail pharmacy channel, which initiates with the largest wholesalers in the U.S. (collectively, "*Rayaldee* Customers"). In addition to distribution agreements with *Rayaldee* Customers, we have entered into arrangements with many healthcare providers and payors that provide for government-mandated and/or privately-negotiated rebates, chargebacks and discounts with respect to the purchase of *Rayaldee*.

We recognize revenue for shipments of *Rayaldee* at the time of delivery to customers after estimating Sales Deductions and product returns as elements of variable consideration utilizing historical information and market research projections. For the three months ended March 31, 2020 and 2019, we recognized $9.9 million and $5.8 million, respectively, in net product revenue from sales of *Rayaldee*.

The following table presents an analysis of product sales allowances and accruals for the three months ended March 31, 2020:

(In thousands)	Chargebacks, discounts, rebates and fees	Governmental	Returns	Total
Balance at December 31, 2019	$ 3,194	$ 5,841	$ 2,751	$ 11,786
Provision related to current period sales	4,825	7,208	703	12,736
Credits or payments made	(5,156)	(6,850)	(122)	(12,128)
Balance at March 31, 2020	$ 2,863	$ 6,199	$ 3,332	$ 12,394
Total gross *Rayaldee* sales				$ 22,683
Provision for *Rayaldee* sales allowances and accruals as a percentage of gross *Rayaldee* sales				56%

Taxes collected from customers related to revenues from services and revenues from products are excluded from revenues.

Revenue from intellectual property

We recognize revenues from the transfer of intellectual property generated through license, development, collaboration and/or commercialization agreements. The terms of these agreements typically include payment to us for one or more of the following: non-refundable, up-front license fees; development and commercialization milestone payments; funding of research and/or development activities; and royalties on sales of licensed products. Revenue is recognized upon satisfaction of a performance obligation by transferring control of a good or service to the customer.

For research, development and/or commercialization agreements that result in revenues, we identify all material performance obligations, which may include a license to intellectual property and know-how, and research and development activities. In order to determine the transaction price, in addition to any upfront payment, we estimate the amount of variable consideration at the outset of the contract either utilizing the expected value or most likely amount method, depending on the facts and circumstances relative to the contract. We constrain (reduce) our estimates of variable consideration such that it is probable that a significant reversal of previously recognized revenue will not occur throughout the life of the contract. When determining if variable consideration should be constrained, we consider whether there are factors outside of our control that could result in a significant reversal of revenue. In making these assessments, we consider the likelihood and magnitude of a potential reversal of revenue. These estimates are re-assessed each reporting period as required.

Upfront License Fees: If a license to our intellectual property is determined to be functional intellectual property distinct from the other performance obligations identified in the arrangement, we recognize revenue from nonrefundable, upfront license fees based on the relative value prescribed to the license compared to the total value of the arrangement. The revenue is recognized when the license is transferred to the customer and the customer is able to use and benefit from the license. For licenses that are not distinct from other obligations identified in the arrangement, we utilize judgment to assess the nature of the combined performance obligation to determine whether the combined performance obligation is satisfied over time or at a point in time. If the combined performance obligation is satisfied over time, we apply an appropriate method of measuring progress for purposes of recognizing revenue from nonrefundable, upfront license fees. We evaluate the measure of progress each reporting period and, if necessary, adjust the measure of performance and related revenue recognition.

Development and Regulatory Milestone Payments: Depending on facts and circumstances, we may conclude that it is appropriate to include the milestone in the estimated transaction price or that it is appropriate to fully constrain the milestone. A milestone payment is included in the transaction price in the reporting period that we conclude that it is probable that recording revenue in the period will not result in a significant reversal in amounts recognized in future periods. We may record revenues from certain milestones in a reporting period before the milestone is achieved if we conclude that achievement of the milestone is probable and that recognition of revenue related to the milestone will not result in a significant reversal in amounts recognized in future periods. We record a corresponding contract asset when this conclusion is reached. Milestone payments that have been fully constrained are not included in the transaction price to date. These milestones remain fully constrained until we conclude that achievement of the milestone is probable and that recognition of revenue related to the milestone will not result in a significant reversal in amounts recognized in future periods. We re-evaluate the probability of achievement of such development milestones and any related constraint each reporting period. We adjust our estimate of the overall transaction price, including the amount of revenue recorded, if necessary.

Research and Development Activities: If we are entitled to reimbursement from our customers for specified research and development expenses, we account for them as separate performance obligations if distinct. We also determine whether the research and development funding would result in revenues or an offset to research and development expenses in accordance with provisions of gross or net revenue presentation. The corresponding revenues or offset to research and development expenses are recognized as the related performance obligations are satisfied.

Sales-based Milestone and Royalty Payments: Our customers may be required to pay us sales-based milestone payments or royalties on future sales of commercial products. We recognize revenues related to sales-based milestone and royalty payments upon the later to occur of (i) achievement of the customer's underlying sales or (ii) satisfaction of any performance obligation(s) related to these sales, in each case assuming the license to our intellectual property is deemed to be the predominant item to which the sales-based milestones and/or royalties relate.

Other Potential Products and Services: Arrangements may include an option for license rights, future supply of drug substance or drug product for either clinical development or commercial supply at the licensee's election. We assess if these options provide a material right to the licensee and if so, they are accounted for as separate performance obligations at the inception of the contract and revenue is recognized only if the option is exercised and products or services are subsequently delivered or when the rights expire. If the promise is based on market terms and not considered a material right, the option is accounted for if and when exercised. If we are entitled to additional payments when the licensee exercises these options, any additional payments are generally recorded in license or other revenues when the licensee obtains control of the goods, which is upon delivery.

For the three months ended March 31, 2020 and 2019, revenue from transfer of intellectual property principally reflects $8.7 million and $17.4 million of revenue, respectively, related to the Pfizer Transaction (as defined below). Refer to Note 13. Total contract liabilities included in Accrued expenses and Other long-term liabilities was $12.3 million and $21.8 million at March 31, 2020 and December 31, 2019, respectively. The contract liability balance at March 31, 2020 related primarily to the Pfizer Transaction.

NOTE 13 STRATEGIC ALLIANCES

Japan Tobacco Inc.

On October 12, 2017, EirGen, our wholly owned subsidiary, and Japan Tobacco Inc. ("JT") entered into a Development and License Agreement (the "JT Agreement") granting JT the exclusive rights for the development and commercialization of *Rayaldee* in Japan (the "JT Territory"). The license grant to JT covers the therapeutic and preventative use of the product for (i) SHPT in non-dialysis and dialysis patients with CKD, (ii) rickets, and (iii) osteomalacia (the "JT Initial Indications"), as well as such additional indications as may be added to the scope of the license subject to the terms of the JT Agreement (the JT Additional Indications" and together with the JT Initial Indications, the "JT Field").

In connection with the license, OPKO received an initial upfront payment of $6 million and received another $6 million upon the initiation of OPKO's phase 2 study for *Rayaldee* in dialysis patients in the U.S. in September 2018 (the "Initial Consideration"). OPKO is also eligible to receive up to an additional aggregate amount of $31 million upon the achievement of certain regulatory and development milestones by JT for *Rayaldee* in the JT Territory, and $75 million upon the achievement of certain sales based milestones by JT in the JT Territory. OPKO is also entitled to receive tiered, double digit royalty payments at percentages ranging from low double digits to mid-teens on net sales of *Rayaldee* within the JT Territory. JT will, at its sole cost and expense, be responsible for performing all development activities necessary to obtain all regulatory approvals for *Rayaldee* in Japan and for all commercial activities pertaining to *Rayaldee* in Japan.

The JT Agreement provides for the following: (1) an exclusive license in the JT Territory in the JT Field for the development and commercialization of *Rayaldee*; and (2) at JT's option, EirGen will supply products to support the development, sale and commercialization of the products to JT in the JT Territory.

The Initial Consideration will be recognized over the performance period through 2021, when we anticipate completing the transfer of license materials specified in the JT Agreement and our performance obligation is complete. Payments received for regulatory, development and sales milestones are non-refundable. The milestones are payable if and when the associated milestone is achieved and will be recognized as revenue in the period in which the associated milestone is achieved, assuming all other revenue recognition criteria are met. To date, no revenue has been recognized related to these milestones.

Vifor Fresenius Medical Care Renal Pharma Ltd

In May 2016, EirGen and Vifor Fresenius Medical Care Renal Pharma Ltd ("VFMCRP"), entered into a Development and License Agreement (the "VFMCRP Agreement") for the development and commercialization of *Rayaldee* (the "Product") worldwide, except for (i) the U.S., (ii) any country in Central America or South America (excluding Mexico), (iii) Russia, (iv) China, (v) Japan, (vi) Ukraine, (vii) Belorussia, (viii) Azerbaijan, (ix) Kazakhstan, and (x) Taiwan (the "VFMCRP Territory"). The license to VFMCRP potentially covers all therapeutic and prophylactic uses of the Product in human patients (the "VFMCRP Field"), provided that initially the license is for the use of the Product for the treatment or prevention of SHPT related to patients with CKD and vitamin D insufficiency/deficiency (the "VFMCRP Initial Indication").

Under the terms of the VFMCRP Agreement, EirGen granted to VFMCRP an exclusive license in the VFMCRP Territory in the VFMCRP Field to use certain EirGen patents and technology to make, have made, use, sell, offer for sale, and import Products and to develop, commercialize, have commercialized, and otherwise exploit the Product. EirGen received a non-refundable and non-creditable initial payment of $50 million, which was recognized in Revenue from the transfer of intellectual property and other in our Consolidated Statement of Operations in 2016. EirGen also received a $2.0 million payment triggered by the approval of *Rayaldee* in Canada for the treatment of SHPT in adults with stage 3 or 4 CKD and vitamin D insufficiency in July 2018. EirGen was also eligible to receive up to an additional $35 million in regulatory milestones ("Regulatory Milestones") and $195 million in launch and sales-based milestones ("Sales Milestones"), and will receive tiered royalties on sales of the product at percentage rates that range from the mid-teens to the mid-twenties or a minimum royalty, whichever is greater, upon the commencement of sales of the Product within the VFMCRP Territory and in the VFMCRP Field.

Effective May 5, 2020, we entered into an amendment to the VFMCRP Agreement (the "VFMCRP Amendment"), pursuant to which the parties agreed to exclude Mexico, South Korea, the Middle East and all of the countries of Africa from the VFMCRP Territory. In addition, the parties agreed to certain amendments to the milestone structure and and to reduce minimum royalties payable. As revised, EirGen is now eligible to receive up to $20 million in Regulatory Milestones and $210 million in Sales Milestones tied to launch, pricing and sales.

We plan to share responsibility with VFMCRP for the conduct of trials specified within an agreed-upon development plan, with each company leading certain activities within the plan. EirGen will lead the manufacturing activities within and outside the VFMCRP Territory and the commercialization activities outside the VFMCRP Territory and outside the VFMCRP Field in the VFMCRP Territory and VFMCRP will lead the commercialization activities in the VFMCRP Territory and the

VFMCRP Field. For the initial development plan, the companies have agreed to certain cost sharing arrangements. VFMCRP will be responsible for all other development costs that VFMCRP considers necessary to develop the Product for the use of the Product for the VFMCRP Initial Indication in the VFMCRP Territory in the VFMCRP Field except as otherwise provided in the VFMCRP Agreement. The first of the clinical studies provided for in the development activities commenced in September 2018.

In connection with the VFMCRP Agreement, the parties entered into a letter agreement pursuant to which EirGen granted to VFMCRP an exclusive option (the "Option") to acquire an exclusive license under certain EirGen patents and technology to use, import, offer for sale, sell, distribute and commercialize the Product in the U.S. solely for the treatment of SHPT in dialysis patients with CKD and vitamin D insufficiency (the "Dialysis Indication"). Upon exercise of the Option, VFMCRP will reimburse EirGen for all of the development costs incurred by EirGen with respect to the Product for the Dialysis Indication in the U.S. VFMCRP would also pay EirGen up to an additional aggregate amount of $555 million of sales-based milestones upon the achievement of certain milestones and would be obligated to pay royalties at percentage rates that range from the mid-teens to the mid-twenties on sales of the Product in the U.S. for the Dialysis Indication. To date, VFMCRP has not exercised its option.

Payments received for Regulatory Milestones and Sales Milestones are non-refundable. The Regulatory Milestones are payable if and when VFMCRP obtains approval from certain regulatory authorities and will be recognized as revenue in the period in which the associated milestone is achieved, assuming all other revenue recognition criteria are met. We account for the Sales Milestones as royalties and Sales Milestones payments will be recognized as revenue in the period in which the associated milestone is achieved or sales occur, assuming all other revenue recognition criteria are met.

Pfizer Inc.

In December 2014, we entered into an exclusive worldwide agreement (the "Pfizer Agreement") with Pfizer for the development and commercialization of our long-acting hGH-CTP (Somatrogon) for the treatment of growth hormone deficiency ("GHD") in adults and children, as well as for the treatment of growth failure in children born small for gestational age (the "Pfizer Transaction").

On October 21, 2019, we and Pfizer announced that the global phase 3 trial evaluating Somatrogon (hGH-CTP) dosed once-weekly in prepubertal children with GHD met its primary endpoint of non-inferiority to daily Genotropin® (somatropin) for injection, as measured by annual height velocity at 12 months.

The Pfizer Transaction closed in January 2015. Under the terms of the Pfizer Transaction, we received non-refundable and non-creditable upfront payments of $295.0 million and are eligible to receive up to an additional $275.0 million upon the achievement of certain regulatory milestones. Pfizer received the exclusive license to commercialize hGH-CTP worldwide. In addition, we are eligible to receive initial tiered royalty payments associated with the commercialization of hGH-CTP for adult GHD with percentage rates ranging from the high teens to mid-twenties. Upon the launch of hGH-CTP for pediatric GHD in certain major markets, the royalties will transition to regional, tiered gross profit sharing for both hGH-CTP and Pfizer's Genotropin®.

The agreement with Pfizer will remain in effect until the last sale of the licensed product, unless earlier terminated as permitted under the Pfizer Agreement. In addition to termination rights for material breach and bankruptcy, Pfizer is permitted to terminate the Pfizer Agreement in its entirety, or with respect to one or more world regions, without cause after a specified notice period. If the Pfizer Agreement is terminated by us for Pfizer's uncured material breach, or by Pfizer without cause, provision has been made for transition of product and product responsibilities to us for the terminated regions, as well as continued supply of product by Pfizer or transfer of supply to us in order to support the terminated regions.

We are recognizing the non-refundable $295.0 million upfront payments as revenue as the research and development services are completed and had contract liabilities related to the Pfizer Transaction of $7.5 million at March 31, 2020, which were classified in Accrued expenses.

The Pfizer Transaction includes milestone payments of $275.0 million upon the achievement of certain milestones. The milestones range from $20.0 million to $90.0 million each and are based on achievement of regulatory approval in the U.S. and regulatory approval and price approval in other major markets. The milestone payments will be recognized as revenue in the period in which the associated milestone is achieved, assuming all other revenue recognition criteria are met. To date, no revenue has been recognized related to the achievement of the milestones.

TESARO

In November 2009, we entered into an asset purchase agreement (the "NK-1 Agreement") under which we acquired VARUBI™ (rolapitant) and other neurokinin-1 ("NK-1") assets from Merck. In December 2010, we entered into an exclusive license agreement with TESARO, Inc. ("TESARO"), in which we out-licensed the development, manufacture, commercialization and distribution of our lead NK-1 candidate, VARUBI™ (the "TESARO License"). Under the terms of the license, we received a $6.0 million upfront payment from TESARO and we received $30 million of milestone payments from TESARO upon achievement of certain regulatory and commercial sale milestones and we are eligible to receive additional commercial milestone payments of up to $85 million if specified levels of annual net sales are achieved. The sales based milestone payments will be recognized as revenue in full in the period in which the associated sales occur. For the three months ended March 31, 2020 and 2019, no revenue was recognized related to the achievement of the milestones under the TESARO License.

Under the TESARO License, TESARO was also obligated to pay us tiered royalties on annual net sales achieved in the U.S. and Europe at percentage rates that range from the low double digits to the low twenties, and outside of the U.S. and Europe at low double-digit percentage rates until the later of the date that all of the patent rights licensed from us and covering VARUBI™ expire, are invalidated or are not enforceable and 12 years from the first commercial sale of the product. TESARO announced in 2018 that it had elected to suspend further distribution of Varubi IV. In June 2018, TESARO assigned its rights and obligations under the agreement to TerSera Therapeutics LLC ("TerSera") pursuant to an asset purchase agreement. Under the asset purchase agreement, TerSera is responsible for VARUBI in the U.S. and Canada and TESARO was permitted to continue to commercialize VARUBY® in Europe and the rest of the world though a sublicense with TerSera. In September 2019, TESARO informed us and TerSera that it intends to stop selling VARUBY® in the TESARO Territory and that it intends to withdraw its marketing authorization for VARUBY® in Europe.

The term of the license with TerSera will remain in force until the expiration of the royalty term in each country, unless we terminate the license earlier for material breach of the license or bankruptcy. TerSera has a right to terminate the license at any time during the term for any reason on three months' written notice.

Pharmsynthez

In April 2013, we entered into a series of concurrent transactions with Pharmsynthez, a Russian pharmaceutical company traded on the Moscow Stock Exchange, pursuant to which we acquired an equity method investment in Pharmsynthez (ownership 9%). We also granted rights to certain technologies in the Russian Federation, Ukraine, Belarus, Azerbaijan and Kazakhstan (the "Pharmsynthez Territories") to Pharmsynthez and agreed to perform certain development activities. We will receive from Pharmsynthez royalties on net sales of products incorporating the technologies in the Pharmsynthez Territories, as well as a percentage of any sublicense income from third parties for the technologies in the Pharmsynthez Territories.

Phio Pharmaceuticals Corp.

In March 2013, we completed the sale to RXi Pharmaceuticals Corporation (now known as Phio Pharmaceuticals Corp.) of substantially all of our assets in the field of RNA interference (the "RNAi Assets") (collectively, the "Asset Purchase Agreement"). Pursuant to the Asset Purchase Agreement, Phio will be required to pay us up to $50.0 million in milestone payments upon the successful development and commercialization of each drug developed by Phio, certain of its affiliates or any of its or their licensees or sublicensees utilizing patents included within the RNAi Assets (each, a "Qualified Drug"). In addition, Phio will also be required to pay us royalties equal to: (a) a mid single-digit percentage of "Net Sales" (as defined in the Asset Purchase Agreement) with respect to each Qualified Drug sold for an ophthalmologic use during the applicable "Royalty Period" (as defined in the Asset Purchase Agreement); and (b) a low single-digit percentage of net sales with respect to each Qualified Drug sold for a non-ophthalmologic use during the applicable Royalty Period.

Other

We have completed strategic deals with numerous institutions and commercial partners. In connection with these agreements, upon the achievement of certain milestones we are obligated to make certain payments and have royalty obligations upon sales of products developed under the license agreements. At this time, we are unable to estimate the timing and amounts of payments as the obligations are based on future development of the licensed products.

NOTE 14 SEGMENTS

We manage our operations in two reportable segments, pharmaceutical and diagnostics. The pharmaceutical segment consists of our pharmaceutical operations in Chile, Mexico, Ireland, Israel and Spain, *Rayaldee* product sales and our pharmaceutical research and development. The diagnostics segment primarily consists of our clinical laboratory operations

through BioReference and our point-of-care operations. There are no significant inter-segment sales. We evaluate the performance of each segment based on operating profit or loss. There is no inter-segment allocation of interest expense and income taxes.

Information regarding our operations and assets for our operating segments and the unallocated corporate operations as well as geographic information are as follows:

(In thousands)	For the three months ended March 31, 2020	2019
Revenue from services:		
Pharmaceutical	$ —	$ —
Diagnostics	170,839	178,891
Corporate	—	—
	$ 170,839	$ 178,891
Revenue from products:		
Pharmaceutical	$ 31,074	$ 25,301
Diagnostics	—	—
Corporate	—	—
	$ 31,074	$ 25,301
Revenue from transfer of intellectual property and other:		
Pharmaceutical	$ 9,553	$ 18,259
Diagnostics	—	—
Corporate	—	—
	$ 9,553	$ 18,259
Operating loss:		
Pharmaceutical	$ (14,126)	$ (29,477)
Diagnostics	(18,133)	(33,569)
Corporate	(8,503)	(12,272)
	$ (40,762)	$ (75,318)
Depreciation and amortization:		
Pharmaceutical	$ 7,121	$ 7,526
Diagnostics	14,871	16,271
Corporate	60	19
	$ 22,052	$ 23,816
Loss from investment in investees:		
Pharmaceutical	$ (134)	$ (1,854)
Diagnostics	—	—
Corporate	—	—
	$ (134)	$ (1,854)
Revenues:		
United States	$ 180,872	$ 184,894
Ireland	11,901	20,534
Chile	10,850	7,865
Spain	4,156	4,418
Israel	1,707	3,116
Mexico	1,841	1,531
Other	139	93
	$ 211,466	$ 222,451

(In thousands)	March 31, 2020	December 31, 2019
Assets:		
Pharmaceutical	$ 1,157,430	$ 1,174,639
Diagnostics	1,026,880	1,035,112
Corporate	48,232	99,521
	$ 2,232,542	$ 2,309,272
Goodwill:		
Pharmaceutical	$ 234,773	$ 237,131
Diagnostics	434,809	434,809
Corporate	—	—
	$ 669,582	$ 671,940

No customer represented more than 10% of our total consolidated revenue during the three months ended March 31, 2020 and 2019. As of March 31, 2020 and December 31, 2019, no customer represented more than 10% of our accounts receivable balance.

NOTE 15 LEASES

We have operating leases for office space, laboratory operations, research and development facilities, manufacturing locations, warehouses and certain equipment. We determine if a contract contains a lease at inception or modification of a contract. Our leases generally do not provide an implicit interest rate, and we therefore use our incremental borrowing rate as the discount rate when measuring operating lease liabilities. The incremental borrowing rate represents an estimate of the interest rate we would incur at lease commencement to borrow an amount equal to the lease payments on a collateralized basis over the term of the lease within a particular currency environment. We used the incremental borrowing rates as of January 1, 2019 for operating leases that commenced prior to that date. Many of our leases contain rental escalation, renewal options and/or termination options that are factored into our determination of lease payments as appropriate. Variable lease payment amounts that cannot be determined at the commencement of the lease are not included in the right-to-use assets or liabilities.

The following table presents the lease balances within the Condensed Consolidated Balance Sheet as of March 31, 2020:

(in thousands)	**Classification on the Balance Sheet**	**March 31, 2020**	**December 31, 2019**
Assets			
Operating lease assets	Operating lease right-of-use assets	$ 39,793	$ 39,380
Finance lease assets	Property, plant and equipment, net	6,087	6,789
Liabilities			
Current			
Operating lease liabilities	Current maturities of operating leases	11,480	12,038
Accrued expenses	Current maturities of finance leases	2,598	2,743
Long-term			
Operating lease liabilities	Operating lease liabilities	28,669	27,665
Other long-term liabilities	Finance lease liabilities	$ 3,489	$ 4,046
Weighted average remaining lease term			
Operating leases		5.6 years	5.6 years
Finance leases		2.4 years	2.6 years
Weighted average discount rate			
Operating leases		6.3%	6.3%
Finance leases		3.6%	3.0%

The following table reconciles the undiscounted future minimum lease payments (displayed by year and in the aggregate) under noncancelable operating leases with terms of more than one year to the total operating lease liabilities recognized on our Condensed Consolidated Balance Sheet as of March 31, 2020:

(in thousands)	Operating	Finance
April 1, 2020 through December 31, 2020	$ 9,601	$ 2,122
2021	7,079	2,186
2022	6,108	1,171
2023	5,457	586
2024	4,297	242
Thereafter	17,189	—
Total undiscounted future minimum lease payments	49,731	6,307
Less: Difference between lease payments and discounted lease liabilities	9,582	220
Total lease liabilities	$ 40,149	$ 6,087

Expense under operating leases and finance leases was $4.6 million and $0.7 million, respectively, for the three months ended March 31, 2020, which includes $0.8 million of variable lease costs. Expense under operating leases and finance leases was $5.7 million and $1.7 million, respectively, for the three months ended March 31, 2019, which includes $1.7 million of variable lease costs. Operating lease costs and finance lease costs are included within Operating loss in the Condensed Consolidated Statement of Operations. Short-term lease costs were not material.

Supplemental cash flow information is as follows:

(in thousands)	For the three months ended March 31,	
	2020	2019
Operating cash out flows from operating leases	$ 4,698	$ 5,742
Operating cash out flows from finance leases	45	191
Financing cash out flows from finance leases	493	660
Total	$ 5,236	$ 6,593

NOTE 16 SUBSEQUENT EVENTS

We have reviewed all subsequent events and transactions that occurred after the date of our March 31, 2020 Condensed Consolidated Balance Sheet date, through the time of filing this Quarterly Report on Form 10-Q.

Effective May 5, 2020, EirGen and Vifor Fresenius Medical Care Renal Pharma Ltd ("VFMCRP") entered into an amendment (the "VFMCRP Amendment") to the Development and License Agreement, originally entered into in May 2016 for the development and commercialization of *Rayaldee* worldwide, except for (i) the U.S., (ii) any country in Central America or South America (excluding Mexico), (iii) Russia, (iv) China, (v) Japan, (vi) Ukraine, (vii) Belorussia, (viii) Azerbaijan, (ix) Kazakhstan, and (x) Taiwan (the "VFMCRP Territory"). Under the terms of the VFMCRP Amendment, EirGen and VFMCRP have agreed to exclude Mexico, South Korea, the Middle East and all of the countries of Africa from the VFMCRP Territory. In addition, the parties agreed to certain amendments to the milestone structure and to reduce minimum royalties payable. As revised, EirGen is eligible to receive up to $20 million in Regulatory Milestones and $210 million in Sales Milestones tied to launch, pricing and sales of *Rayaldee*.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.

OVERVIEW

You should read this discussion together with the unaudited Condensed Consolidated Financial Statements, related notes, and other financial information included elsewhere in this Quarterly Report on Form 10-Q together with our audited consolidated financial statements, related notes, and other information contained in our Annual Report on Form 10-K for the year ended December 31, 2019 (the "Form 10-K"). The following discussion contains assumptions, estimates and other forward-looking statements that involve a number of risks and uncertainties, including those discussed under "Risk Factors," in Part I, Item 1A of the Form 10-K and in Part II, Item 1A of this Quarterly Report on Form 10-Q and as described from time to time in our other filings with the Securities and Exchange Commission. These risks could cause our actual results to differ materially from those anticipated in these forward-looking statements.

We are a diversified healthcare company that seeks to establish industry-leading positions in large and rapidly growing medical markets. Our diagnostics business includes BioReference Laboratories ("BioReference"), one of the nation's largest full service laboratories with a core genetic testing business and an almost 300-person sales and marketing team to drive growth and leverage new products, including the *4Kscore* test. Our pharmaceutical business features *Rayaldee*, an FDA-approved treatment for secondary hyperparathyroidism ("SHPT") in adults with stage 3 or 4 chronic kidney disease ("CKD") and vitamin D insufficiency (launched in November 2016), OPK88004, a selective androgen receptor modulator which we are exploring for various potential indications, and OPK88003, a once or twice weekly oxyntomodulin for type 2 diabetes and obesity which is a clinically advanced drug candidate among the new class of GLP-1 glucagon receptor dual agonists (phase 2b). Our pharmaceutical business also features hGH-CTP, a once-weekly human growth hormone injection for which we have partnered with Pfizer and successfully completed a phase 3 study in August 2019.

We operate established pharmaceutical platforms in Spain, Ireland, Chile and Mexico, which are generating revenue and from which we expect to generate positive cash flow and facilitate future market entry for our products currently in development. We have a development and commercial supply pharmaceutical company, as well as a global supply chain operation and holding company in Ireland, which we expect will play an important role in the development, manufacturing, distribution and approval of a wide variety of drugs with an emphasis on high potency products. We also own a specialty active pharmaceutical ingredients ("APIs") manufacturer in Israel, which we expect will facilitate the development of our pipeline of molecules and compounds for our proprietary molecular diagnostic and therapeutic products.

RECENT DEVELOPMENTS

On March 25, 2020, we reported interim results from an ongoing phase 4 clinical trial comparing*Rayaldee* with three common treatment regimens for SHPT in adult patients with stage 3 or 4 CKD and vitamin D insufficiency. The interim results from all subjects undergoing or completing treatment indicated that a daily dose of 60 mcg of *Rayaldee* is the only one of the four treatment regimens tested that reliably raised serum total 25-hydroxyvitamin D to the range of 50 to 100 ng/mL, a level required to effectively suppress elevated plasma intact parathyroid hormone in CKD patients. The final results from the ongoing phase 4 clinical trial are expected in the second half of 2020.

In addition to the phase 4 interim results, we announced interim results from our ongoing phase 2 clinical trial exploring the safety and efficacy of a high-strength formulation of *Rayaldee* as a new treatment for SHPT in adult patients with stage 5 CKD requiring hemodialysis and vitamin D insufficiency. Interim results suggested that *Rayaldee* is (1) well tolerated (absence of significant changes in serum calcium and phosphorus or increased incidence of adverse events), (2) activated (serum levels of calcitriol, the active metabolite, are elevated) and (3) capable of treating SHPT (≥30% decreases in iPTH are observed from pre-treatment baseline). Topline data for the study are expected in the first quarter of 2021.

On February 25, 2020, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the amount of $100 million. Borrowings under the line of credit will bear interest at a rate of 11% per annum and may be repaid and reborrowed at any time. The credit agreement includes various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit matures on February 25, 2025. The line of credit also calls for a commitment fee equal to 0.25% per annum of the unused portion of the line.

RESULTS OF OPERATIONS

FOR THE THREE MONTHS ENDED MARCH 31, 2020 AND 2019

Impact of COVID-19

As a novel strain of coronavirus, COVID-19 continues to spread and severely impact the economy of the United States and other countries around the world, we are committed to being a part of the coordinated public and private sector response to this unprecedented challenge. In response to the COVID-19 pandemic, BioReference Laboratories is accepting specimens for two types of COVID-19 testing, diagnostic molecular testing and serology antibody testing, from healthcare providers, clinics and health and hospital systems throughout the U.S., to promote earlier diagnosis of the coronavirus, assess a patient's immune response to the virus and aid in limiting spread of infection. In addition to its robust nationwide COVID-19 testing offering, BioReference has partnerships with the New York State Department of Health, the New York City Health and Hospital Corporation (NYC Health + Hospitals), the State of New Jersey, the State of Florida and the cities of Detroit and Miami, among others, to provide COVID-19 testing. BioReference has performed nearly 700,000 diagnostic tests since mid-March with the capacity to perform 35,000 tests per day and continues scaling up. For serologic antibody testing, BioReference has partnered with the State of New York and currently anticipates a daily capacity of 400,000 tests by mid-May.

We have put preparedness plans in place at our facilities to maintain continuity of operations, while also taking steps to keep colleagues and customers healthy and safe. In line with recommendations to reduce large gatherings and increase social distancing, we have, where practical, transitioned many office-based colleagues to a remote work environment.

In March 2020, BioReference experienced, and has continued to experience, a decline in routine clinical and genomics testing volumes due to the COVID-19 pandemic. For the three months ended March 31, 2020, volumes in our diagnostics segment were down 6.6%, inclusive of the offsetting increase from COVID-19 testing, as compared to volumes in the first quarter of 2019. In April, volume declines continued, down 10% as compared to 2019 levels, inclusive of the offsetting increase from COVID-19 testing, with volumes in early May showing year over year increases. Federal, state and local governmental policies and initiatives designed to reduce the transmission of COVID-19 have resulted in, among other things, a significant reduction in physician office visits, the cancellation of elective medical procedures, customers closing or severely curtailing their operations (voluntarily or in response to government orders), and the adoption of work-from-home or shelter-in-place policies, all of which have had, and may continue to have, an adverse impact on our operating results, cash flows and financial condition, including continued declines in testing volumes. It is also possible that we will experience an adverse impact on cash collections as a result of the impact of the COVID-19 pandemic. As stay at home orders and other restrictions are lifted, we would expect to see our routine clinical and genomic testing volumes to trend towards normalization with prior periods. We also continue to see a substantial need for PCR testing by our existing clients and expect new clients for the foreseeable future.

The next phase of diagnostics for the pandemic will be antibody testing in addition to ongoing PCR testing. As noted above, we started offering COVID-19 antibody blood testing on a nationwide basis at the end of April and have the capacity for a significant daily volume of testing.

In March 2020, in response to the COVID-19 pandemic, the CARES Act was signed into law. The CARES Act provides numerous tax provisions and other stimulus measures, including temporary changes regarding the prior and future utilization of net operating losses, temporary changes to the prior and future limitations on interest deductions, temporary suspension of certain payment requirements for the employer portion of Social Security taxes, technical corrections from prior tax legislation for tax depreciation of certain qualified improvement property, and the creation of certain payroll tax credits associated with the retention of employees.

We have received, or expect to receive a number of benefits under The CARES Act including, but not limited to:

- We received approximately $14 million under The Centers for Medicare & Medicaid Services (CMS) Accelerated and Advance Payment Program, which provides accelerated payments to Medicare providers/suppliers working to provide treatment to patients and combat the COVID-19 pandemic. The amounts advanced are loans which will be offset against future claims and must be repaid;
- We are eligible to defer depositing the employer's share of Social Security taxes for payments due from March 27, 2020 through December 31, 2020, interest-free and penalty-free;
- We received approximately $6 million in April 2020 from the initial tranche of funds that was distributed to health care providers for related expenses or lost revenues that are attributable to the COVID-19 pandemic;
- U.S. Department of Health and Human Services (HHS), will provide claims reimbursement to health care providers generally at Medicare rates for testing uninsured patients; and
- Clinical laboratories are provided a one-year reprieve from the reporting requirements under the Protecting Access to Medicare Act ("PAMA") as well as a one-year delay of reimbursement rate reductions for clinical laboratory services provided under Medicare that were scheduled to take place in 2021.

We have taken certain temporary actions to manage our workforce costs including reduced hours for employees whose work has significantly declined and temporary furloughs for non-essential employees with diminished work requirements. Substantially all of our furloughed employees have returned or will be returning to work, and we expect to hire additional employees to support COVID-19 antibody testing and the anticipated return of normalized levels of routine clinical and genomic testing.

Since the pandemic began in the United States, we have invested, and expect to continue to invest, in testing capabilities and infrastructure to meet demand for our molecular and antibody testing for COVID-19.

Our consolidated loss from operations for the three months ended March 31, 2020 and 2019 is as follows:

	For the three months ended March 31,		
(In thousands)	2020	2019	Change
Revenues:			
Revenue from services	$ 170,839	$ 178,891	$ (8,052)
Revenue from products	31,074	25,301	5,773
Revenue from transfer of intellectual property and other	9,553	18,259	(8,706)
Total revenues	211,466	222,451	(10,985)
Costs and expenses:			
Cost of revenue	140,258	144,059	(3,801)
Selling, general and administrative	76,132	95,158	(19,026)
Research and development	21,760	36,529	(14,769)
Contingent Consideration	(860)	4,806	(5,666)
Amortization of intangible assets	14,938	16,562	(1,624)
Asset impairment charges	—	655	(655)
Total costs and expenses	252,228	297,769	(45,541)
Loss from continuing operations	(40,762)	(75,318)	34,556

We manage our operations in two reportable segments, pharmaceuticals and diagnostics. The pharmaceuticals segment consists of our pharmaceutical operations in Chile, Mexico, Ireland, Israel and Spain, *Rayaldee* product sales and our

pharmaceutical research and development. The diagnostics segment primarily consists of our clinical laboratory operations through BioReference and our point-of-care operations. There are no significant inter-segment sales. We evaluate the performance of each segment based on operating profit or loss. The following presents the financial measures that management considers to be the most significant indicators of the Company's performance.

Diagnostics

	For the three months ended March 31,		
(In thousands)	2020	2019	Change
Revenues			
Revenue from services	$ 170,839	$ 178,891	$ (8,052)
Total revenues	170,839	178,891	(8,052)
Costs and expenses:			
Cost of revenue	122,906	129,913	(7,007)
Selling, general and administrative	52,724	67,465	(14,741)
Research and development	3,393	3,793	(400)
Contingent Consideration	33	492	(459)
Amortization of intangible assets	9,916	10,797	(881)
Total costs and expenses	188,972	212,460	(23,488)
Loss from continuing operations	(18,133)	(33,569)	15,436

Revenue. Revenue from services for the three months ended March 31, 2020 decreased by approximately $8.1 million compared to the three months ended March 31, 2019, primarily due to the negative impacts of:

- $7.1 million and $2.9 million from reduced clinical test volumes and genomics testing, respectively. Total volume (measured by requisitions) decreased by 6.6%. The decline in volume includes the negative impacts from the COVID-19 pandemic, principally from referring physician office closures and stay-at-home guidance throughout states in which we predominately operate, and declines in routine clinical and genomics testing, which declined 60% to 65% versus the Company's normal daily levels at the end of the quarter. COVID-19 testing represented 4.5% of total volume for the first quarter of 2020;
- $2.2 million from lower net reimbursement on our genomic testing due to increased denial rates, which was partially offset by the positive impacts of increased reimbursement from our clinical testing of $3.3 million resulting from improved operational procedures, and a flattening of our denial rate, which was partially offset by the latest negative impact of the Protecting Access to Medicare Act of 2014 price reduction which went into effective January 1, 2020.

Estimated collection amounts are subject to the complexities and ambiguities of billing, reimbursement regulations and claims processing, as well as considerations unique to Medicare and Medicaid programs, and require us to consider the potential for retroactive adjustments when estimating variable consideration in the recognition of revenue in the period the related services are rendered. For the three months ended March 31, 2020 and 2019, revenue reductions due to changes in estimates of implicit price concessions for performance obligations satisfied in prior periods of $8.9 million and $8.4 million, respectively, were recognized.

The composition of Revenue from services by payor for the three months ended March 31, 2020 and 2019 was as follows:

	Three months ended March 31,	
(In thousands)	2020	2019
Healthcare insurers	$ 99,081	$ 103,763
Government payers	26,930	31,626
Client payers	39,132	38,422
Patients	5,696	5,080
Total	$ 170,839	$ 178,891

Cost of revenue. Cost of revenue for the three months ended March 31, 2020 decreased $7.0 million compared to the three months ended March 31, 2019. Cost of revenue decreased $8.6 million for the three months ended March 31, 2020 due to an overall reduction in clinical and genomic test volumes, and $1.7 million due to cost reduction initiatives, which resulted in per patient encounter efficiency gains at BioReference, which was partially offset by labor and material costs to launch and produce COVID-19 testing volumes during the three months ended March 31, 2020.

Selling, general and administrative expenses. Selling, general and administrative expenses for the three months ended March 31, 2020 and 2019 were $52.7 million and $67.5 million, respectively. The decrease in selling, general and administrative expenses in our diagnostics segment was primarily due to expenses of $10.6 million incurred in the first quarter of 2019 in connection with certain legal matters, and to decreased expenses at BioReference due to the enactment of cost reduction initiatives.

Research and development expenses. The following table summarizes the components of our research and development expenses:

Research and Development Expenses	For the three months ended March 31,	
	2020	2019
External expenses:		
PMA studies	$ 54	$ 61
Research and development employee-related expenses	2,210	1,435
Other internal research and development expenses	1,129	2,297
Total research and development expenses	$ 3,393	$ 3,793

Research and development for the diagnostic segment relates to the development of testing services for our clinical and genomics testing at BioReference and the development of the Claros Analyzer, a diagnostic instrument system to provide rapid, high performance blood test results in the point-of-care setting. The decrease in research and development expenses for the three months ended March 31, 2020 was primarily due to a decrease in research and development expenses related to the development of the Claros Analyzer.

Contingent consideration. Contingent consideration for the three months ended March 31, 2020 and 2019 was $33 thousand and $0.5 million of expense, respectively. Contingent consideration for the three months ended March 31, 2020 and 2019 was attributable to changes in assumptions regarding the timing of achievement of future milestones for OPKO Diagnostics in both periods, and potential amounts payable to former stockholders of OPKO Diagnostics in connection therewith, pursuant to our acquisition agreement in October 2011.

Amortization of intangible assets. Amortization of intangible assets was $9.9 million and $10.8 million, respectively, for the three months ended March 31, 2020 and 2019. Amortization expense reflects the amortization of acquired intangible assets with defined useful lives.

Asset impairment charges. No asset impairment charges were recognized in the diagnostics segment for the three months ended March 31, 2020 and 2019.

We believe that our estimates and assumptions in testing goodwill and other intangible assets are consistent with assumptions that marketplace participants would use in their estimates. However, if actual results are not consistent with our estimates and assumptions, including as a result of the COVID-19 global pandemic, we may be exposed to an impairment charge that could be material. If we experience sustained declines in operating results at BioReference versus management's forecast, including as a result of the COVID-19 global pandemic, which has negatively impacted our diagnostics segment, then our estimates of the fair value of the BioReference reporting unit may change. If the fair value of the reporting unit falls below carrying value, then we would record impairment of goodwill at BioReference and such impairment could be material.

Pharmaceuticals

(In thousands)	For the three months ended March 31, 2020	2019	Change
Revenues:			
Revenue from products	$ 31,074	$ 25,301	$ 5,773
Revenue from transfer of intellectual property and other	9,553	18,259	(8,706)
Total revenues	40,627	43,560	(2,933)
Costs and expenses:			
Cost of revenue	17,411	14,237	3,174
Selling, general and administrative	14,663	15,026	(363)
Research and development	18,550	33,040	(14,490)
Contingent Consideration	(893)	4,314	(5,207)
Amortization of intangible assets	5,022	5,765	(743)
Asset impairment charges	—	655	(655)
Total costs and expenses	54,753	73,037	(18,284)
Loss from continuing operations	(14,126)	(29,477)	15,351

Revenue. The increase in revenue from products for the three months ended March 31, 2020 compared to the three months ended March 31, 2019 was primarily attributable to an increase in sales of *Rayaldee*, which were $9.9 million for the three months ended March 31, 2020, compared to $5.8 million for the comparative period in 2019. Revenue from transfer of intellectual property for the three months ended March 31, 2020 and 2019 principally reflected $8.7 million and $17.4 million, respectively, of revenue related to the Pfizer Transaction. We are recognizing the non-refundable $295.0 million upfront payments received under the Pfizer Transaction as revenue as the related research and development services are completed.

Cost of revenue. Cost of revenue for the three months ended March 31, 2020 increased $3.2 million compared to the three months ended March 31, 2019. Cost of product revenue increased primarily due to an increase in sales of *Rayaldee* in the first quarter of 2020 and changes in product mix during the period.

Selling, general and administrative expenses. Selling, general and administrative expenses for the three months ended March 31, 2020 and 2019 were $14.7 million and $15.0 million, respectively. The decrease in selling, general and administrative expenses was primarily due to decreased expenses at OPKO Health Europe.

Research and development expenses. Research and development expenses for the three months ended March 31, 2020 and 2019 were $18.6 million and $33.0 million, respectively. Research and development expenses include external and internal expenses, partially offset by third-party grants and funding arising from collaboration agreements. External expenses include clinical and non-clinical activities performed by contract research organizations, lab services, purchases of drug and diagnostic product materials and manufacturing development costs. We track external research and development expenses by individual program for phase 3 clinical trials for drug approval and premarket approval ("PMA") for diagnostics tests, if any. Internal expenses include employee-related expenses such as salaries, benefits and equity-based compensation expense. Other internal research and development expenses are incurred to support overall research and development activities and include expenses related to general overhead and facilities.

The following table summarizes the components of our research and development expenses:

Research and Development Expenses	For the three months ended March 31,	
	2020	2019
External expenses:		
Manufacturing expense for biological products	$ 3,037	$ 9,685
Phase III studies	3,042	5,425
Post-marketing studies	840	364
Earlier-stage programs	3,604	10,093
Research and development employee-related expenses	6,382	6,268
Other internal research and development expenses	1,645	1,624
Third-party grants and funding from collaboration agreements	—	(419)
Total research and development expenses	$ 18,550	$ 33,040

The decrease in research and development expenses for the three months ended March 31, 2020 was primarily due to a decrease in research and development expenses related to hGH-CTP, a once-weekly human growth hormone injection for which we have partnered with Pfizer and successfully completed a phase 3 study in August 2019. Ongoing expenses on the hGH-CTP program support Open Label Extension studies that will continue until market launch in most countries, as well as the preparation of applications for marketing approvals. Research and development expenses for the pharmaceutical segment for the three months ended March 31, 2020 and 2019 included equity-based compensation expense of $0.6 million and $0.7 million, respectively.

Contingent consideration. Contingent consideration for the three months ended March 31, 2020 and 2019 was $0.9 million reversal of expense and $4.3 million of expense, respectively. Contingent consideration for the three months ended March 31, 2020 and 2019 was primarily attributable to changes in assumptions regarding the timing of achievement of future milestones for OPKO Renal, and potential amounts payable to former stockholders of OPKO Renal in connection therewith, pursuant to our acquisition agreement in March 2013.

Amortization of intangible assets. Amortization of intangible assets was $5.0 million and $5.8 million, respectively, for the three months ended March 31, 2020 and 2019. Amortization expense reflects the amortization of acquired intangible assets with defined useful lives. Our indefinite lived IPR&D assets will not be amortized until the underlying development programs are completed. Upon obtaining regulatory approval by the U.S. FDA, the IPR&D assets will be accounted for as a finite-lived intangible asset and amortized on a straight-line basis over its estimated useful life.

Asset impairment charges. Asset impairment charges were $0.7 million for the three months ended March 31, 2019 and is related to an impairment charge to write down our intangible assets at FineTech down to their estimated fair value.

We believe that our estimates and assumptions in testing goodwill and other intangible assets, including IPR&D, for impairment are consistent with assumptions that marketplace participants would use in their estimates. However, if actual results are not consistent with our estimates and assumptions, including as a result of the COVID-19 global pandemic, we may be exposed to an impairment charge that could be material. If we are unable to successfully develop hGH-CTP, or changes in projections and assumptions negatively impact our forecast of net cash flows, we may be exposed to a material impairment charge related to the IPR&D for hGH-CTP.

Corporate

(In thousands)	For the three months ended March 31, 2020	2019	Change
Cost of revenue	$ (59)	$ (91)	32
Selling, general and administrative	8,745	12,667	(3,922)
Research and development	(183)	(304)	121
Total costs and expenses	8,503	12,272	(3,769)
Loss from continuing operations	(8,503)	(12,272)	3,769

Operating loss for our unallocated corporate operations for thethree months ended March 31, 2020 and 2019 was $8.5 million and $12.3 million, respectively, and principally reflects general and administrative expenses incurred in connection with our corporate operations. The decrease in operating loss for the three months ended March 31, 2020 was primarily attributable to a decrease in legal fees incurred for thethree months ended March 31, 2020, compared to the three months ended March 31, 2019.

Other

Interest income. Interest income for the three months ended March 31, 2020 and 2019 was not significant as our cash investment strategy emphasizes the security of the principal invested and fulfillment of liquidity needs.

Interest expense. Interest expense for the three months ended March 31, 2020 and 2019 was $5.5 million and $4.8 million, respectively. Interest expense was principally related to interest incurred on the 2025 Notes, the 2023 Convertible Notes, the 2033 Senior Notes, and BioReference's outstanding debt under its credit facility. The increase in interest expense for the three months ended March 31, 2020 was primarily due to interest incurred on the 2025 Notes and 2023 Convertible Notes.

Fair value changes of derivative instruments, net. Fair value changes of derivative instruments, net for the three months ended March 31, 2020 and 2019, was $0.6 million and $0.4 million of income, respectively. Derivative income for the three months ended March 31, 2020, principally related to the change in fair value on foreign currency forward exchange contracts at OPKO Chile. Derivative income for the three months ended March 31, 2019, principally related to the change in fair value of warrants to purchase additional shares of Xenetic.

Other income (expense), net. Other income (expense), net for the three months ended March 31, 2020 and 2019, was $12.3 million of expense and $1.0 million of income, respectively. Other expense for the three months ended March 31, 2020 primarily consisted of net unrealized losses recognized during the period on our investments in Eloxx and VBI.

Income tax provision. Our income tax provision for the three months ended March 31, 2020 and 2019 was $1.2 million and $0.8 million, respectively, and reflects quarterly results using our expected effective tax rate. For the three months ended March 31, 2020, the tax rate differed from the U.S. federal statutory rate of 21% primarily due to the relative mix in earnings and losses in the U.S. versus foreign tax jurisdictions, the impact of certain discrete tax events and operating results in tax jurisdictions which do not result in a tax benefit.

Loss from investments in investees. We have made investments in certain early stage companies that we perceive to have valuable proprietary technology and significant potential to create value for us as a shareholder or member. We account for these investments under the equity method of accounting, resulting in the recording of our proportionate share of their losses until our share of their loss exceeds our investment. Until the investees' technologies are commercialized, if ever, we anticipate they will report net losses. Loss from investments in investees was $0.1 million and $1.9 million for the three months ended March 31, 2020 and 2019, respectively.

LIQUIDITY AND CAPITAL RESOURCES

At March 31, 2020, we had cash and cash equivalents of approximately $34.5 million. Cash used in operations of $43.4 million for the three months ended March 31, 2020 principally reflects general and administrative expenses in connection with our corporate operations and research and development activities. Cash used in investing activities for the three months ended March 31, 2020 primarily reflects capital expenditures of $5.6 million. Cash used in financing activities primarily reflects net borrowings on our lines of credit. We have not generated sustained positive cash flow sufficient to offset our operating and other expenses, and our primary sources of cash have been from the public and private placement of equity, the issuance of the 2033 Senior Notes, 2023 Convertible Notes and 2025 Notes and credit facilities available to us.

On February 25, 2020, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the amount of $100 million. Borrowings under the line of credit will bear interest at a rate of 11% per annum and may be repaid and reborrowed at any time. The credit agreement includes various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit matures on February 25, 2025. As of March 31, 2020, no funds were borrowed under the line of credit.

On October 29, 2019, we issued 50 million shares of our Common Stock at a price of $1.50 per share in an underwritten public offering (the "Offering"), resulting in net proceeds to the Company of approximately $70 million, after deducting underwriting commissions and offering expenses. In November 2019, pursuant to an option the Company granted the underwriters, we issued an additional 4,227,749 shares of Common Stock at $1.50 per share, resulting in proceeds of approximately $6 million after deducting underwriting commissions.

In February 2019, we issued $200.0 million aggregate principal amount of the 2025 Notes in an underwritten public offering. The 2025 Notes bear interest at a rate of 4.50% per year, payable semiannually in arrears on February 15 and August 15 of each year. The notes mature on February 15, 2025, unless earlier repurchased, redeemed or converted.

Holders may convert their 2025 Notes into shares of Common Stock at their option at any time prior to the close of business on the business day immediately preceding November 15, 2024 only under the following circumstances: (1) during any calendar quarter commencing after the calendar quarter ended on March 31, 2019 (and only during such calendar quarter), if the last reported sale price of our Common Stock for at least 20 trading days (whether or not consecutive) during a period of 30 consecutive trading days ending on the last trading day of the immediately preceding calendar quarter is greater than or equal to 130% of the conversion price on each applicable trading day; (2) during the five business day period after any five consecutive trading day period (the "measurement period") in which the trading price per $1,000 principal amount of 2025 Notes for each trading day of the measurement period was less than 98% of the product of the last reported sale price of our Common Stock and the conversion rate on each such trading day; (3) if we call any or all of the 2025 Notes for redemption, at any time prior to the close of business on the scheduled trading day immediately preceding the redemption date; or (4) upon the occurrence of specified corporate events set forth in the indenture governing the 2025 Notes. On or after November 15, 2024, until the close of business on the business day immediately preceding the maturity date, holders of the 2025 Notes may convert their notes at any time, regardless of the foregoing conditions. Upon conversion, we will pay or deliver, as the case may be, cash, shares of our Common Stock, or a combination of cash and shares of our Common Stock, at our election.

The current conversion rate for the 2025 Notes is 236.7424 shares of Common Stock per $1,000 principal amount of 2025 Notes (equivalent to a conversion price of approximately $4.22 per share of Common Stock). The conversion rate for the 2025 Notes is subject to adjustment in certain events but will not be adjusted for any accrued and unpaid interest.

On November 8, 2018, we entered into stock purchase agreements with certain investors pursuant to which we agreed to sell to such investors in private placements an aggregate of approximately 26.5 million shares of our Common Stock at a purchase price of $3.49 per share, which was the closing bid price of our Common Stock on the NASDAQ on such date, for an aggregate purchase price of $92.5 million. The investors in the private placements include an affiliate of Dr. Phillip Frost, our Chairman and Chief Executive Officer ($70 million), and Dr. Jane Hsiao, our Vice Chairman and Chief Technical Officer ($2 million). We intend to use the proceeds from the private placements for general corporate purposes.

On November 8, 2018, we entered into a credit agreement with an affiliate of Dr. Frost, pursuant to which the lender committed to provide us with an unsecured line of credit in the aggregate principal amount of $60 million. The credit agreement was terminated on or around February 20, 2019 and we repaid the $28.8 million outstanding from the proceeds of the 2025 Notes offering. Borrowings under the line of credit bore interest at a rate of 10% per annum and could be repaid and reborrowed at any time. The credit agreement included various customary remedies for the lender following an event of default, including the acceleration of repayment of outstanding amounts under line of credit. The line of credit would have matured on November 8, 2023.

On February 1, 2019, holders tendered to us approximately $28.8 million aggregate principal amount of 2033 Senior Notes pursuant to such holders' option to require us to repurchase the 2033 Senior Notes as set forth in the indenture, following which repurchase only $3.0 million aggregate principal amount of the 2033 Senior Notes remained outstanding. Holders of the remaining $3.0 million principal amount of the 2033 Senior Notes may require us to repurchase such notes for 100% of their principal amount, plus accrued and unpaid interest, on February 1, 2023, on February 1, 2028, or following the occurrence of a fundamental change as defined in the indenture governing the 2033 Senior Notes.

As of March 31, 2020, the total commitments under our Credit Agreement (as defined below) with CB and our lines of credit with financial institutions in Chile and Spain were $73.7 million, of which $50.2 million was drawn as of March 31, 2020. At March 31, 2020, the weighted average interest rate on these lines of credit was approximately 4.1%. These lines of credit are short-term and are used primarily as a source of working capital. The highest aggregate principal balance at any time outstanding during the three months ended March 31, 2020 was $54.8 million. We intend to continue to draw under these lines of credit as needed. There is no assurance that these lines of credit or other funding sources will be available to us on acceptable terms, or at all, in the future.

On November 5, 2015, BioReference and certain of its subsidiaries entered into a credit agreement with JPMorgan Chase Bank, N.A. ("CB"), as lender and administrative agent, as amended (the "Credit Agreement"). The Credit Agreement provides for a $75.0 million secured revolving credit facility and includes a $20.0 million sub-facility for swingline loans and a $20.0 million sub-facility for the issuance of letters of credit. The Credit Agreement matures on November 5, 2021 and is guaranteed by all of BioReference's domestic subsidiaries. The Credit Agreement is also secured by substantially all assets of BioReference and its domestic subsidiaries, as well as a non-recourse pledge by us of our equity interest in BioReference. Availability under the Credit Agreement is based on a borrowing base comprised of eligible accounts receivables of BioReference and certain of its subsidiaries, as specified therein.

In 2019, we repaid $60.5 million under the Credit Agreement based on changes in our borrowing base calculation which reduced credit available to us. The repayment was made with cash on hand. As of March 31, 2020, $10.7 million remained available for borrowing under the Credit Agreement.

In February 2018, in a transaction exempt from registration under the Securities Act, we issued the 2023 Convertible Notes in the aggregate principal amount of $55.0 million. The 2023 Convertible Notes mature five years from the date of issuance. Each holder of a 2023 Convertible Note has the option, from time to time, to convert all or any portion of the outstanding principal balance of such 2023 Convertible Note, together with accrued and unpaid interest thereon, into shares of our Common Stock, par value $0.01 per share, at a conversion price of $5.00 per share of Common Stock. We may redeem all or any part of the then issued and outstanding 2023 Convertible Notes, together with accrued and unpaid interest thereon, pro ratably among the holders, upon no fewer than 30 days, and no more than 60 days, notice to the holders. The 2023 Convertible Notes contain customary events of default and representations and warranties of OPKO.

On October 12, 2017, EirGen, our wholly-owned subsidiary, and JT entered into the JT Agreement granting JT the exclusive rights for the development and commercialization of *Rayaldee* in Japan. The license grant to JT covers the therapeutic and preventative use of *Rayaldee* for (i) SHPT in non-dialysis and dialysis patients with CKD, (ii) rickets, and (iii) osteomalacia, as well as such additional indications as may be added to the scope of the license subject to the terms of the JT Agreement. In connection with the transaction, OPKO received an initial upfront payment of $6 million, and OPKO received another $6 million upon the initiation of OPKO's phase 2 study for *Rayaldee* in dialysis patients in the U.S. in September 2018. OPKO is also eligible to receive up to an additional aggregate amount of $31 million upon the achievement of certain regulatory and development milestones by JT for *Rayaldee* in the JT Territory, and $75 million upon the achievement of certain sales based milestones by JT in the JT Territory. OPKO will also receive tiered, double digit royalty payments at rates ranging from low double digits to mid-teens on sales of *Rayaldee* within the JT Territory. JT will, at its sole cost and expense, be responsible for performing all development activities necessary to obtain all regulatory approvals for *Rayaldee* in Japan and for all commercial activities pertaining to *Rayaldee* in Japan.

In May 2016, EirGen, our wholly-owned subsidiary, partnered with VFMCRP through a Development and License Agreement (the "VFMCRP Agreement") for the development and commercialization of *Rayaldee* in Europe, Canada, Mexico, Australia, South Korea and certain other international markets (the "VFMCRP Territory"). The license to VFMCRP potentially covers all therapeutic and prophylactic uses of the product in human patients, provided that initially the license is for the use of the product for the treatment or prevention of SHPT related to patients with CKD and vitamin D insufficiency/deficiency ("VFMCRP Initial Indication"). Effective May 5, 2020, we entered into an amendment to the VFMCRP Agreement (the "VFMCRP Amendment"), pursuant to which the parties agreed to exclude Mexico, South Korea, the Middle East and all of the countries of Africa from the VFMCRP Territory. In addition, the parties agreed to certain amendments to the milestone structure and to reduce minimum royalties payable.

We have received non-refundable and non-creditable payments of $52 million to date and are eligible to receive up to an additional $230 million pursuant to the terms of the VFMCRP Amendment upon the achievement of certain regulatory and sales-based milestones tied to sales and reimbursement levels. In addition, we are eligible to receive tiered royalties on sales of the product at percentage rates that range from the mid-teens to the mid-twenties or a minimum royalty, whichever is greater, upon commencement of sales of the product.

As part of the arrangement, the companies will share responsibility for the conduct of trials specified within an agreed-upon development plan, with each company leading certain activities within the plan. For the initial development plan, the companies have agreed to certain cost sharing arrangements. VFMCRP will be responsible for all other development costs that VFMCRP considers necessary to develop the product for the VFMCRP Initial Indication in the VFMCRP Territory except as otherwise provided in the VFMCRP Agreement. EirGen also granted to VFMCRP an option to acquire an exclusive license to use, import, offer for sale, sell, distribute and commercialize the product in the U.S. for treatment of SHPT in dialysis patients with stage 5 CKD and vitamin D insufficiency (the "Dialysis Indication"). Upon exercise of the Option, VFMCRP will reimburse EirGen for all of the development costs incurred by EirGen with respect to the product for the Dialysis Indication in the U.S. VFMCRP would also pay EirGen up to an additional aggregate amount of $555 million upon the achievement of certain milestones and would be obligated to pay royalties on sales of the product at percentage rates that range from the mid-teens to the mid-twenties or a minimum royalty, whichever is greater, upon commencement of sales of the product.

On October 21, 2019, we and Pfizer announced that the global phase 3 trial evaluating Somatrogon (hGH-CTP) dosed once-weekly in prepubertal children with GHD met its primary endpoint of non-inferiority to daily Genotropin® (somatropin) for injection, as measured by annual height velocity at 12 months.

In 2014, Pfizer and OPKO entered into a worldwide agreement for the development and commercialization of our long-acting hGH-CTP for the treatment of GHD in adults and children, as well as for the treatment of growth failure in children born small for gestational age. Under the terms of the agreements with Pfizer, we received non-refundable and non-creditable upfront payments of $295 million in 2015 and are eligible to receive up to an additional $275 million upon the achievement of certain regulatory milestones. Pfizer received the exclusive license to commercialize hGH-CTP worldwide. In addition, we are eligible to receive initial tiered royalty payments associated with the commercialization of hGH-CTP for Adult GHD with percentage rates ranging from the high teens to mid-twenties. Upon the launch of hGH-CTP for Pediatric GHD in certain major markets, the royalties will transition to regional, tiered gross profit sharing for both hGH-CTP and Pfizer's Genotropin®.

Under the agreement, we agreed to lead the clinical activities and to be responsible for funding the development programs for the key indications, which includes Adult and Pediatric GHD and pediatric small for gestational age. Pfizer agreed to be responsible for all development costs for additional indications as well as all post-marketing studies. In addition, Pfizer agreed to fund the commercialization activities for all indications and lead the manufacturing activities covered by the global development plan. The agreement obligated us to fund development up to an agreed cap.

If we do not successfully develop hGH-CTP and/or Pfizer Inc. were to terminate the agreement or not successfully commercialize hGH-CTP for any reason, our business would be adversely affected.

In connection with our acquisitions of CURNA, OPKO Diagnostics and OPKO Renal, we agreed to pay future consideration to the sellers upon the achievement of certain events, including up to an additional $19.1 million in shares of our Common Stock to the former stockholders of OPKO Diagnostics upon and subject to the achievement of certain milestones; and up to an additional $125.0 million in either shares of our Common Stock or cash, at our option subject to the achievement of certain milestones, to the former shareholders of OPKO Renal.

We believe that the cash and cash equivalents on hand atMarch 31, 2020, and the amounts available to be borrowed under our lines of credit are sufficient to meet our anticipated cash requirements for operations and debt service beyond the next 12 months. We based this estimate on assumptions that may prove to be wrong or are subject to change, and we may be required to use our available cash resources sooner than we currently expect. If we acquire additional assets or companies, accelerate our product development programs or initiate additional clinical trials, we will need additional funds. Our future cash requirements, and the timing of those requirements, will depend on a number of factors, including the impact of the COVID-19 pandemic on our business, our relationship with Pfizer and our other commercial partners, the commercial success of *Rayaldee*, BioReference's financial performance, possible acquisitions, the continued progress of research and development of our product candidates, the timing and outcome of clinical trials and regulatory approvals, the costs involved in preparing, filing, prosecuting, maintaining, defending, and enforcing patent claims and other intellectual property rights, the status of competitive products, the availability of financing, our success in developing markets for our product candidates and results of government investigations, payor claims, and legal proceedings that may arise, including, without limitation class action and derivative litigation to which we are subject, and our ability to obtain insurance coverage for such claims. We have not generated sustained positive cash flow and if we are not able to secure additional funding when needed, we may have to delay,

reduce the scope of, or eliminate one or more of our clinical trials or research and development programs or possible acquisitions or reduce our marketing or sales efforts or cease operations.

Additionally, the rapid development and fluidity of the COVID-19 pandemic makes it very difficult to predict its ultimate impact on our business, results of operations and liquidity. The pandemic presents a significant uncertainty that could materially and adversely affect our results of operations, financial condition and cash flows, including due to a continued negative impact on diagnostics testing services provided by BioReference in our diagnostics segment. Further, deteriorating economic conditions globally have resulted in a challenging capital raising environment, which could materially limit our access to capital, whether through the issuance and sale of our common stock, debt securities or otherwise, as well as through bank facilities and lines of credit. Events resulting from the effects of COVID-19 could negatively impact our ability to comply with certain covenants in the Credit Agreement or require that we pursue alternative financing. We can provide no assurance that any such alternative financing, if required, could be obtained on acceptable terms or at all. The combination of potential disruptions to our business resulting from COVID-19 together with and volatile credit and capital markets could adversely impact our future liquidity, which could have an adverse effect on our business and results of operations. We will continue to monitor and assess the impact COVID-19 may have on our business and financial results.

The following table provides information as of March 31, 2020, with respect to the amounts and timing of our known contractual obligation payments due by period.

Contractual obligations (In thousands)	Remaining nine months ending December 31, 2020	2021	2022	2023	2024	Thereafter	Total
Open purchase orders	$ 100,816	$ 268	$ 14	$ —	$ —	$ —	$ 101,098
Operating leases	9,472	6,669	5,495	4,598	3,379	10,536	40,149
Finance leases	2,006	2,121	1,143	578	239	—	6,087
2033 Senior Notes, 2025 and 2023 Convertible Notes	—	—	—	—	3,050	205,052	208,102
Deferred payments	7,725	7,500	7,100	—	—	—	22,325
Mortgages and other debts payable	1,286	697	493	302	240	—	3,018
Lines of credit	10,875	39,311	—	—	—	—	50,186
Interest commitments	626	288	274	14,033	257	43,633	59,111
Total	$ 132,806	$ 56,854	$ 14,519	$ 19,511	$ 7,165	$ 259,221	$ 490,076

The preceding table does not include information where the amounts of the obligations are not currently determinable, including the following:

- Contractual obligations in connection with clinical trials, which span over two years, and that depend on patient enrollment. The total amount of expenditures is dependent on the actual number of patients enrolled and as such, the contracts do not specify the maximum amount we may owe.

- Product license agreements effective during the lesser of 15 years or patent expiration whereby payments and amounts are determined by applying a royalty rate on uncapped future sales.

- Contingent consideration that includes payments upon achievement of certain milestones including meeting development milestones such as the completion of successful clinical trials, NDA approvals by the FDA and revenue milestones upon the achievement of certain revenue targets all of which are anticipated to be paid within the next seven years and are payable in either shares of our Common Stock or cash, at our option, and that may aggregate up to $149.1 million.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

There were no material changes to our critical accounting policies and estimates described in our Annual Report on Form 10-K for the fiscal year ended December 31, 2019, that have a material impact to our Condensed Consolidated Financial Statements and related notes.

RECENT ACCOUNTING PRONOUNCEMENTS

Recently adopted accounting pronouncements.

In June 2016, the FASB issued ASU No. 2016-13, "Financial Instruments - Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments," which amends the impairment model by requiring entities to use a forward-looking approach based on expected losses rather than incurred losses to estimate credit losses on certain types of financial instruments, including trade receivables. This may result in the earlier recognition of allowances for losses. The ASU is effective for public entities for fiscal years beginning after December 15, 2019, with early adoption permitted. The adoption of ASU 2016-13 on January 1, 2020, did not have a significant impact on our Condensed Consolidated Financial Statements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of doing business, we are exposed to the risks associated with foreign currency exchange rates and changes in interest rates.

Foreign Currency Exchange Rate Risk – We operate globally and, as such, we are subject to foreign exchange risk in our commercial operations as portions of our revenues are exposed to changes in foreign currency exchange rates, primarily the Chilean Peso, the Mexican Peso, the Euro and the New Israeli Shekel.

Although we do not speculate in the foreign exchange market, we may from time to time manage exposures that arise in the normal course of business related to fluctuations in foreign currency exchange rates by entering into offsetting positions through the use of foreign exchange forward contracts. Certain firmly committed transactions may be hedged with foreign exchange forward contracts. As exchange rates change, gains and losses on the exposed transactions are partially offset by gains and losses related to the hedging contracts. Both the exposed transactions and the hedging contracts are translated and fair valued, respectively, at current spot rates, with gains and losses included in earnings.

Our derivative activities, which consist of foreign exchange forward contracts, are initiated to economically hedge forecasted cash flows that are exposed to foreign currency risk. The foreign exchange forward contracts generally require us to exchange local currencies for foreign currencies based on pre-established exchange rates at the contracts' maturity dates. As exchange rates change, gains and losses on these contracts are generated based on the change in the exchange rates that are recognized in the Condensed Consolidated Statements of Operations and offset the impact of the change in exchange rates on the foreign currency cash flows that are hedged. If the counterparties to the exchange contracts do not fulfill their obligations to deliver the contracted currencies, we could be at risk for currency related fluctuations. Our foreign exchange forward contracts primarily hedge exchange rates on the Chilean Peso to the U.S. dollar. If Chilean Pesos were to strengthen or weaken in relation to the U.S. dollar, our loss or gain on hedged foreign currency cash-flows would be offset by the derivative contracts, with a net effect of zero.

We do not engage in trading market risk sensitive instruments or purchasing hedging instruments or "other than trading" instruments that are likely to expose us to significant market risk, whether interest rate, foreign currency exchange, commodity price, or equity price risk.

Interest Rate Risk – Our exposure to interest rate risk relates to our cash and investments and to our borrowings. We generally maintain an investment portfolio of money market funds and marketable securities. The securities in our investment portfolio are not leveraged, and are, due to their very short-term nature, subject to minimal interest rate risk. We currently do not hedge interest rate exposure. Because of the short-term maturities of our investments, we do not believe that a change in market interest rates would have a significant negative impact on the value of our investment portfolio except for reduced income in a low interest rate environment.

At March 31, 2020, we had cash and cash equivalents of $34.5 million. The weighted average interest rate related to our cash and cash equivalents for the three months ended March 31, 2020 was less than 1%. As of March 31, 2020, the principal outstanding balances under BioReference's Credit Agreement with CB and our Chilean and Spanish lines of credit was $50.2 million in the aggregate at a weighted average interest rate of approximately 4.1%.

Our $3.0 million aggregate principal amount of our 2033 Senior Notes has a fixed interest rate of 3%, our $55.0 million aggregate principal amount of our 2023 Convertible Notes has a fixed interest rate of 5%, and our $200.0 million aggregate principal amount of the 2025 Notes has a fixed interest rate of 4.50%, and therefore are not subject to fluctuations in market interest rates.

The primary objective of our investment activities is to preserve principal while at the same time maximizing yields without significantly increasing risk. To achieve this objective, we may invest our excess cash in debt instruments of the U.S. Government and its agencies, bank obligations, repurchase agreements and high-quality corporate issuers, and money market funds that invest in such debt instruments, and, by policy, restrict our exposure to any single corporate issuer by imposing concentration limits. To minimize the exposure due to adverse shifts in interest rates, we maintain investments at an average maturity of generally less than three months.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Our management, with the participation of our Chief Executive Officer and our Chief Financial Officer, have evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended (the "Exchange Act")) as of the end of the period covered by this Quarterly Report on Form 10-Q. Our disclosure controls and procedures are designed to provide reasonable assurance that information required to be disclosed by us in the reports that we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the Securities and Exchange Commission. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by a company in the reports that it files or submits under the Exchange Act is accumulated and communicated to the company's management, including its principal executive and principal financial officers, as appropriate to allow timely decisions regarding required disclosure. Based on this evaluation, management concluded that our disclosure controls and procedures were effective as of March 31, 2020.

Changes to the Company's Internal Control Over Financial Reporting

There have been no changes to the Company's internal control over financial reporting that occurred during the calendar quarter covered by this Quarterly Report on Form 10-Q that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

We are, from time to time, party to various legal proceedings arising out of our business. During the reporting period, covered by this Quarterly Report on Form 10-Q, except as set forth below, there have been no material changes to the description of legal proceedings set forth in our Annual Report on Form 10-K for the year ended December 31, 2019 (the "Annual Report"). The following should be read in conjunction with the information provided in Part I, Item 3 of our Annual Report.

On April 8, 2019, MabVax Therapeutics Holdings, Inc. filed a lawsuit in the Superior Court of California, County of San Diego against a number of individuals and entities, including the Company, Dr. Frost, Steven Rubin, the Company's Executive Vice President-Administration, and an entity affiliated with Dr. Frost, based on the allegations raised in the SEC Complaint. The lawsuit seeks an award for actual and punitive damages, pre- and post-judgment interest; that the defendants be required to make full disclosure and accounting of their interests and transactions in plaintiff's securities; costs of the suit, and reasonable attorney's fees; and such other legal and equitable relief as the Court may deem proper under the circumstances. The Company, Dr. Frost, Mr. Rubin and the Frost-affiliated entity filed a motion to quash the complaint for lack of personal jurisdiction, which has been denied by the court. The Company believes the allegations against the Company, Dr. Frost and Mr. Rubin are without merit and intends to vigorously defend against the claims.

BioReference was named as a defendant in at least two class action lawsuits against Retrieval-Masters Creditors Bureau, Inc. d/b/a American Medical Collection Agency ("AMCA") and other defendants in connection with a previously disclosed data security incident involving AMCA (the "AMCA Incident") where an unauthorized user had access to AMCA's system which may have included patient name, date of birth, address, phone, date of service, provider, as well as other information. BioReference notified its affected patients and provided notice to the Office for Civil Rights of the Department of Health and Human Services of the AMCA Incident. We believe the action is without merit as it relates to claims against BioReference. BioReference was dismissed without prejudice from the class action lawsuits in April 2020.

See Note 11 to the interim unaudited consolidated financial statements for information regarding the status of legal proceedings involving the Company.

Item 1A. Risk Factors

Except as set forth in this Item 1A, there have been no material changes to our risk factors as previously disclosed in our Annual Report on Form 10-K for the year ended December 31, 2019.

Our business has been, and may continue to be, materially adversely affected by the recent coronavirus disease 2019(COVID-19) outbreak.

The outbreak of the coronavirus disease 2019 (COVID-19) has evolved into a global pandemic. The novel coronavirus originating in Wuhan, China has spread to many regions of the world, including the United States and Europe. The extent to which this coronavirus impacts our business and operating results will depend on future developments that are highly uncertain and cannot be accurately predicted, including new information that may emerge concerning the virus and the actions to contain the spread of or to detect, prevent, or treat COVID-19, among others.

Severe respiratory symptoms, infections, deaths, and widespread quarantine measures related to the pandemic have disrupted healthcare delivery in key markets in which our laboratory business currently operates, including New York, New Jersey, Texas, Florida, and California. Since late March 2020, the Company experienced, and may continue to experience, a material decline in testing volumes due to the COVID-19 pandemic. In addition to declining volumes, it is possible that, as a result of the COVID-19 pandemic, we may experience supply chain disruptions, including shortages, delays and price increases in testing equipment and supplies, which could materially adversely impact our business. It is also possible that the Company will experience an adverse impact on cash collections as a result of the impact of the COVID-19 pandemic.

The spread of COVID-19, which has caused a broad impact globally, including restrictions on travel and quarantine policies put into place by businesses and governments, may have a material economic effect on our business. Such restrictions may present challenges in connection with our laboratory business, our ability to successfully commercialize Rayaldee, our ability to manufacture pharmaceutical products inIreland, Mexico, Spain, Chile and Israel, and our ability to continue clinical development of our product candidates. Further, if the spread of the coronavirus pandemic continues and our operations are adversely impacted, our ability to meet performance obligations under contracts may be impacted.

COVID-19 could disrupt our operations due to absenteeism by infected or ill members of management or other employees, or absenteeism by members of management and other employees who elect not to come to work due to the illness affecting others in our office or laboratory facilities, or due to quarantines. Supplies used in our diagnostic testing and research laboratories could be disrupted or we could see prices increase if the manufacturers or suppliers of such items experience absenteeism due to illness of their employees or due to local quarantines, limiting our ability to provide diagnostic testing services, supply sufficient product for our clinical or commercial plans or satisfy our contractual obligations.

The regulatory framework governing laboratories, diagnostic and pharmaceutical companies may be affected as governmental authorities divert resources to respond to the COVID-19 outbreak, which may have an unanticipated and unforeseen impact on our operations. It is possible that the timing of regulatory submissions and approvals for our products, including hGH-CTP, will be adversely impacted or delayed. With respect to our ongoing and planned clinical trials, restrictions and efforts to avoid further spread of COVID-19 may present challenges to the conduct of these trials consistent with normally applicable approaches and good clinical practice standards, and although regulators including the FDA have offered guidance applicable during the COVID-19 pandemic allowing for flexibility of standards in certain areas and alternate methods of meeting trial oversight obligations (for example, via remote monitoring), the potential impact of these challenges cannot be fully predicted at this time.

The anticipated economic consequences of the COVID-19 pandemic have adversely impacted financial markets and the deteriorating economic conditions globally have resulted in a challenging capital raising environment, which could materially limit our access to capital, whether through bank facilities and lines of credit, the issuance and sale of our common stock, debt securities or otherwise. Our inability to obtain capital when and if needed, could have a material adverse impact on our operations.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

Not Applicable.

Item 5. Other Information

None.

Item 6. Exhibits

Exhibit 31.1	Certification by Phillip Frost, Chief Executive Officer, pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended March 31, 2020.
Exhibit 31.2	Certification by Adam Logal, Chief Financial Officer, pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities and Exchange Act of 1934 as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended March 31, 2020.
Exhibit 32.1	Certification by Phillip Frost, Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended March 31, 2020.
Exhibit 32.2	Certification by Adam Logal, Chief Financial Officer, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 for the quarterly period ended March 31, 2020.
Exhibit 101.INS	Inline XBRL Instance Document
Exhibit 101.SCH	Inline XBRL Taxonomy Extension Schema Document
Exhibit 101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document
Exhibit 101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document
Exhibit 101.LAB	inline XBRL Taxonomy Extension Label Linkbase Document
Exhibit 101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document

* Filed herewith.

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 thereunto duly authorized.

Date: May 6, 2020

OPKO Health, Inc.

/s/ Adam Logal

Adam Logal
Senior Vice President, Chief Financial Officer,
Chief Accounting Officer and Treasurer

Exhibit 31.1

CERTIFICATIONS

I, Phillip Frost, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of OPKO Health, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2020

/s/ Phillip Frost, M.D.

Phillip Frost, M.D.
Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Adam Logal, certify that:

(1) I have reviewed this Quarterly Report on Form 10-Q of OPKO Health, Inc.;

(2) Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

(3) Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

(4) The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

(5) The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 6, 2020

/s/ Adam Logal

Adam Logal

Senior Vice President, Chief Financial Officer,
Chief Accounting Officer and Treasurer

Exhibit 32.1

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant Section 906 of the Sarbanes-Oxley Act of 2002, I, Phillip Frost, Chief Executive Officer of OPKO Health, Inc. (the "Company"), hereby certify that:

The Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 6, 2020

/s/ Phillip Frost, M.D.

Phillip Frost, M.D.
Chief Executive Officer

Exhibit 32.2

Certification Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

(Subsections (a) and (b) of Section 1350, Chapter 63 of Title 18, United States Code)

Pursuant to 18 U.S.C. Section 1350, as adopted pursuant Section 906 of the Sarbanes-Oxley Act of 2002, I, Adam Logal, Chief Financial Officer of OPKO Health, Inc. (the "Company"), hereby certify that:

The Quarterly Report on Form 10-Q for the quarterly period ended March 31, 2020 (the "Form 10-Q") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: May 6, 2020

/s/ Adam Logal

Adam Logal

Senior Vice President, Chief Financial Officer
Chief Accounting Officer and Treasurer