

Opko Health, Inc.
Form SC 13G/A
February 17, 2009

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

OPKO Health, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

301610 10 1
(CUSIP Number)

December 31, 2008
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

| | | | |
|-----|--|-----------------------------|-----------------------------|
| 1. | Name of Reporting Person | Johnson & Johnson | |
| | I.R.S. Identification | 22-1024240 | |
| | No. of Above Person | | |
| | (Entities Only) | | |
| 2. | Check the Appropriate Box | (a) <input type="radio"/> | |
| | if a Member of a Group | (b) <input type="radio"/> | |
| 3. | SEC Use Only | | |
| 4. | Citizenship or Place | New Jersey | |
| | of Organization | | |
| | Number of | 5. Sole Voting | -0- |
| | Shares Beneficially | Power | |
| | Owned by Each | 6. Shared Voting | 14,369,938 shares of Common |
| | Reporting Person | Power | Stock |
| | With | 7. Sole Dispositive | -0- |
| | 9. Aggregate Amount Beneficially Owned | Power | |
| | by Each Reporting Person | 8. Shared Dispositive Power | 14,369,938 shares of Common |
| | | | Stock |
| | | | |
| 10. | Check Box if the Aggregate Amount in | | |
| | Row (9) Excludes Certain Shares | | |
| | | | |
| | | | |
| 11. | Percent of Class Represented by Amount | 0 | |
| | in Row (9) | 7.0% | |
| 12. | Type of Reporting Person | CO | |

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock.

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| | | |
|--|-----------------------------|---|
| 1. | Name of Reporting Person | Johnson & Johnson Development Corporation |
| | I.R.S. Identification | 22-1024240 |
| | No. of Above Person | |
| | (Entities Only) | |
| 2. | Check the Appropriate Box | (a) <input type="radio"/> |
| | if a Member of a Group | (b) <input type="radio"/> |
| 3. | SEC Use Only | |
| 4. | Citizenship or Place | New Jersey |
| | of Organization | |
| Number of | 5. Sole Voting | -0- |
| Shares Beneficially | Power | |
| Owned by Each | 6. Shared Voting | 14,369,938 shares of Common |
| Reporting Person | Power | Stock |
| With | 7. Sole Dispositive | -0- |
| 9. Aggregate Amount Beneficially Owned | Power | |
| by Each Reporting Person | 8. Shared Dispositive Power | 14,369,938 shares of Common |
| | | Stock |
| | | 14,369,938 shares of Common Stock |
| 10. Check Box if the Aggregate Amount in | | |
| Row (9) Excludes Certain Shares | | |
| | | <input type="radio"/> |
| 11. Percent of Class Represented by Amount | | |
| in Row (9) | | 7.0% |
| 12. Type of Reporting Person | | CO |

The numbers set forth above include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock.

Amendment No. 1 to Schedule 13G

Reference is hereby made to the statement on Schedule 13G filed with the Securities and Exchange Commission on April 6, 2007, at which time the name of the Issuer was eXegenics Inc. (the "Schedule 13G"). Terms defined in the Schedule 13G are used herein as so defined.

The following Items of the Schedule 13G are amended and restated as follows:

ITEM 1(a) - NAME OF ISSUER:

OPKO Health, Inc.

ITEM 1(b) - ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:
4400 Biscayne Blvd., Suite 1180
Miami, Florida 33137

ITEM 4 - OWNERSHIP:

The numbers set forth below include shares of Common Stock issuable upon exercise of stock options and warrants to purchase Common Stock.

(a) Amount Beneficially Owned:

J&J: 14,369,938 shares of Common Stock

JJDC: 14,369,938 shares of Common Stock

(b) Percent of Class:

J&J: 7.0%

JJDC: 7.0%

(c) Number of shares as to which such person has:

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(i) sole power to vote or to direct the vote: -0-

(ii) shared power to vote or to direct the vote:

J&J: 14,369,938 shares of Common Stock

JJDC: 14,369,938 shares of Common Stock

(iii) sole power to dispose or to direct the disposition of: -0-

(iv) shared power to dispose or to direct the disposition of:

J&J: 14,369,938 shares of Common Stock

JJDC: 14,369,938 shares of Common Stock

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 14, 2009

JOHNSON & JOHNSON

By: /s/ Douglas Chia
Name: Douglas Chia

Title: Assistant Secretary

JOHNSON & JOHNSON DEVELOPMENT CORPORATION

By: /s/ Jayne Zall
Name: Jayne Zall

Title: Secretary