

## Press Release

# Akerman Senterfitt Represents OPKO Health in \$290 Million Acquisition of Cytochroma Inc., Closes Private Offering of \$175 Million

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Akerman Senterfitt recently represented OPKO Health Inc. (NYSE: OPK), a multinational biopharmaceutical and diagnostics company, in its \$290 million acquisition of Cytochroma Inc., a clinical-stage specialty pharmaceutical company focused on developing and commercializing products that treat patients with kidney disease. The deal was led by Mary Carroll, chair of Akerman Senterfitt's Corporate Practice Group and shareholder [Teddy Klinghoffer](#). The Akerman team also recently closed a \$175 million private offering of its three percent convertible senior notes due 2033. The offering was led by shareholders [Esther Moreno](#) and [Christina Russo](#).

Under the terms of the acquisition, OPKO purchased venture-backed Cytochroma Inc. for up to \$290 million in OPKO common stock, including a \$100 million up-front stock payment and \$190 million in potential earnouts. As part of the agreement, OPKO has acquired Cytochroma's Replidea™ and Alpharen™, which are in Phase 3 clinical trials with kidney disease patients, into its product portfolio.

"A buyout of this scale is noteworthy for transactions within the middle-market," said Carroll. "We are seeing a growing demand for investment within the

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healthcare provider and services sector. In general, investment themes are widely aimed at targeting consumer-directed healthcare options. Despite the increasingly competitive landscape and heightened regulatory environment, we were able to negotiate favorable terms for OPKO in a short amount of time.”

Less than a month after OPKO signed its agreement with Cytochroma, Akerman attorneys closed OPKO’s first private offering of \$175 million aggregate principal amount of its three percent convertible senior notes due 2033. The senior notes were offered inside the United States to qualified institutional buyers and accredited investors in a private placement in reliance on Section 4(a)(2) under the Securities Act of 1933. Approximately \$170 million of net proceeds from the offering are intended to be used for general corporate purposes, including research and development expenses, acceleration of clinical trials, acquisitions of new technologies or businesses, and other business opportunities.

“This was OPKO’s first convertible note deal and it was upsized from its original size, which illustrates that investors recognize OPKO’s multi-national platform and its growth and strategic initiatives led by the company’s management,” said Moreno.

“OPKO was eager to take advantage of the attractive debt market. Its pending acquisition of Cytochroma posed some challenges from a disclosure perspective. With round-the-clock hard work by our legal team, we were able to negotiate and close the offering in an expedited timeframe in order for our client to achieve a great result in the debt markets.”

Akerman is recognized by *U.S. News - Best Lawyers* as a leading U.S. law firm for Corporate, M&A, Private Equity, Securities/Capital Markets, and Securities Regulation Law. In addition, Akerman’s Corporate Practice Group is recognized by *The Legal 500* within the National Firms - Middle Market category and is ranked #1 by *Chambers USA* for Corporate/M&A & Private Equity in Florida.

Akerman's Corporate Practice Group advises public and private companies, including private equity funds, in mergers & acquisitions, securities offerings, financings and other transactional matters, with a strong focus on the middle market.

#### **About Akerman Senterfitt**

Akerman is a leading transactions and trial law firm known for its core strengths in middle market M&A, within the financial services and real estate industries, and for a diverse Latin America practice. With more than 550 lawyers and government affairs professionals and a network of 19 offices, it is ranked among the top 100 law firms in the United States by *The National Law Journal NLJ 250* (2012).