

Opko Health, Inc.  
Form 424B3  
July 20, 2015  
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**Filed Pursuant to Rule 424(b)(3)**  
**Registration No. 333-205480**

**MERGER PROPOSED YOUR VOTE IS VERY IMPORTANT**

**July 20, 2015**

Dear Fellow Shareholder:

We cordially invite you to attend a special meeting of shareholders of Bio-Reference Laboratories, Inc., a New Jersey corporation, which we refer to as Bio-Reference, to be held on August 20, 2015, 9:00 a.m., local time, at the Sheraton Crossroads Hotel, Crossroads Corporate Center, One International Boulevard, Route 17 North, Mahwah, New Jersey 07495-0001. As previously announced, Bio-Reference and OPKO Health, Inc., a Delaware corporation, which we refer to as OPKO, have entered into an Agreement and Plan of Merger, dated as of June 3, 2015, which we refer to as the merger agreement. Pursuant to the terms of the merger agreement, a subsidiary of OPKO will merge with and into Bio-Reference, with Bio-Reference surviving the merger as a wholly owned subsidiary of OPKO.

If the merger contemplated by the merger agreement is completed, holders of Bio-Reference common stock will be entitled to receive 2.75 shares of OPKO common stock for each share of Bio-Reference common stock that they own. Based on the closing price of \$19.12 of OPKO common stock on the New York Stock Exchange, which we refer to as the NYSE, on June 3, 2015, the last trading day before the execution of the merger agreement, the merger consideration represented approximately \$52.58 per share of Bio-Reference common stock. This price represented a premium of approximately 59.5% to the closing price of Bio-Reference common stock of \$32.96 on the NASDAQ Global Select Market, which we refer to as NASDAQ, on June 3, 2015. Based on the closing price of \$16.74 of OPKO common stock on the NYSE on July 14, 2015, the latest practicable date before the date of this proxy statement/prospectus, the merger consideration represented approximately \$46.04 per share of Bio-Reference common stock. OPKO stock is listed on the NYSE under the trading symbol OPK, and we encourage you to obtain quotes for the OPKO common stock, given that the merger consideration is payable in OPKO common stock.

Under the New Jersey Business Corporation Act, the approval of Bio-Reference shareholders must be obtained before effecting the merger and the other transactions contemplated by the merger agreement. Based on the estimated number of shares of Bio-Reference and OPKO common stock that will be outstanding immediately prior to the closing of the merger, we estimate that, upon closing, existing OPKO stockholders will own approximately 86% of the outstanding shares of OPKO common stock and former Bio-Reference shareholders will own approximately 14% of the outstanding shares of OPKO common stock.

At the special meeting of Bio-Reference shareholders, Bio-Reference shareholders will be asked to vote on (i) a proposal to approve and adopt the merger agreement and approve the merger, (ii) a proposal to approve, on a

nonbinding, advisory basis, the compensation to be paid or become payable to Bio-Reference's named executive officers in connection with the merger, which we refer to as the merger-related compensation, and (iii) a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger. The merger cannot be completed unless the holders of a majority of the votes cast by the holders of Bio-Reference common stock entitled to vote on the matter and present in person or represented by proxy at the special meeting vote to approve and adopt the merger agreement and approve the merger. Shares that are present at the special meeting but are not voted, whether due to broker non-vote, abstention or otherwise, will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on, the approval and adoption of the merger agreement and the approval of the merger. For the advisory

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proposal concerning the merger-related compensation to be considered approved, votes cast **FOR** must exceed votes cast **AGAINST**. Additionally, shares that are present at the special meeting but are not voted, whether due to broker non-vote, abstention or otherwise, will not be counted as **FOR** or **AGAINST** and, assuming a quorum is present at the special meeting, will not have an effect on, the nonbinding advisory proposal concerning the merger-related compensation.

We cannot complete the merger unless the Bio-Reference shareholders approve the proposal to approve and adopt the merger agreement and approve the merger. The consummation of the merger is not conditioned on the approval, on a nonbinding advisory basis, of the proposal concerning the merger-related compensation. **Your vote is very important, regardless of the number of shares you own. Whether or not you expect to attend the Bio-Reference shareholders special meeting in person, please submit a proxy to vote your shares as promptly as possible so that your shares may be represented and voted at the Bio-Reference shareholders special meeting.**

**The Bio-Reference board of directors has unanimously approved and declared advisable the merger agreement, the merger and all of the other transactions contemplated by the merger agreement, declared that it is in the best interests of Bio-Reference and its shareholders to enter into the merger agreement and consummate the merger and all of the other transactions contemplated by the merger agreement, directed that the approval and adoption of the merger agreement and the approval of the merger be submitted to a vote at a special meeting of the Bio-Reference shareholders, and recommended that the Bio-Reference shareholders vote to approve and adopt the merger agreement and approve the merger. ACCORDINGLY, THE BIO-REFERENCE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT BIO-REFERENCE SHAREHOLDERS VOTE (I) **FOR THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER**, (II) **FOR THE PROPOSAL TO APPROVE, ON A NONBINDING ADVISORY BASIS, THE MERGER-RELATED COMPENSATION**, AND (III) **FOR THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.**** In considering the recommendation of the Bio-Reference board of directors, you should be aware that certain directors and executive officers of Bio-Reference will have interests in the merger that may be different from, or in addition to, the interests of Bio-Reference shareholders generally. See the section entitled **Interests of Bio-Reference's Directors and Executive Officers in the Merger** beginning on page 106 of the accompanying proxy statement/prospectus.

We urge you to read carefully and in their entirety the accompanying proxy statement/prospectus, including the Annexes and the documents incorporated by reference. In particular, we urge you to read carefully the section entitled **Risk Factors** beginning on page 39 of this proxy statement/prospectus. If you have any questions regarding this proxy statement/prospectus, you may contact Okapi Partners LLC, Bio-Reference's proxy solicitor, by calling toll-free at (877) 796-5274.

On behalf of the board of directors of Bio-Reference, thank you for your consideration and continued support. We look forward to the successful completion of the merger.

Sincerely,

Marc D. Grodman, M.D.

Chairman, President and Chief Executive Officer

Bio-Reference Laboratories, Inc.

Neither the U.S. Securities and Exchange Commission nor any state securities commission has approved or disapproved of the securities to be issued under this proxy statement/prospectus or determined if this proxy statement/prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

This proxy statement/prospectus is dated July 17, 2015 and is first being mailed to Bio-Reference shareholders on or about July 20, 2015.

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Bio-Reference Laboratories, Inc.

481 Edward H. Ross Drive

Elmwood Park, New Jersey 07407

**NOTICE OF SPECIAL MEETING OF SHAREHOLDERS**

Dear Fellow Shareholder:

You are cordially invited to a special meeting of shareholders of Bio-Reference Laboratories, Inc., which we refer to as Bio-Reference, which will be held on August 20, 2015, 9:00 a.m., local time, at the Sheraton Crossroads Hotel, Crossroads Corporate Center, One International Boulevard, Route 17 North, Mahwah, New Jersey 07495-0001, for the following purposes:

- 1) to vote on a proposal to approve and adopt the Agreement and Plan of Merger, which we refer to as the merger agreement, dated as of June 3, 2015, as may be amended from time to time, among OPKO Health, Inc., which we refer to as OPKO, Bamboo Acquisition, Inc., a subsidiary of OPKO, which we refer to as Merger Sub, and Bio-Reference, a copy of which is included as Annex A to the proxy statement/prospectus of which this notice forms a part, and approve the merger of Merger Sub with and into Bio-Reference, which we refer to as the merger;
- 2) to vote on a proposal to approve, by nonbinding, advisory vote, the compensation that may become payable to Bio-Reference's named executive officers in connection with the merger, which we refer to as the merger-related compensation; and
- 3) to vote on a proposal to approve the adjournment of the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger.

Your proxy is being solicited by the Bio-Reference board of directors. The Bio-Reference board of directors has unanimously approved and declared advisable the merger agreement, the merger and all of the other transactions contemplated by the merger agreement, declared that it is in the best interests of Bio-Reference and its shareholders to enter into the merger agreement and consummate the merger and all of the other transactions contemplated by the merger agreement, directed that the approval and adoption of the merger agreement be submitted to a vote at a special meeting of the Bio-Reference shareholders, and recommended that the Bio-Reference shareholders vote to approve and adopt the merger agreement and approve the merger. ACCORDINGLY, THE BIO-REFERENCE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT BIO-REFERENCE SHAREHOLDERS VOTE (I) FOR THE PROPOSAL TO APPROVE AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER, (II) FOR THE PROPOSAL TO APPROVE, ON A NONBINDING ADVISORY BASIS, THE MERGER-RELATED COMPENSATION, AND (III) FOR THE PROPOSAL TO ADJOURN THE SPECIAL MEETING, IF NECESSARY, TO PERMIT FURTHER SOLICITATION OF PROXIES IN THE EVENT THERE ARE NOT SUFFICIENT VOTES AT THE TIME OF THE SPECIAL MEETING TO APPROVE AND ADOPT THE MERGER AGREEMENT AND APPROVE THE MERGER.

The Bio-Reference board of directors has fixed the close of business on July 14, 2015 as the record date for determination of Bio-Reference shareholders entitled to receive notice of, and to vote at, the Bio-Reference shareholders' special meeting or any adjournments or postponements thereof. Only holders of record of Bio-

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Reference common stock at the close of business on the record date are entitled to receive notice of, and to vote at, the Bio-Reference shareholders' special meeting. The merger cannot be completed unless the holders of a majority of the votes cast by the holders of Bio-Reference common stock entitled to vote on the matter and present in person or represented by proxy at the special meeting vote to approve and adopt the merger agreement and approve the merger. Shares that are present at the special meeting but are not voted, whether due to broker non-vote, abstention or otherwise, will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on, the approval and adoption of the merger agreement and the approval of the merger. For the advisory proposal concerning the merger-related compensation to be considered approved, votes cast FOR must exceed votes cast AGAINST. Additionally, shares that are present at the special meeting but are not voted, whether due to broker non-vote, abstention or otherwise, will be counted neither as FOR nor AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on, the nonbinding advisory proposal concerning the merger-related compensation.

Your vote is very important. We hope you will attend the special meeting in person. Whether or not you plan to attend the special meeting, we urge you to vote by Internet or telephone to ensure that your shares are represented at the special meeting. Registered shareholders may vote (i) through the Internet by logging onto the website indicated on the enclosed proxy card and following the prompts using the control number located on the proxy card; (ii) by telephone (from the United States, Puerto Rico and Canada) using the toll-free telephone number listed on the enclosed proxy card; or (iii) by completing, signing, dating and returning the enclosed proxy card in the postage-paid envelope provided. If your shares are held in the name of a bank, broker or other nominee, follow the instructions you receive from your nominee on how to vote your shares. Registered shareholders who attend the special meeting may vote their shares personally even if they previously have voted their shares.

An admission ticket and government-issued picture identification will be required to enter the special meeting. All shareholders must have an admission ticket to attend the special meeting. Shareholders may obtain a special meeting ticket and directions to the Sheraton Crossroads Hotel, Crossroads Corporate Center, One International Boulevard, Route 17 North, Mahwah, New Jersey 07495-0001, where the special meeting will be held, by submitting a written request to Bio-Reference Laboratories, Inc., Attention: Tara Mackay, 481 Edward H. Ross Drive, Elmwood Park, New Jersey 07407. If you are a registered shareholder, please indicate that in your request. If you are the representative of a corporate or institutional shareholder, you must present valid photo identification along with proof that you are the representative of such shareholder. If your shares are held by a bank, broker or other nominee, you must enclose with your ticket request evidence of your ownership of shares, which you can obtain from your broker, bank or other nominee. Please submit your ticket request and proof of ownership as promptly as possible in order to ensure you receive your ticket in time for the special meeting. Admission to the special meeting will be on a first-come, first-served basis.

If you have any questions regarding the accompanying proxy statement/prospectus, you may contact Okapi Partners LLC, Bio-Reference's proxy solicitor, by calling toll-free at (877) 796-5274.

By Order of the Board of Directors

/s/ Marc D. Grodman

Marc D. Grodman

Chairman of the Board, President and Chief Executive Officer

Elmwood Park, New Jersey

July 20, 2015

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**REFERENCES TO ADDITIONAL INFORMATION**

This proxy statement/prospectus incorporates important business and financial information about Bio-Reference Laboratories, Inc., which we refer to as Bio-Reference, and OPKO Health, Inc., which we refer to as OPKO, from other documents that Bio-Reference and OPKO have filed with the U.S. Securities and Exchange Commission, which we refer to as the SEC, and that are contained in or incorporated by reference into this proxy statement/prospectus. For a listing of documents incorporated by reference into this proxy statement/prospectus, please see the section entitled **Where You Can Find More Information** beginning on page 132 of this proxy statement/prospectus. This information is available for you to review at the SEC's public reference room located at 100 F Street, N.E., Room 1580, Washington, DC 20549, and through the SEC's website at [www.sec.gov](http://www.sec.gov).

**Any person may request copies of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus or other information concerning Bio-Reference, without charge, by written or telephonic request directed to Bio-Reference Laboratories, Inc., Attention: Tara Mackay, 481 Edward H. Ross Drive, Elmwood Park, New Jersey 07407, Telephone (201) 791-2600; or Okapi Partners LLC, which we refer to as Okapi, Bio-Reference's proxy solicitor, by calling toll-free at (877) 796-5274. Banks, brokerage firms, and other nominees may call collect at (212) 297-0720.**

**You may also request a copy of this proxy statement/prospectus and any of the documents incorporated by reference into this proxy statement/prospectus or other information concerning OPKO, without charge, by written or telephonic request directed to OPKO Health, Inc., Attention: Investor Relations, 4400 Biscayne Blvd., Miami, Florida 33137, Telephone (305) 575-4100; or from the SEC through the SEC website at the address provided above.**

**In order for you to receive timely delivery of the documents in advance of the special meeting of Bio-Reference shareholders to be held on August 20, 2015, which we refer to as the special meeting, you must request the information no later than five business days prior to the date of the special meeting, or August 13, 2015.**

We are not incorporating the contents of the websites of the SEC, Bio-Reference, OPKO or any other entity into this proxy statement/prospectus. We are providing the information about how you can obtain certain documents that are incorporated by reference into this proxy statement/prospectus at these websites only for your convenience.

**ABOUT THIS PROXY STATEMENT/PROSPECTUS**

This document, which forms part of a registration statement on Form S-4 filed with the SEC by OPKO (File No. 333-205480), constitutes a prospectus of OPKO under Section 5 of the Securities Act of 1933, as amended, which we refer to as the Securities Act, with respect to the shares of common stock of OPKO, which we refer to as OPKO common stock, to be issued to Bio-Reference shareholders pursuant to the Agreement and Plan of Merger, dated as of June 3, 2015, by and among Bio-Reference, OPKO and Bamboo Acquisition, Inc., which we refer to as Merger Sub, as it may be amended from time to time, which we refer to as the merger agreement. This document also constitutes a proxy statement of Bio-Reference under Section 14(a) of the Securities Exchange Act of 1934, as amended, which we refer to as the Exchange Act. It also constitutes a notice of meeting with respect to the special meeting, at which Bio-Reference shareholders will be asked to vote on (i) a proposal to approve and adopt the merger agreement and approve the merger, (ii) a proposal to approve, on a nonbinding, advisory basis, the merger-related compensation and (iii) a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger.



OPKO has supplied all information contained or incorporated by reference into this proxy statement/prospectus relating to OPKO, and Bio-Reference has supplied all such information relating to Bio-Reference.

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You should rely only on the information contained in or incorporated by reference into this proxy statement/prospectus. OPKO and Bio-Reference have not authorized anyone to provide you with information that is different from that contained in or incorporated by reference into this proxy statement/prospectus. This proxy statement/prospectus is dated July 17, 2015, and you should not assume that the information contained in this proxy statement/prospectus is accurate as of any date other than such date unless otherwise specifically provided herein. Further, you should not assume that the information incorporated by reference into this proxy statement/prospectus is accurate as of any date other than the date of the incorporated document. Neither the mailing of this proxy statement/prospectus to Bio-Reference shareholders nor the issuance by OPKO of shares of OPKO common stock pursuant to the merger agreement will create any implication to the contrary.

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**QUESTIONS AND ANSWERS ABOUT THE MERGER AND THE SPECIAL MEETING**

The following questions and answers are intended to briefly address some commonly asked questions regarding the merger, the merger agreement and the special meeting. These questions and answers may not address all questions that may be important to you as a Bio-Reference shareholder. Please refer to the section entitled Summary beginning on page 12 of this proxy statement/prospectus and the more detailed information contained elsewhere in this proxy statement/prospectus, the annexes to this proxy statement/prospectus and the documents referred to in this proxy statement/prospectus, which you should read carefully and in their entirety. You may obtain the information incorporated by reference into this proxy statement/prospectus without charge by following the instructions under the section entitled Where You Can Find More Information beginning on page 132 of this proxy statement/prospectus.

**Q: Why am I receiving this proxy statement/prospectus and proxy card?**

A: You are receiving this document because you were a shareholder of record of Bio-Reference on the record date for the special meeting, which we refer to as the record date. OPKO has agreed to acquire Bio-Reference under the terms of the merger agreement, which are described in this proxy statement/prospectus. If the proposal to approve and adopt the merger agreement and approve the merger is approved by Bio-Reference's shareholders and the other conditions to closing under the merger agreement are satisfied or waived, Merger Sub, a New Jersey corporation and a wholly owned subsidiary of OPKO, will be merged with and into Bio-Reference, with Bio-Reference surviving the merger as a wholly owned subsidiary of OPKO, which we refer to as the Surviving Corporation. As a result of the merger, Bio-Reference will no longer be a public company. Following the merger, the common stock of Bio-Reference, which we refer to as Bio-Reference common stock, will be delisted from NASDAQ, and deregistered under the Exchange Act, and Bio-Reference will no longer be required to file periodic reports with the SEC in respect of Bio-Reference common stock.

This proxy statement/prospectus serves as the proxy statement through which Bio-Reference will solicit proxies to obtain the necessary shareholder approval for the approval and adoption of the merger agreement and the approval of the merger. It also serves as the prospectus by which OPKO will issue shares of OPKO common stock to pay the merger consideration.

Bio-Reference is holding the special meeting to ask its shareholders to vote on a proposal to approve and adopt the merger agreement and approve the merger. Bio-Reference shareholders are also being asked to vote on a proposal to approve, on a nonbinding, advisory basis, the merger-related compensation and to vote on a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger.

This proxy statement/prospectus includes important information about the merger, the merger agreement, a copy of which is attached as Annex A to this proxy statement/prospectus, and the special meeting. Bio-Reference shareholders should read this information carefully and in its entirety. The enclosed voting materials allow Bio-Reference shareholders to vote their shares without attending the special meeting in person.

**Q: Who can vote at the special meeting?**



A: All holders of record of Bio-Reference common stock as of the close of business on July 14, 2015, the record date for the special meeting, are entitled to receive notice of, and to vote at, the special meeting. Each holder of Bio-Reference common stock is entitled to cast one vote on each matter properly brought before the special meeting for each share of Bio-Reference common stock that such holder owned of record as of the record date.

**Q: What am I being asked to vote on at the special meeting?**

A: You are being asked to vote upon (i) a proposal to approve and adopt the merger agreement and approve the merger, (ii) a proposal to approve, on a nonbinding, advisory basis, the merger-related compensation and

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(iii) a proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger.

### **Q: Does my vote matter?**

A: Yes, your vote is very important. You are encouraged to vote as soon as possible.

The merger cannot be completed unless a majority of the votes cast by the holders of shares of Bio-Reference common stock present in person or represented by proxy and entitled to vote on the matter vote to approve and adopt the merger agreement and approve the merger. For Bio-Reference shareholders, if you fail to submit a proxy or vote in person at the special meeting, or abstain, or you do not provide your bank, brokerage firm or other nominee with instructions, as applicable, this will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on, the approval and adoption of the merger agreement and the approval of the merger.

### **Q: What is the vote required to approve each proposal at the special meeting?**

A: As long as a quorum is present at the special meeting, the affirmative vote of a majority of the votes cast by the holders of shares of Bio-Reference common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter is required for the approval and adoption of the merger agreement and the approval of the merger. Because the affirmative vote required to approve and adopt the merger agreement and approve the merger is based upon the affirmative vote of a majority of the votes cast by those shareholders having voting power present in person or represented by proxy at the special meeting, your failure to submit a proxy or vote in person at the special meeting will have no effect on the outcome of the proposal, assuming a quorum is present. An abstention from voting, or, if you hold your shares in street name through a broker, bank, brokerage firm or other nominee, your failure to give voting instructions to such broker, bank, brokerage firm or other nominee, which we refer to as broker non-votes, will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on the approval and adoption of the merger agreement and the approval of the merger.

As long as a quorum is present at the special meeting, the affirmative vote of a majority of the votes cast by the holders of shares of Bio-Reference common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter is required for approval of the merger-related compensation; however, such vote is nonbinding and advisory only and will not be binding on either Bio-Reference or OPKO. Accordingly, if the merger agreement is approved and adopted and the merger is completed, the compensation will be payable, subject only to the conditions applicable thereto, regardless of the outcome of the nonbinding, advisory vote of the Bio-Reference shareholders. Because the affirmative vote required to approve, on a nonbinding, advisory basis, the merger-related compensation is based upon the affirmative vote of a majority of the votes cast by those shareholders having voting power present in person or represented by proxy at the special meeting, your failure to vote in person or by proxy at the special meeting will have no effect on the outcome of the proposal. An abstention from voting and broker non-votes will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on the approval, on a nonbinding, advisory basis, of the merger-related compensation.

The affirmative vote of a majority of the votes cast by the holders of shares of Bio-Reference common stock present in person or represented by proxy at the special meeting and entitled to vote on the matter is required for approval of the adjournment of the special meeting, if necessary, to solicit additional proxies if there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger, whether or not a quorum is present. Shares held by Bio-Reference shareholders who are not present at the special meeting in person or proxy and broker non-votes will have no effect on the outcome of any vote to adjourn the special meeting.

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See the section entitled "Information About the Special Meeting" beginning on page 50 of this proxy statement/prospectus.

**Q: Why are OPKO and Bio-Reference proposing to effect the merger?**

A: OPKO's and Bio-Reference's respective boards of directors each believe that the merger will provide strategic and financial benefits to their respective stockholders and shareholders. The transaction also will deliver value to Bio-Reference's shareholders, who will receive merger consideration representing a premium of approximately 59.5% to the closing price of Bio-Reference common stock of \$32.96 on June 3, 2015, the last trading day before the public announcement of the merger, based on the closing price of \$19.12 of OPKO common stock on June 3, 2015, and will have an opportunity to participate in the growth and opportunities of the combined company through their ownership of OPKO common stock received in connection with the merger.

To review the reasons for the Merger in greater detail, see "The Merger" OPKO's Reasons for the Merger and "The Merger" Recommendation of the Bio-Reference Board; Bio-Reference's Reasons for the Merger beginning on pages 79 and 63, respectively.

**Q: How does the Bio-Reference board recommend that I vote at the special meeting?**

A: The board of directors of Bio-Reference, which we refer to as the Bio-Reference board, by unanimous vote of the directors, determined that the merger agreement and the transactions contemplated by the merger agreement, including the merger between Bio-Reference and a subsidiary of OPKO, are fair to and in the best interests of Bio-Reference and its shareholders and recommends that Bio-Reference shareholders vote (i) FOR the proposal to approve and adopt the merger agreement and approve the merger, (ii) FOR the proposal to approve, on a nonbinding, advisory basis, the merger-related compensation and (iii) FOR the proposal to adjourn the special meeting, if necessary, to permit further solicitation of proxies in the event there are not sufficient votes at the time of the special meeting to approve and adopt the merger agreement and approve the merger.

See the section entitled "The Merger" Recommendation of the Bio-Reference Board; Bio-Reference's Reasons for the Merger beginning on page 63 of this proxy statement/prospectus.

**Q: What will happen to Bio-Reference as a result of the merger?**

A: Merger Sub, a New Jersey corporation and wholly owned subsidiary of OPKO, will be merged with and into Bio-Reference, with Bio-Reference continuing as the surviving corporation and a wholly owned subsidiary of OPKO.

**Q: What will I receive if the merger is completed?**

A: If the merger is completed, each share of Bio-Reference common stock issued and outstanding immediately prior to the completion of the merger will be converted into the right to receive 2.75 shares of OPKO common stock rounded up to the nearest whole number, which we refer to as the per share merger consideration.

**Q: How do I calculate the value of the per share merger consideration?**

A: Because OPKO will issue a fixed number of shares of OPKO common stock as the per share merger consideration, the value of the per share merger consideration will depend in part on the price per share on the NYSE of OPKO common stock at the time the merger is completed. That price will not be known at the time of the special meeting and may be greater or less than the current price of OPKO common stock or the price of OPKO common stock at the time of the special meeting.

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Based on the closing price of \$19.12 of OPKO common stock on the NYSE on June 3, 2015, the last trading day before the public announcement of the merger agreement, the per share merger consideration represented approximately \$52.58 per share of Bio-Reference common stock. This price represented a premium of approximately 59.5% to the closing price of Bio-Reference common stock of \$32.96 on NASDAQ on June 3, 2015. Based on the closing price of \$16.74 of OPKO common stock on the NYSE on July 14, 2015, the latest practicable date before the date of this registration statement, the per share merger consideration represented approximately \$46.04 per share of Bio-Reference common stock.

**Q: Is the exchange ratio subject to adjustment based on changes in the prices of OPKO and/or Bio-Reference common stock?**

A: No. The exchange ratio is fixed and no adjustments to the exchange ratio will be made based on changes in the price of either OPKO common stock or Bio-Reference common stock prior to the completion of the merger. As a result of any such changes in stock price, the aggregate market value of the shares of OPKO common stock that a Bio-Reference shareholder is entitled to receive at the time that the merger is completed could vary significantly from the value of such shares on the date of this proxy statement/prospectus, the date of the Bio-Reference special meeting or the date on which such Bio-Reference shareholder actually receives its shares of OPKO common stock.

**Q: What will holders of Bio-Reference stock options receive in the merger?**

A: Upon completion of the merger, each option to purchase shares of Bio-Reference common stock that is outstanding and unexercised immediately prior to the effective time of the merger, or the effective time, will be converted into an option to purchase OPKO common stock and (1) the number of shares of OPKO common stock subject to such option will be adjusted to an amount equal to the product of (a) the number of shares of Bio-Reference common stock subject to such option immediately before the effective time and (b) the exchange ratio, rounded down to the nearest whole share, and (2) the per share exercise price of such option will be adjusted to a price equal to the quotient of (a) the per share exercise price of such option and (b) the exchange ratio, rounded up to the nearest whole cent. OPKO will assume each such stock option in accordance with the terms and conditions of the applicable Bio-Reference stock option plan and stock option agreement relating to such Bio-Reference stock option, subject to the adjustments described in the preceding sentence and the substitution of OPKO and its compensation committee for Bio-Reference and its compensation committee with respect to the administration of each such Bio-Reference stock option plan.

**Q: What equity stake will Bio-Reference shareholders hold in OPKO immediately following the merger?**

A: Based on the number of issued and outstanding shares of OPKO common stock and Bio-Reference common stock as of July 14, 2015, the latest practicable date prior to the date of this registration statement, and based on the exchange ratio of 2.75, holders of shares of Bio-Reference common stock as of immediately prior to the closing of the merger will hold, in the aggregate, approximately 14% of the issued and outstanding shares of OPKO common stock immediately following the closing of the merger. The exact equity stake of Bio-Reference

shareholders in OPKO immediately following the merger will depend on the number of shares of OPKO common stock and Bio-Reference common stock issued and outstanding immediately prior to the merger.

**Q: How will I receive the per share merger consideration to which I am entitled?**

A: After receiving the proper documentation from you, following the effective time, the exchange agent will forward to you the OPKO common stock to which you are entitled. More information on the documentation you are required to deliver to the exchange agent may be found under the caption **The Merger Agreement Exchange of Bio-Reference Stock Certificates** beginning on page 85 of this proxy statement/prospectus.

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**Q: Will my shares of OPKO common stock acquired in the merger receive a dividend?**

A: After the closing of the merger, as a holder of OPKO common stock you will receive the same dividends on shares of OPKO common stock that all other holders of shares of OPKO common stock will receive for any dividend for which the record date occurs after the merger is completed.

Former Bio-Reference shareholders who hold Bio-Reference share certificates will not be entitled to be paid dividends otherwise payable on the shares of OPKO common stock into which their shares of Bio-Reference common stock are convertible until they surrender their Bio-Reference share certificates according to the instructions provided to them. Dividends will be accrued for these Bio-Reference shareholders and they will receive the accrued dividends when they surrender their Bio-Reference share certificates, subject to abandoned property laws. OPKO has historically not paid any dividends on its common stock and does not presently anticipate paying any dividends on its common stock in the foreseeable future. Any future OPKO dividends will remain subject to approval by the board of directors of OPKO, which we refer to as the OPKO board.

**Q: What are the material United States federal income tax consequences of the merger to Bio-Reference shareholders?**

A: OPKO and Bio-Reference intend for the merger to qualify as a reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended, or the Internal Revenue Code. Assuming the merger qualifies as a reorganization, Bio-Reference's shareholders will not recognize gain or loss for U.S. federal income tax purposes upon the exchange of their shares of Bio-Reference common stock for shares of OPKO common stock in connection with the merger.

**Because individual circumstances may differ, we recommend that you consult your own tax advisor to determine the particular tax effects of the merger to you.**

**You should read the section entitled "Material U.S. Federal Income Tax Consequences" beginning on page 113 of this proxy statement/prospectus for a more complete discussion of the material U.S. federal income tax consequences of the merger.**

**Q: When do you expect the merger to be completed?**

A: Subject to the satisfaction or waiver of the closing conditions described under the section entitled "The Merger Agreement - Conditions to the Completion of the Merger" beginning on page 99 of this proxy statement/prospectus, including the approval and adoption of the merger agreement and the approval of the merger by Bio-Reference shareholders at the special meeting, Bio-Reference and OPKO expect that the merger will be completed during the second half of 2015. However, it is possible that factors outside the control of both companies could result in the merger being completed at a different time or not at all.

**Q: When and where is the special meeting?**



- A: The special meeting will be held on August 20, 2015 at 9:00 a.m., local time, at the Sheraton Crossroads Hotel, Crossroads Corporate Center, One International Boulevard, Route 17 North, Mahwah, New Jersey 07495-0001. All Bio-Reference shareholders of record as of the close of business on the record date, their duly authorized proxy holders and beneficial owners with proof of ownership are invited to attend the special meeting in person. An admission ticket and government-issued picture identification, such as a driver's license or passport, will be required to enter the special meeting. You may obtain a special meeting ticket and directions to the Sheraton Crossroads Hotel, Crossroads Corporate Center, One International Boulevard, Route 17 North, Mahwah, New Jersey 07495-0001, where it will be held, by submitting a written request to Bio-Reference Laboratories, Inc., Attention: Tara Mackay, 481 Edward H. Ross Drive, Elmwood Park, New Jersey 07407. If you are a registered shareholder, please indicate that in your request. If your shares are held by a bank, broker or other nominee, you must enclose with your request evidence of your ownership of such shares, which you can obtain from your broker, bank or other nominee. If you are

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the representative of a corporate or institutional stockholder, you must present valid government-issued picture identification along with proof that you are the representative of such shareholder. Please submit your ticket request and proof of ownership as promptly as possible in order to ensure you receive your ticket in time for the special meeting. Admission to the special meeting will be on a first-come, first-served basis. Please note that cameras, recording devices and other electronic devices will not be permitted at the special meeting. For additional information about the special meeting, see the section entitled Information About the Special Meeting beginning on page 50 of this proxy statement/prospectus.

**Q: Why am I being asked to consider and vote on a proposal to approve, on a nonbinding, advisory basis, certain compensation arrangements for Bio-Reference's named executive officers of Bio-Reference in connection with the merger?**

A: Under SEC rules, Bio-Reference is required to seek a nonbinding, advisory vote with respect to certain compensation to be paid or become payable to Bio-Reference's named executive officers in connection with the merger.

**Q: What will happen if Bio-Reference shareholders do not approve the merger-related compensation arrangements for Bio-Reference's named executive officers?**

A: Approval of the merger-related compensation is not a condition to completion of the merger. Accordingly, you may vote not to approve the proposal concerning the merger-related compensation and vote to approve the proposal to approve and adopt the merger agreement and approve the merger, or vice versa. The vote on the proposal concerning the merger-related compensation is an advisory vote and will not be binding on Bio-Reference or the Surviving Corporation. If the merger is completed, because Bio-Reference or OPKO, as applicable, is contractually obligated to pay such compensation, the compensation will be payable, subject only to the contractual conditions applicable to such compensation payments, regardless of the outcome of the advisory vote.

**Q: What is the difference between holding shares as a shareholder of record and as a beneficial owner?**

A: If your shares of Bio-Reference common stock are registered directly in your name with the transfer agent of Bio-Reference, American Stock Transfer & Trust Company LLC, you are considered the shareholder of record with respect to those shares. As the shareholder of record, you have the right to vote, or to grant a proxy for your vote directly to Bio-Reference or to a third party to vote, at the special meeting.

If your shares are held by a bank, brokerage firm or other nominee, you are considered the beneficial owner of shares held in street name, and your bank, brokerage firm or other nominee is considered the stockholder of record with respect to those shares. Your bank, brokerage firm or other nominee will send you, as the beneficial owner, a package describing the procedure for voting your shares. You should follow the instructions provided by them to vote your shares. You are invited to attend the special meeting, however, you may not vote these shares in person at the special meeting unless you obtain a legal proxy from your bank, brokerage firm or other nominee that holds your shares, giving you the right to vote the shares at the special meeting.

**Q: If my shares of Bio-Reference common stock are held in street name by my bank, brokerage firm or other nominee, will my bank, brokerage firm or other nominee automatically vote those shares for me?**

A: Your bank, brokerage firm or other nominee will only be permitted to vote your shares of Bio-Reference common stock if you instruct your bank, brokerage firm or other nominee how to vote. You should follow the procedures provided by your bank, brokerage firm or other nominee regarding the voting of your shares of Bio-Reference common stock. In accordance with the rules of NASDAQ, banks, brokerage firms and other nominees who hold shares of Bio-Reference common stock in street name for their customers have

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authority to vote on routine proposals when they have not received instructions from beneficial owners. However, banks, brokerage firms and other nominees are precluded from exercising their voting discretion with respect to non-routine matters, such as the proposal to approve and adopt the merger agreement and approve the merger and the proposal to approve, on a nonbinding, advisory basis, the merger-related compensation. As a result, absent specific instructions from the beneficial owner of such shares, banks, brokerage firms and other nominees are not empowered to vote such shares, which we refer to as a broker non-vote. If you do not instruct your broker how you wish your shares to be voted, your shares will not be counted as FOR or AGAINST and, assuming a quorum is present at the special meeting, will not have an effect on, the proposal to approve and adopt the merger agreement and approve the merger or the proposal to approve, on a nonbinding, advisory basis, the merger-related compensation.

### **Q: How many votes do I have?**

A: Each Bio-Reference shareholder is entitled to one vote for each share of Bio-Reference common stock held of record as of the close of business on the record date. As of the close of business on the record date, there were 27,832,976 outstanding shares of Bio-Reference common stock.

### **Q: What constitutes a quorum for the special meeting?**

A: A majority of the shares of Bio-Reference common stock issued and outstanding as of the close of business on the record date and entitled to vote on the record date, present in person or represented by proxy, at the special meeting constitutes a quorum for purposes of the special meeting. Votes to abstain are counted as present for the purpose of determining whether a quorum is present. Broker non-votes are counted as present for purposes of determining whether a quorum is present. If you hold shares of Bio-Reference common stock in street name and you provide your bank, brokerage firm or other nominee with instructions as to how to vote your shares or obtain a legal proxy from such bank, brokerage firm or other nominee to vote your shares in person at the special meeting, then your shares will be counted as part of the quorum.

### **Q: How do I vote?**

A: Shareholder of Record. If you are a shareholder of record, you may have your shares of Bio-Reference common stock voted on the matters to be presented at the special meeting in any of the following ways:

by telephone or over the Internet, by accessing the telephone number or Internet website	ICAL-ALIGN: bottom; BACKGROUND-COLOR: #ccee	\$90	
Fixed Income Funds		\$206	\$-- \$-- \$206
International Funds		\$17	\$-- \$-- \$17
Total mutual funds		\$114,697	\$-- \$-- \$114,697

Common stock				
Participant-Directed Brokerage Account	\$821	\$--	\$--	\$821
Pharmaceuticals	\$13,908	\$--	\$--	\$13,908
Industrial	\$41,930	\$--	\$--	\$41,930
Total common stock	\$56,659	\$--	\$--	\$56,659
Other investments measured at net asset value	\$--	\$--	\$--	\$78,283
Total investments	\$173,262	\$--	\$--	\$251,545

As of December 31,  
2016  
(dollars in  
thousands)

	Investments at Fair Value as determined by Quoted Prices in active markets (Level I)	Valuation techniques based on observable market data (Level II)	Valuation techniques incorporating information other than observable market data (Level III)	Total Investments measured at Fair Value at December 31, 2016
Cash equivalents	\$2,306	\$--	\$--	\$2,306
Mutual funds				
Fixed income funds	\$10,216	\$--	\$--	\$10,216
Equity Funds	\$51,559	\$--	\$--	\$51,559
Growth & Income funds	\$39,244	\$--	\$--	\$39,244
Mutual funds - Participant-Directed Brokerage Account				
Equity Funds –Capital Growth	\$936	\$--	\$--	\$936
Equity Funds – Current Income	\$70	\$--	\$--	\$70
Balanced Funds	\$70	\$	\$	\$70
Fixed Income Funds	\$241	\$--	\$--	\$241
Total Return Funds	\$21	\$	\$	\$21
International Funds	\$13	\$--	\$--	\$13
Total mutual funds	\$102,370	\$--	\$--	\$102,370
Common stock				
Participant-Directed Brokerage Account	\$720	\$--	\$--	\$720
Pharmaceuticals	\$13,751	\$--	\$--	\$13,751
Industrial	\$46,143	\$--	\$--	\$46,143
Total common stock	\$60,614	\$--	\$--	\$60,614
Other investments measured at net asset value	\$--	\$--	\$--	\$65,496

Total investments	\$ 165,290	\$--	\$--	\$230,786
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(4) Fully Benefit Responsive Contract

The Plan invests in the New York Life Insurance Anchor Acct III, which is considered a fully benefit responsive contract. This investment is valued at contract value reported by the fund manager based on the underlying investments within each fund. There are no imposed redemption restrictions.

The average yield of the underlying assets earned by the Plan from the New York Life Insurance Anchor Account III was 2.29% and 2.16% at December 31, 2017 and 2016, respectively. The average crediting interest rate was 1.84% and 1.72% at December 31, 2017 and 2016, respectively.

The existence of certain conditions can limit the Contract's ability to transact at contract value with the issuers of its investment contracts. Specifically, any event outside the normal operation of the Contract that causes a withdrawal from an investment contract may result in a negative market value adjustment with respect to such withdrawal. Examples of such events include, but are not limited to, partial or complete legal termination of the Contract or a unitholder, tax disqualification of the Contract or a unitholder, and certain Contract amendments if issuers' consent is not obtained. As of December 31, 2017, the occurrence of an event outside the normal operation of the Contract that would cause a withdrawal from an investment contract is not considered to be probable. To the extent a unitholder suffers a tax disqualification or legal termination event, under normal circumstances it is anticipated that liquid assets would be available to satisfy the redemption of such unitholder's interest in the Contract without the need to access investment contracts.

(5) Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan by action of the Company's Board of Directors, subject to the provisions of ERISA. Upon termination of the Plan, each participant thereby affected would receive the entire value of his or her account as of the date of such termination. No part of the assets in the investment funds established pursuant to the Plan would at any time revert to the Company.

(6) Tax Status

The Internal Revenue Service (IRS) determined and informed the Company by a letter dated December 27, 2013, that the Plan and related Trust established thereunder are properly designed and, thus qualified and are tax exempt, respectively, within the meaning of Sections 401(a) and 501(a) of the Internal Revenue Code (IRC). Although the Plan has been amended and restated since receiving the determination letter, the Company and legal counsel believe that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or de-recognize an asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2017 and 2016, there are no uncertain tax positions taken or expected to be taken that would require recognition of a liability (or de-recognition of an asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes it is no longer subject to income tax audits for years prior to 2014.

(7) Administrative and Investment Advisor Costs

All costs of administering the Plan are paid by the Plan and amounted to \$147,916 and \$106,832 for the years ended December 31, 2017 and 2016, respectively. Participants are responsible for any origination and maintenance fees for each loan, and certain expenses for participating in the participant directed brokerage account. Investment advisers are reimbursed for costs incurred or receive a management fee for providing investment advisory services. Investment advisory fees and costs are deducted and reflected in the net appreciation (depreciation) in the fair value of investments on the Statements of Changes in Net Assets Available for Benefits.





(8) Related-Party Transactions

John Hancock Trust Company LLC is Trustee and record keeper of the Plan. Certain Plan investments in the pooled separate account and mainstay mutual funds are managed by New York Life Investment Management LLC, an affiliate of John Hancock Trust Company LLC.

Certain Plan investments are shares of the Company's common stock, which qualify as party-in-interest transactions.

(9) Concentration of Risks and Uncertainties

The Plan's exposure to a concentration of credit risk is limited by the diversification of investments across several participant-directed fund elections. Additionally, the investments within each participant-directed fund election are further diversified into varied financial instruments, with the exception of the MTI and Pfizer common stock funds, which principally invest in securities of a single issuer.

The Plan investments include a number of investment options including MTI and Pfizer common stock and a variety of investment funds, some of which are mutual funds or common collective funds. Investment securities, in general, are exposed to various risks, such as interest rate, credit, and overall market volatility risk. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the amounts reported in the statements of net assets for benefits and participant account balances. Plan investments included a variety of investment that may directly or indirectly invest in securities with contractual cash flows. The value, liquidity, and related income of these securities are sensitive to changes in economic conditions and may be adversely affected by shifts in the market's perception of the issuers and changes in interest rates.

(10) Subsequent Events

The Plan evaluated events subsequent to December 31, 2017 and through June 20, 2018, the date on which the financial statements were issued, and determined there have not been any events that have occurred that would require adjustment to or disclosure in the financial statements.

(11) Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of the total net increase (decrease) in net assets available for benefits per the financial statements for the year ended December 31, 2017 and 2016, respectively, to the Form 5500 (in thousands):

	December 31,	
	2017	2016
Total net increase per the financial statements	\$ 10,569	\$ 11,748
Adjustment from contract value to fair value for fully benefit- responsive investment contracts - prior year	--	194
Total net (loss) income per the Form 5500	\$ 10,569	\$ 11,942

MINERALS TECHNOLOGIES INC.  
SAVINGS AND INVESTMENT PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

December 31, 2017

(in thousands)

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment/interest	Cost	Current Value
	Cash Equivalents:			
	PIMCO Government Money Market	Money market account	\$1,063	\$1,063
	TD Ameritrade Participant-Directed Brokerage Account	various money market accounts	\$843	\$843
	Total Cash Equivalents		\$1,906	\$1,906
	Fully benefit responsive investment contract, at contract value:			
	New York Life			
*	Insurance Anchor Acct III	61,594 units	\$61,594	\$61,594
	Common Collective Funds:			
	Target Retirement 2015 Strategy			
	State Street Target Retirement 2015 Securities Lending Series Fund	84 units	\$1,324	\$1,571
	Target Retirement 2020 Strategy			
	State Street Target Retirement 2020 Securities Lending Series Fund	64 units	\$2,269	\$2,773

## Target Retirement 2025

## Strategy

## State Street Target

## Retirement 2025

Securities Lending Series Fund	407	units	\$6,965	\$8,595
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## Target Retirement 2030

## Strategy

## State Street Target

## Retirement 2030

Securities Lending Series Fund	56	units	\$2,701	\$3,276
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## Target Retirement 2035

## Strategy

## State Street Target

## Retirement 2035

Securities Lending Series Fund	138	units	\$2,323	\$2,964
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## Target Retirement 2040

## Strategy

## State Street Target

## Retirement Securities

Lending Series Fund	26	units	\$1,592	\$1,948
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## Target Retirement 2045

## Strategy

## State Street Target

## Retirement 2045

Securities Lending Series Fund	102	units	\$1,887	\$2,268
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## Target Retirement 2050

## Strategy

## State Street Target

## Retirement 2050

Securities Lending Series Fund	89	units	\$1,359	\$1,628
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## Target Retirement 2055

## Strategy

## State Street Target

## Retirement 2055

Securities Lending Series Fund	54	units	\$647	\$765
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(a) (b)	(c)	(d)	(e)
Identity of issue, borrower, lessor or similar party	Description of investment/interest	Cost	Current Value
Black Rock Equity Index Fund	1,275 units	\$21,926	\$38,897
State Street Russell Small/Midcap Index Non-Lending Series Fund	82 units	\$3,465	\$4,837
State Street S&P Midcap 400 Index Securities Lending Series Fund	79 units	\$5,926	\$8,305
Age Based Lifetime Strategy SSgA Age Based Lifetime Income Strategy Fund	26 units	\$409	\$456
Total Common Collective Funds		\$52,793	\$78,283

Mutual Funds:

Alliance Bernstein Discovery Value Fund	71 units	\$1,465	\$1,610
American Beacon Large Cap Value Fund	195 units	\$4,942	\$5,294
American Funds - Fundamental Investors Fund	427 units	\$20,005	\$26,482
BlackRock US Government Bond Portfolio	141 units	\$1,483	\$1,457
ClearBridge Large Cap Growth IS	173 Units	\$7,361	\$7,766
Eaton Vance AtlCapSMID-Cap	108 units	\$3,004	\$3,637
Ivy International Core Equity Fund	433 units	\$7,872	\$8,801
Janus Triton Fund (I)	112 units	\$2,744	\$3,233

*Mainstay Balanced Fund	523	units	\$15,868	\$17,133
MFS International Value R4	98	units	\$3,516	\$4,252
Prudential Total Return Bond Fund	679	units	\$9,752	\$9,897
Vanguard Life Strategy Conservative Growth	245	units	\$4,643	\$4,896
Vanguard Life Strategy Growth	151	units	\$4,397	\$5,075
Vanguard Life Strategy Moderate Growth	517	units	\$12,481	\$14,032
Mutual Fund Window				
TD Ameritrade Participant-Directed Brokerage Account	various mutual fund investments		\$1,132	\$1,132
Total Mutual Funds			\$100,665	\$114,697

(a)	(b)	(c)	(d)	(e)
	Identity of issue, borrower, lessor or similar party	Description of investment/interest	Cost	Current Value
	TD Ameritrade Participant-Directed Brokerage Account	various common stock investments	\$ 821	\$ 821
*	MTI Common Stock Fund			
	Minerals Technologies Inc. Common Stock	609 units	\$ 28,005	\$ 41,930
	Pfizer Common Stock Fund			
	Pfizer Inc. Common Stock	384 units	\$ 9,373	\$ 13,908
	Total Common Stock		\$ 38,199	\$ 56,659
		579 loans to participants with interest rates of 4.25% to 9.75% with various maturity dates through 2032		
*	Notes receivable from participants		\$ -	\$ 5,195
	Total			\$ 318,334

\* Parties in interest, as defined by ERISA.

See accompanying report of independent registered public accounting firm.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the members of the Savings and Investment Plan Committee, which administers the Minerals Technologies Inc. Savings and Investment Plan, have duly caused this annual report to be signed on their behalf by the undersigned thereunto duly authorized.

Minerals Technologies Inc. Savings and Investment Plan

/s/ Matthew E. Garth  
Matthew E. Garth  
By: Senior Vice President - Finance and Treasury,  
Chief Financial Officer  
Member, Minerals Technologies Inc. Savings  
and Investment Plan Committee

Date: June 20, 2018



## EXHIBIT INDEX

The following is a list of Exhibits filled as part of this Annual Report on Form 11-K:

<u>Exhibit Number</u>	<u>Exhibit Description</u>
23.1	<u>Consent of KPMG LLP</u>