Edgar Filing: HSIAO JANE PH D - Form 4

LICIA O LANE DU

Form 4									
January 31, 2013									
	- NT	OMB APPROVAL							
UI	N OMB Number:	3235-0287							
Check this box if no longer				Expires:	January 31, 2005				
In the tollegel subject to Section 16. Form 4 or Form 5STATEMENT OF CHANGES IN BENEFICI SECURITIESFiled pursuant to Section 16(a) of the Securities							burden hou response	ited average hours per	
-hliantiana I'	tion $17(a)$ of the	Public U	Jtility Hol	ding Cor		of 1935 or Secti			
(Print or Type Responses)									
1. Name and Address of R HSIAO JANE PH D	Symbol	2. Issuer Name and Ticker or Trading Symbol Opko Health, Inc. [OPK]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First)	•				(Check all applicable)				
OPKO HEALTH, IN BISCAYNE BLVD.	(Month/	3. Date of Earliest Transaction (Month/Day/Year) 01/30/2013			_X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) below) Vice Chairman & CTO				
(Street) 4. If Amendment, Dat Filed(Month/Day/Year) MIAMI, FL 33137				-	Applicable Line) _X_ Form filed by 0 Form filed by N			Dint/Group Filing(Check One Reporting Person More than One Reporting	
						Person			
(City) (State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
	ion Date 2A. Deer y/Year) Executio any (Month/I		3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	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)	
	. 1	1							
Reminder: Report on a sep	arate line for each	class of sec	urities bene	-	-	or indirectly.	ection of	SEC 1474	
				inforn requir	nation cont ed to respo lys a curre	ained in this form and unless the fo ntly valid OMB co	n are not orm	(9-02)	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and Expiration	7. Title and Amo
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Date	Underlying Secu
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Ar Nu Sh
3% Convertible Senior Notes due 2033	\$ 7.07 <u>(1)</u>	01/30/2013		А		1,000		11/01/2032 <u>(2)</u>	02/01/2033 <u>(3)</u>	Common Stock	14

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
HSIAO JANE PH D OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137	Х	Х	Vice Chairman & CTO					
Signatures								
Steven D. Rubin, Attorney-in-Fact		01/31/2013						
**Signature of Reporting Person		Date						

Explanation of Responses:

- * 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).

The Notes will be convertible into cash, shares of the Company's common stock, par value \$0.01 per share (the "Common Stock"), or a combination of cash and shares of Common Stock, at the Company's election, at an initial conversion rate of 141.4827 shares of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$7.07 per share of Common Stock per \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$1,000 principal amount of Notes (equivalent to an initial conversion price of approximately \$1,000 principal amount of Notes (equivalent to an initial conversion pr

(1) Stock), and will be subject to adjustment upon the occurrence of certain events. In addition, the Company will, in certain circumstances, increase the conversion rate for holders who convert their Notes in connection with a make-whole fundamental change (as defined in the Indenture) and holders who convert upon the occurrence of certain specific events prior to February 1, 2017 (other than in connection with a make-whole fundamental change).

The Notes will be convertible at any time on or after November 1, 2032, through the second scheduled trading day immediately preceding(2) the maturity date, at the option of the holders. Additionally, holders may convert their Notes prior to the close of business on the scheduled trading day immediately preceding November 1, 2032, upon the occurrence of specified events.

(3) The Notes will mature on February 1, 2033, unless earlier repurchased, redeemed or converted.

The securities are owned directly by Hsu Gamma Investment, L.P. Dr. Hsiao is the general partner of Hsu Gamma Investment, L.P. The reporting person disclaims beneficial ownership of these securities, except to the extent of any pecuniary interest therein and this report

 (4) reporting person discums beneficial ownership of diese securities, except to the extent of any peculiary interest dietent 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 for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.