

# **OPKO HEALTH, INC.**

Reported by  
**LERNER RICHARD A**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/15/17 for the Period Ending 03/13/17

Address	4400 BISCAYNE BLVD. MIAMI, FL 33137
Telephone	305-575-4138
CIK	0000944809
Symbol	OPK
SIC Code	2834 - Pharmaceutical Preparations
Industry	Pharmaceuticals
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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[ ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>LERNER RICHARD A</b>  (Last) (First) (Middle)  <b>OPKO HEALTH, INC., 4400 BISCAYNE BLVD.</b>  (Street)  <b>MIAMI, FL 33137</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>Opko Health, Inc. [ OPK ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below)
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>3/13/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	3/13/2017		M		20000	A	\$2.05	50000	D	
Common Stock	3/13/2017		F		5177 (1)	D	\$7.92 (2)	44823	D	
Common Stock	3/13/2017		G	V	44823	D	\$0.00	0	D	
Common Stock	3/13/2017		G	V	44823	A	\$0.00	156172	I	See Footnote (3)
Common Stock								20000	I	See Footnote (4)

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$2.05	3/13/2017		M		20000		5/27/2011	5/26/2017	Common Stock	20000	\$0.00	0	D	

**Explanation of Responses:**

- ( Represents number of shares withheld by the Company at the direction of the reporting person for the payment of exercise price. No shares of Common Stock
- 1) were sold by the reporting person in connection with this transaction. The reporting person has retained the net number of shares issued upon the exercise of the option (14,823 shares).
- (
- 2) Closing market price of the Company's common stock on the transaction date.
- (
- 3) Securites held by the Lerner Family Trust, Richard A & Nicola G Lerner Trustees U/A Dated 11/14/1994.
- (
- 4) These securities are owned by Dr. Lerner's spouse and are held in the Nicola G. Lerner IRA account. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report shall not be deemed an admission that the reporting person is the beneficial owner of the securities for purposes of Section 16 or any other purpose.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LERNER RICHARD A				

<b>OPKO HEALTH, INC.</b> <b>4400 BISCAYNE BLVD.</b> <b>MIAMI, FL 33137</b>	<b>X</b>			
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**Signatures**

**Adam Logal, Attorney-In-Fact**

**3/15/2017**

Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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