OPKO HEALTH, INC.

Filed by

JOHNSON & JOHNSON

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/03/10

Address	4400 BISCAYNE BLVD. SUITE 900 MIAMI, FL 33137
Telephone	305-575-6015
CIK	0000944809
Symbol	OPK
SIC Code	3841 - Surgical and Medical Instruments and Apparatus
Industry	Biotechnology & Drugs
Sector	Healthcare
Fiscal Year	12/31

http://www.edgar-online.com
© Copyright 2010, EDGAR Online, Inc. All Rights Reserved.
Distribution and use of this document restricted under EDGAR Online, Inc. Terms of Use.

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)
(Amendment No. 2) [1]

OPKO Health, Inc.
(Name of Issuer)

Common Stock, $.01 par value
(Title of Class of Securities)

301610 10 1
(CUSIP Number)

December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- ☐ Rule 13d-1(b)
- ☒ Rule 13d-1(c)
- ☐ Rule 13d-1(d)

[1] The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

1.	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)		Johnson & Johnson 22-1024240	
2.	Check the Appropriate Box if a Member of a Group		(a) ☐ (b) ☐	
3.	SEC Use Only			
4.	Citizenship or Place of Organization		New Jersey	
Number of Shares Beneficially Owned by Each Reporting Person With		5.	Sole Voting Power	-0-
		6.	Shared Voting Power	10,724,538 shares of Common Stock
		7.	Sole Dispositive Power	-0-
		8.	Shared Dispositive Power	10,724,538 shares of Common Stock
9.	Aggregate Amount Beneficially Owned by Each Reporting Person		10,724,538 shares of Common Stock	
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares		☐	
11.	Percent of Class Represented by Amount in Row (9)		4.2%	
12.	Type of Reporting Person		CO	

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

1.	Name of Reporting Person I.R.S. Identification No. of Above Person (Entities Only)	Johnson & Johnson Development Corporation 22-1024240		
2.	Check the Appropriate Box if a Member of a Group	(a) ☐ (b) ☐		
3.	SEC Use Only			
4.	Citizenship or Place of Organization	New Jersey		
Number of Shares Beneficially Owned by Each Reporting Person With		5.	Sole Voting Power	-0-
		6.	Shared Voting Power	10,724,538 shares of Common Stock
		7.	Sole Dispositive Power	-0-
		8.	Shared Dispositive Power	10,724,538 shares of Common Stock
9.	Aggregate Amount Beneficially Owned by Each Reporting Person	10,724,538 shares of Common Stock		
10.	Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares	☐		
11.	Percent of Class Represented by Amount in Row (9)	4.2%		
12.	Type of Reporting Person	CO		

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

Amendment No. 2 to Schedule 13G (Final Amendment)

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on April 6, 2007 (at which time the name of the Issuer was eXegenics Inc.) and Amendment No. 1 thereto filed on February 17, 2009 (as so amended, the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are amended and restated as follows:

ITEM 4 - OWNERSHIP:

The numbers set forth below include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock, and are based on approximately 253,740,000 shares of Common Stock outstanding.

(a) Amount Beneficially Owned:

J&J: 10,724,538 shares of Common Stock
JJDC: 10,724,538 shares of Common Stock

(b) Percent of Class:

J&J: 4.2%
JJDC: 4.2%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

J&J: 10,724,538 shares of Common Stock
JJDC: 10,724,538 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 10,724,538 shares of Common Stock
JJDC: 10,724,538 shares of Common Stock

ITEM 5 - Ownership Of Five Percent Or Less Of A Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following: ☒

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 1, 2010

JOHNSON & JOHNSON

By: /s/ Douglas Chia
Name: Douglas Chia
Title: Assistant Secretary

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: /s/ Jayne Zall
Name: Jayne Zall
Title: Secretary