Opko Health, Inc. Form 4 November 21, 2016

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287

Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

Issuer

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Opko Health, Inc. [OPK]

Form 5 obligations may continue. See Instruction

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

FROST PHILLIP MD ET AL

| | | | Opko Health, Inc. [OPK] | | | | | (Check all applicable) | | | |
|---|-------------------------------------|--------------|---|--|------------|------------------------------|--|--|--|---|--|
| | | | 3. Date of Earliest Transaction (Month/Day/Year) 11/18/2016 | | | | | _X_ Director _X_ 10% Owner _X_ Officer (give title Other (specify below) CEO & Chairman | | | |
| | | | Amendment, Date Original | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | | | | |
| MIAMI, FL 33137 | | | | Filed(Month/Day/Year) | | | | Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person | | | |
| (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned | | | | | | | | | | | |
| 1.Title of Security (Instr. 3) | 2. Transaction Da (Month/Day/Yea | r) Execution | emed on Date, if Day/Year) | 3. Transactic Code (Instr. 8) | (Instr. 3, | ispose 4 and (A) or | d 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) | |
| Common Stock | | | | | | | | 3,068,951 | D | | |
| Common Stock | 11/18/2016 | | | P | 1,400 | A | \$ 10.38 | 160,351,743 | I | See Footnote | |
| Common Stock | 11/18/2016 | | | P | 400 | A | \$ 10.4 | 160,352,143 | I | See Footnote (1) | |
| Common Stock | | | | | | | | 20,091,062 | I | See Footnote (2) | |

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

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SEC 1474 (9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. | 6. Date Exerci | sable and | 7. Title a | ınd | 8. Price of |
|-------------|-------------|---------------------|--------------------|------------|---------------------|----------------|------------|------------|--------|-------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transact | iorNumber | Expiration Da | te | Amount | of | Derivative |
| Security | or Exercise | | any | Code | of | (Month/Day/Y | (ear) | Underlyi | ng | Security |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Securitie | s | (Instr. 5) |
| | Derivative | | | | Securities | | | (Instr. 3 | and 4) | |
| | Security | | | | Acquired | | | | | |
| | | | | | (A) or | | | | | |
| | | | | | Disposed | | | | | |
| | | | | | of (D) | | | | | |
| | | | | | (Instr. 3, | | | | | |
| | | | | | 4, and 5) | | | | | |
| | | | | | | | | | | |
| | | | | | | | | | mount | |
| | | | | | | Date | Expiration | 01 | | |
| | | | | | Exercisable Date | Date | | umber | | |
| | | | | | (1) | | | of | | |
| | | | | Code V | $^{\prime}$ (A) (D) | | | St | nares | |

Deletionship

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|----------------|-------|--|--|--|--|
| Treporting o mior runne, runne os | Director | 10% Owner | Officer | Other | | | | |
| FROST PHILLIP MD ET AL OPKO HEALTH, INC. 4400 BISCAYNE BLVD. MIAMI, FL 33137 | X | X | CEO & Chairman | | | | | |
| Frost Gamma Investments Trust 4400 BISCAYNE BLVD. MIAMI, FL 33137 | | X | | | | | | |
| Cianoturoo | | | | | | | | |

Signatures

Phillip Frost, M.D., Individually and as Trustee 11/21/2016

**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).
- (1) The securities are held by Frost Gamma Investments Trust, of which Phillip Frost M.D., is the trustee. Frost Gamma L.P. is the sole and exclusive beneficiary of Frost Gamma Investments Trust. Dr. Frost is one of two limited partners of Frost Gamma L.P. The general partner of Frost Gamma L.P. is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation. Dr. Frost is also the sole shareholder of Frost-Nevada Corporation. 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

Reporting Owners 2

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owner of these securities for purposes of Section 16 or for any other purpose.

These securities are owned directly by The Frost Group, LLC. Frost Gamma Investments Trust is a principal member of The Frost Group, LLC. 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 these 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.