

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): June 4, 2013

OPKO Health, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-33528
(Commission
File Number)

75-2402409
(IRS Employer
Identification No.)

4400 Biscayne Blvd
Miami, Florida 33137
(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (305) 575-4100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☒ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 7.01. Regulation FD Disclosure.

On June 4, 2013, the Company presented at the Jefferies 2013 Global Healthcare Conference. A copy of the Company's presentation slides is furnished as Exhibit 99.1 to this Current Report on Form 8-K and incorporated herein by reference. The presentation slides are also available on the OPKO website at www.opko.com under Investor Relations. The information contained on OPKO's website shall not be deemed part of this report.

The information contained in Item 7.01 to this Current Report on Form 8-K and Exhibit 99.1 attached hereto shall not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any filing by the Company under the Act, unless expressly stated otherwise.

ITEM 9.01. Financial Statements and Exhibits*(d) Exhibits*

Exhibit Number	Description
99.1	Jefferies 2013 Global Healthcare Conference Presentation.

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 hereunto duly authorized.

OPKO Health, Inc.

By /s/ Juan F. Rodriguez

Name: Juan F. Rodriguez

Title: Senior Vice President, Chief Financial Officer

Date June 4, 2013



Jefferies 2013 Global Healthcare Conference
June 4, 2013

Cautionary Statement

This presentation contains "forward-looking statements," as that term is defined under the Private Securities Litigation Reform Act of 1995 (PSLRA), which statements may be identified by words such as "expects," "plans," "projects," "will," "may," "anticipates," "believes," "should," "intends," "estimates," "potential" and other words of similar meaning, including statements regarding our estimated revenues and financial projections, our ability to achieve high levels of growth, the potential for Rayaldy™, Fermagate tablets, Rolapitant, hGH-CTP and our other products in development, whether Rayaldy™ safety and efficacy results will drive untreated patients to start treatment with Rayaldy™ whether Rayaldy™ will take significant market share in the CKD Stage 3 and 4 markets, whether PROLOR's hGH-CTP product will be the first long-acting growth hormone product to market, the potential for our next generation prostate markers to dramatically reduce biopsies and increase detection of cancer, our ability to develop certain therapeutics, new drugs and vaccines, including for the treatment of genetic diseases, cancers, neurological and metabolic disorders, our ability to develop, test and launch new products, the expected outcome and expected timing of the validation studies and clinical trials relating to our products under development, including without limitation, Rayaldy™, Fermagate tablets, hGH-CTP, the 4KScore™ and certain diagnostic products, that such trials and studies will support commercialization, the expected market penetration and size of the market for certain of our products under development including rolapitant, Rayaldy™ and our diagnostics products, the potential benefits of our products under development, our ability to successfully develop and commercialize simple blood tests for Alzheimer's, Multiple Sclerosis, Type I Diabetes, lung, pancreatic, and other cancers and autoimmune diseases, as well as diagnostic products for other markets such as urology, women's health, cardiology and infectious disease, our ability to develop and commercialize next generation prostate markers, and the timing of expected U.S. and European regulatory approvals for our pharmaceutical and diagnostic product candidates and the commercial launch of our pharmaceutical and diagnostic product candidates, as well as other non-historical statements. These forward-looking statements are only predictions and reflect our views as of the date they were made, and we undertake no obligation to update such statements. Such statements are subject to many risks and uncertainties that could cause our activities or actual results to differ materially from the activities and results anticipated in forward-looking statements, including risks inherent in funding, developing and obtaining regulatory approvals of new, commercially-viable and competitive products and treatments, general market factors, competitive product development, product availability, federal and state regulations and legislation, our ability to complete the acquisition of PROLOR and integration issues arising from the transaction, delays associated with development of novel technologies, unexpected difficulties and delays in validating and testing product candidates, the regulatory process for new products and indications, manufacturing issues that may arise, the cost of funding lengthy research programs, the need for and availability of additional capital, the possibility of infringing a third party's patents or other intellectual property rights, the uncertainty of obtaining patents covering our products and processes and in successfully enforcing them against third parties, and the possibility of litigation, among other factors, including all of the risks identified under the heading Risk Factors in our Annual Report on Form 10-K and other filings with the Securities and Exchange Commission.

OPKO — A High Growth Medical Products Company with a Diversified Pipeline

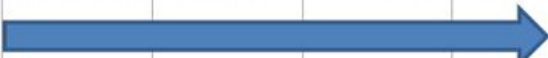







Diagnostics	<ul style="list-style-type: none"> – Microfluidics system for rapid, lab-quality point-of-care tests – CLIA-certified central lab with next generation prostate cancer laboratory developed test (“LDT”) – Platform to develop diagnostic tests for neurodegenerative diseases and cancer
Pharmaceuticals	<ul style="list-style-type: none"> – Vitamin D therapeutics for SHPT* – Calcium free phosphate binder – Human Growth Hormone – Long Acting – Third-generation Hepatitis B vaccine
International Markets	<ul style="list-style-type: none"> – Small, but established businesses <ul style="list-style-type: none"> ▪ Mexico ▪ Spain ▪ Chile ▪ Brazil ▪ Israel
Opportunistic Investments	<ul style="list-style-type: none"> – Innovative technologies <ul style="list-style-type: none"> ▪ Antibodies ▪ Anti-virals ▪ Vascular disease

* Secondary Hyperparathyroidism

Key Milestones in H1 2013

- Phase 3 trials for Rayaldy™ (CTAP101 Capsules) for treatment of SHPT continuing on schedule
 - top line results expected mid-2014
- Entered into definitive agreement to acquire PROLOR BioTech
- Issued \$175 million aggregate principal amount of 3.00% convertible senior notes due 2033
 - Net cash position at \$181.6 million as of March 31, 2013
- Top-line Phase 3 data for Rolapitant expected from Tesaro in H2 2013
- Acquired interest in growing Russian pharmaceutical company
- Entered into strategic pooling of assets with RXi Pharmaceuticals
- Ready to launch 4KScore™ commercial launch

OPKO Pharmaceuticals — Clinical Pipeline

Product	Indication	Preclinical	Phase 1	Phase 2	Phase 3	Milestone
Rayaldy™	SHPT (CKD Stage 3-4 Patients)					Phase 3 results expected H1 2014
Fermagate	Hyperphosphatemia (CKD Stage 5 Patients)					Phase 3 results expected H1 2017
Rolapitant	CINV and PONV	Outlicensed to TESARO 				Phase 3 results expected H2 2013
hGH-CTP	Growth Hormone Deficiency	Pending Acquisition 				Adult P3 - H2 2015 Ped P3 - H1 2018
CTA018	Moderate to severe SHPT (CKD Stage 5 Patients)					
CTA018 (Topical)	Mild to moderate psoriasis					
SCH 900978	Chronic cough, overactive bladder and major depression					
CTAP201	Mild to moderate SHPT (CKD Stage 5 Patients)					

Pending Acquisition of PROLOR BioTech

- OPKO to acquire all outstanding equity of PROLOR
 - Pre-revenue biopharmaceutical company developing longer-acting proprietary versions of approved therapeutic proteins
 - Late-stage product targeting growth hormone deficiency (GHD)
 - Preclinical products targeting hemophilia, obesity & diabetes
 - 0.9951 shares of OPKO stock for each share of PROLOR stock
 - \$7 per share of PROLOR, ~\$480 million (63.75 million shares and 8.1 million options + warrants) based on a 10-day VWAP of OPKO's stock
 - Closing expected in H2 2013, subject to closing conditions
 - Complementary drug development technologies

OPKO

Effective hGH Therapy in Growth Hormone Deficient Adults

hGH-CTP is designed to:



Decrease
fat mass



Increase
bone density



Increase
lean body
mass



Improve physical
performance

Improve cardiac function

OPKO

PROLOR Pipeline

Indication	Product	Market Size	Preclin.	Ph 1	Ph 2	Ph 3
Growth Hormone Disorders	hGH –CTP (Adults)	\$3.5B	1/week injection →			
	hGH –CTP (Children)		1/week injection →			
Hemophilia	Factor VIIa-CTP	\$1.3B	→	1-2/week injection		
	Factor IX - CTP	\$0.7B	→	1/week injection		
Diabetes Type II & Obesity	Oxyntomodulin	?	→	1/week injection		

PROLOR: hGH-CTP Clinical Program

- **Adult Pivotal Phase 3 trial**
 - 189 patients, >40 centers in US, EU, Israel
 - 12 months duration (6 months efficacy + 6 months safety)
 - Weekly injection compared to placebo control
 - Primary endpoint: Change in truncal fat mass after 6 months vs placebo
- **Ongoing Pediatric Phase 2 trial**
 - 40-56 naïve growth hormone deficient children
 - 12 months efficacy & safety
 - Key outcome: Height velocity
 - Dose finding study – 3 doses
 - Weekly injection vs. control group administered with daily commercial hGH
 - 35 centers (EU, US, Israel)
- Expected to be first long-acting growth hormone to market
- Orphan drug designation in adults and pediatric GHD

Cytochroma Acquisition — Product Highlights

• Rayaldy™ Capsules is a Highly Differentiated Lead Asset

- First-in-class modified-release vitamin D prohormone that is designed to effectively control SHPT* in patients with Stage 3 or Stage 4 CKD and vitamin D insufficiency
 - Unmet Medical Need: No current therapy can reliably restore adequate serum 25D** and suppress elevated PTH*** while maintaining normal serum calcium levels
- Compelling Phase 2b data in hand; Phase 3 program ongoing under Special Protocol Assessment
- USPTO and EPO have issued or allowed patents covering the product until 2028
- NDA filing expected in first half of 2015

• Broad and Deep Pipeline

- Two Phase 2 and two Phase 3 clinical programs in CKD and psoriasis
- Early stage pipeline includes new inhibitors of CYP24 and phosphate transport in the GI tract

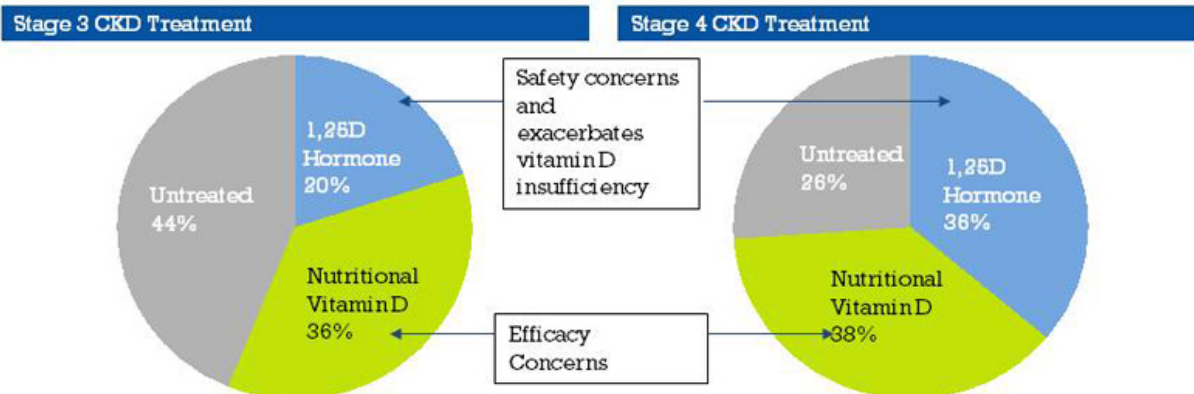
• Large Market Opportunity

- Cytochroma's product candidates address the current \$2.3 billion market in the U.S.
- SHPT affects 50-60% of the 8 million CKD Stage 3-4 patients in the U.S.

* SHPT = Secondary hyperparathyroidism
** 25D = 25-hydroxyvitamin D
*** PTH = Parathyroid hormone

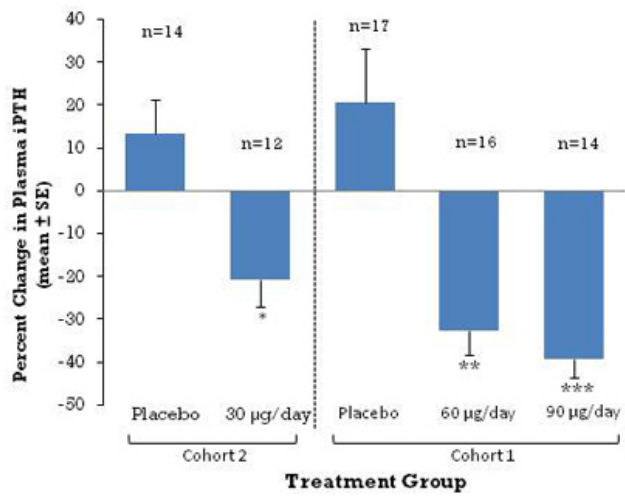
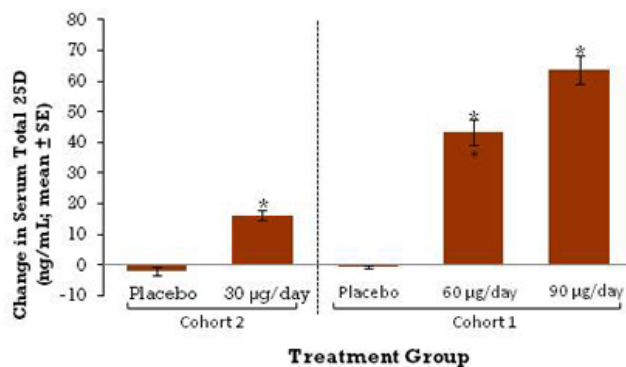
Rayaldy™: Significant Commercial Opportunity

- Low serum 25D and high plasma PTH are prevalent in CKD Stage 3-4 patients
 - 8.0M CKD Stage 3-4 patients in the U.S.
 - 4.0M patients with low serum 25D and high plasma PTH
 - ~1.0M patients seen by nephrologist
 - ~1.0M patients seen by endocrinologist
- Existing treatments are not effective or have significant safety issues
 - Rayaldy™'s efficacy and safety results compare favorably to both nutritional vitamin D and hormones in patients with stage 3 or 4 CKD and will drive untreated patients to start on Rayaldy™ Capsules



Rayaldy™ Capsules expected to take significant market share in the CKD Stage 3 and 4 market – a potential \$12B market

Rayaldy™: Phase 2b Results



Corrects Vitamin D Insufficiency

Corrects SHPT (Elevated Plasma iPTH)

OPKO

Fermagate: Product Profile

A phosphate binder (magnesium iron hydroxy carbonate)

Overview

- A non-calcium, inorganic compound (Mg/Fe) with demonstrated efficacy and safety
- Versus U.S. market leader:
 - Higher potency/gram
 - Smaller pills and lower pill burden
- Versus EU and Japanese market leader:
 - No risk of lanthanum accumulation
- Versus competitive products in development:
 - Potentially protective against vascular calcification
- Low COGS

Clinical Status

- Two Phase 3 studies stopped early by previous sponsor due to cash shortfall
- Partial Phase 3 efficacy data compares favorably to market leaders

Intellectual Property

- Fermagate base patent extends to September 2023, including five year extension in key territories
- 90% of key sales territories covered
- Claims for use for the treatment of hyperphosphatemia

⁸ Renagel / Renvela (sevelamer) is the market leader in the U.S. (Sanofi / Genzyme)
Fosrenol (lanthanum) is the market leader in the EU and Japan (Shire, Bayer Yakuhin, respectively)

Rayaldy™ & Fermagate: Clinical Timelines



Rolapitant Overview

- Rolapitant out-licensed to Tesaro in December 2010
 - Schering-Plough (S-P) divested to OPKO as FTC condition for S-P merger with Merck
 - Payments of up to \$121 million
 - Double-digit tiered royalties
- Potentially best-in-class cancer supportive care product
 - Potent neurokinin-1(NK-1) receptor antagonist for chemotherapy-induced nausea and vomiting (CINV)
 - Single dose
 - Rapid onset
 - Long acting
- Phase 3 program initiated following positive Phase 2 results
 - Proof of concept and dose identified in Phase 2 trial (n=454)
 - Five-day activity following single oral dose in patients treated with highly emetogenic chemotherapy (HEC)
 - Over 1,000 patients and healthy volunteers evaluated in Phase 1 and 2
 - Well accepted regulatory endpoints and clinical trial designs
 - Three global Phase 3 studies ongoing; 2 HEC (n=530) and 1 MEC (n=1350) with results expected during second half of 2013

OPKO Diagnostics — Our Vision

Low Cost / Highly Quantitative Point-of-Care System

- Easy-to-use
- Inexpensive
- Significant economic benefit to physicians through in-sourcing of basic panels
- Urology, Ob/Gyn, HIV, Hepatitis B, Vitamin D

CLIA Lab

- Profitable CLIA lab with urologic pathology focus, based in Nashville
- About 15+ person national sales force focused on urology
- Provides commercial platform for U.S. launch of novel 4KScore™ LDT

Innovative Technology to Discover New Diagnostics

- Alzheimer's Disease
- Pancreatic Cancer
- Lung Cancer
- Multiple Sclerosis
- Type-1 Diabetes

OPKO

OPKO Diagnostics — Initial Applications

- Total-PSA, Testosterone Point-of-Care tests
- Next Generation Prostate Cancer Markers (**4KScore™**):
 - Combines PSA, free PSA, intact PSA and human kallikrein 2 markers as a Laboratory Developed Test (LDT) with the goal of significantly greater accuracy
 - Markers tested in over 10,000 patients to predict the probability of cancer-positive biopsy and reduce unnecessary biopsies

Market Opportunity

- WW: 70 million PSA tests annually
- >1 million prostate biopsies per year in U.S., >750,000 are unnecessary
- Costs in excess of \$2.5 billion

Projected Launch

- Currently marketed in UK
- U.S. LDT in 2013
- POC platform by 2014/15

- Vitamin D Point-of-Care Test

Market Opportunity

- WW market: 100 million tests annually (70 million U.S.)
- WW market size: about \$5 billion

Projected Launch

- POC platform
 - EU by Q1 2014
 - U.S. by Q4 2014

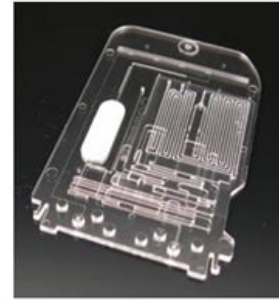
OPKO

OPKO Point-of-Care Diagnostics Technology

Key Requirements – High Quantitative Performance / Low Cost

- **Inexpensive Disposable**

- Injection-molded microfluidics
- On-board delivery of multiple reagents
- Multiplex platform



- **Robust Signal Detection**

- Sensitive proprietary amplification chemistry for microfluidics

- **Inexpensive Hardware Unit (OPKO Dx Reader)**

- Reliable standard optics

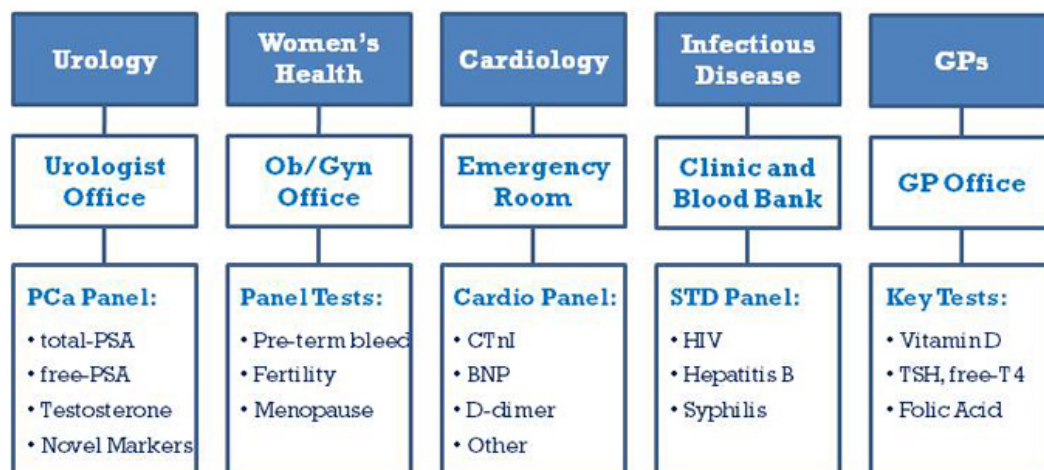


- **Ease of Use and Safety**

- No sample prep
- User-friendly sample introduction
- Biohazard containment

OPKO

OPKO Dx Card Technology Target Applications

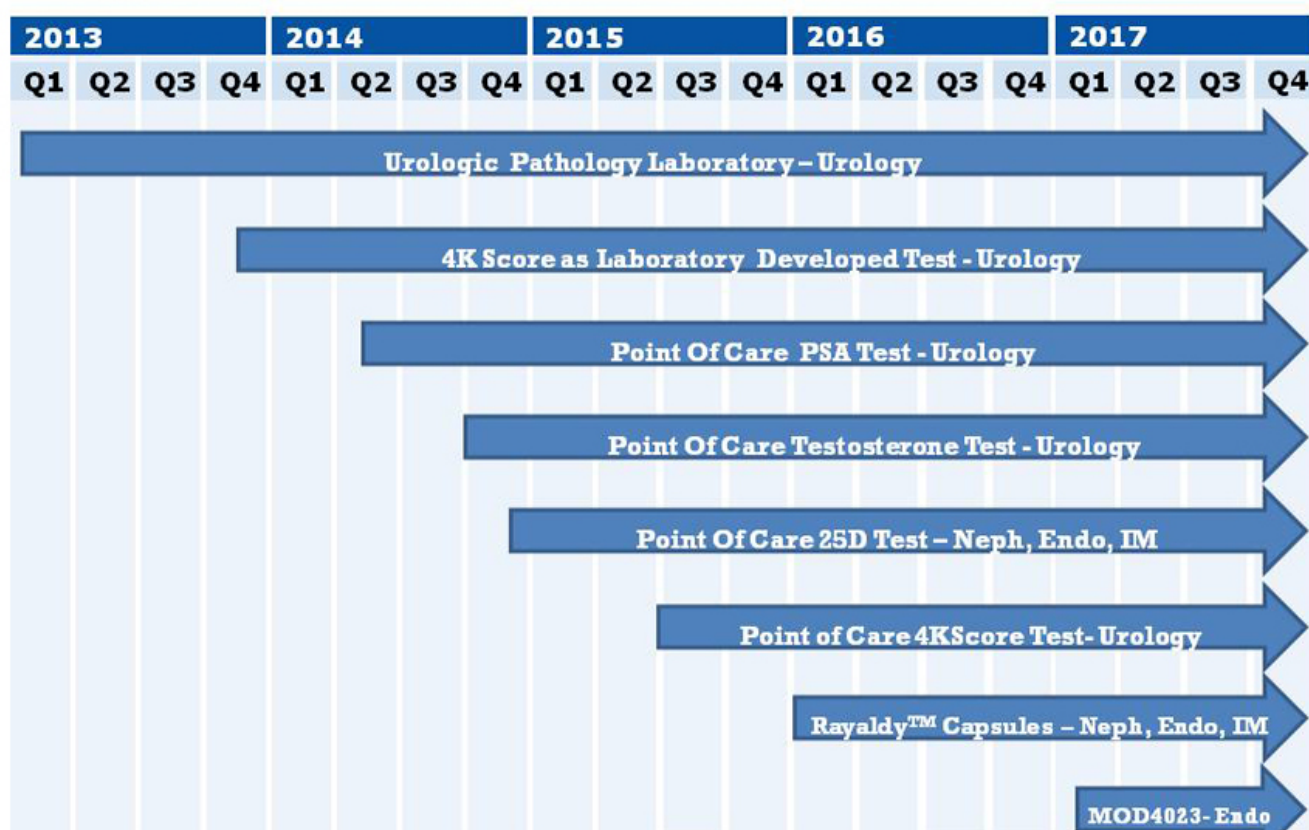


Liquid Sample Capabilities

- | | | |
|---------------|------------------|----------------|
| ➤ Whole Blood | ➤ Semen | ➤ Spinal Fluid |
| ➤ Serum | ➤ Saliva | ➤ Tears |
| ➤ Urine | ➤ Amniotic Fluid | ➤ Sweat |

OPKO

Diagnostic & Pharmaceutical Product Launches: US



OPKO

OPKO European Union

Farmadiet Group

- Established 20-year presence within EU
 - Based in Barcelona, Spain
- Fully integrated specialty pharmaceutical entity
 - 42-person sales force
 - Production/research facility in Banyoles, Spain
- Broad pharmaceutical, nutritional and veterinary products lineup
 - Pharmaceuticals: 45 Products
 - Nutritionals: 70 Products
 - Veterinary : 50 Products
- Access to promising products in development:
 - Citicoline (supports memory function)
 - 25-Hydroxyvitamin D for animal use

OPKO Emerging Markets

- **OPKO Chile — Pharma Genexx, S.A.**

- Rapidly growing sales from >100 products
- Acquired ALS Distribution Limited, the exclusive product distributor of Arama Laboratories, in April 2012

- **OPKO Mexico — Pharmacos Exakta S.A. de C.V.**

- 25 products across a range of therapeutic indications
- Primarily branded ophthalmics, with expanding proprietary focus

- **OPKO Brazil — OPKO Do Brasil Comercio De Produtos Farmaceuticos Ltda**

- Acquired February 2013
- ANVISA licensed pharmaceutical company in most important growth market in South America

OPKO Emerging Markets (cont'd)

OPKO Israel

- **Fine Tech Pharmaceuticals, Ltd.**

- Acquired in December 2011
- Develops and produces high value, high potency, difficult to make active pharmaceutical ingredients
- FDA registered state of the art facility in Nesher, Israel

- **SciGen Israel, Ltd.**

- Acquired controlling interest in October 2012
- Sci-B-Vac™ is a third-generation Hepatitis B vaccine encompassing:
 - Immunogenic regions of the three surface proteins of HBV
 - Faster onset of action (earlier seroconversion and seroprotection after the first and second doses)
 - 98% protection in vaccinated patients following three injections at the recommended dose
 - Higher levels of anti-HBV antibodies
- Sci-B-Vac™ is highly immunogenic and effective at low doses
- Sci-B-Vac™ is currently marketed in nine countries

Strategic Investments

Proprietary Technologies with Significant Upside Potential

- **CoCrystal Discovery, Inc.** (~16% equity interest*)
 - New approach to develop broad spectrum anti-viral drugs
 - Development program with Teva for Hepatitis C drug
- **RXi, Inc.** (~21% equity interest*)
 - RNA interference platform that down-regulates abnormal gene expression
 - RXI-109 in development to reduce or inhibit scar formation in the skin following surgery
- **Sorrento Therapeutics** (~20% equity interest*)
 - New technology to produce human monoclonal antibodies libraries that are more complete
- **Fabrus, LLC** (~13% equity interest*)
 - Next gen technology to identify therapeutic antibody targets
- **Pharmsynthez, Inc.** (~10% equity interest)
 - Manufactures and sells branded pharmaceutical products, primarily in Russia and Baltic countries
 - Develop and commercialize OPKO products in Eastern Europe
- **Tesaro, Inc.** (~1% equity interest*)
 - Oncology-focused biopharmaceutical company founded by former executives of MGI Pharma
- **Neovasc, Inc.** (~4% equity interest*)
 - Developing innovative vascular devices
- **ChromaDex, Inc.** (~1% equity interest*)
 - Dietary supplement BlueScience and antioxidant pterostilbene pTeroPure
 - OPKO distribution rights in Latin America

* As of March 31, 2013

Additional Information About the PROLOR Biotech, Inc. (“PROLOR”) Transaction and Where to Find It

This presentation is being made pursuant to and in compliance with Rules 165 and 425 of the Securities Act of 1933 and does not constitute an offer of any securities for sale or a solicitation of an offer to buy any securities. In connection with the proposed transaction, OPKO will file with the SEC a registration statement on Form S-4 that will include a joint proxy statement of OPKO and PROLOR and that will also constitute a prospectus of OPKO. The definitive joint proxy statement/prospectus will be mailed to stockholders of OPKO and PROLOR. STOCKHOLDERS OF OPKO AND PROLOR ARE URGED TO READ THE JOINT PROXY STATEMENT/PROSPECTUS WHEN THEY BECOME AVAILABLE AND ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC, AS WELL AS ANY AMENDMENTS OR SUPPLEMENTS TO THOSE DOCUMENTS, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. Investors and security holders will be able to obtain free copies of the registration statement and the definitive joint proxy statement/prospectus (when available) and other documents filed with the SEC by OPKO and PROLOR through the website maintained by the SEC at www.sec.gov. Free copies of the registration statement and the definitive joint proxy statement/prospectus (when available) and other documents filed with the SEC can also be obtained by directing a request to OPKO, attn: Steven D. Rubin, Executive Vice President – Administration or Juan F. Rodriguez, Chief Financial Officer, at 305-875-4100, or PROLOR, attn: Shachar Shlosberger, PROLOR Biotech, Inc., 7 Golda Meir Street, Weizmann Science Park, Nes-Ziona, Israel 74140, at 866-644-7811.

This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of such jurisdiction. No offering of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.

Certain Information Regarding Participants

OPKO, PROLOR and their respective directors and executive officers and other persons may be deemed to be participants in the solicitation of proxies in respect of the proposed transaction. Information regarding OPKO's directors and executive officers is available in its Form 10-K/A, which was filed with the SEC on April 29, 2013. Information regarding PROLOR's directors and executive officers is available in its proxy statement for its 2013 annual meeting of stockholders, which was filed with the SEC on April 25, 2013. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the definitive Joint Proxy Statement/Prospectus and other relevant materials to be filed with the SEC when they become available.



Jefferies 2013 Global Healthcare Conference
June 4, 2013