

NEOVASC INC
Form SC 13G
February 14, 2017

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

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS PURSUANT TO RULES 13d-1(b), (c)

AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO 13d-2

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)*

Neovasc Inc.

(Name of Issuer)

Common Shares, without par value

(Title of Class of Securities)

64065J106

(CUSIP Number)

May 13, 2014

(Date of Event Which Requires Filing of this Statement)

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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)

* 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 the disclosures provided in a prior cover page.

The information required in 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 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAME OF REPORTING PERSON

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

OPKO Health, Inc.

75-2402409

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) (b)

(3) SEC USE ONLY

(4) CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

(5) SOLE VOTING POWER:

NUMBER OF

SHARES 4,000,000*
(6) SHARED VOTING POWER:

BENEFICIALLY

OWNED BY 0
EACH (7) SOLE DISPOSITIVE POWER:

REPORTING

PERSON 4,000,000*
(8) SHARED DISPOSITIVE POWER:

WITH:

0

(9) AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON:

4,000,000*
(10) CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

(11) PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

6%
(12) TYPE OF REPORTING PERSON:

CO

* See Item 4 below.

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ITEM 1(a). NAME OF ISSUER:

Neovasc Inc.

ITEM 1(b). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:

Suite 5138 13562 Maycrest Way

Richmond, British Columbia, Canada V6V 2J7

ITEMS 2(a), 2(b) and 2(c). NAME OF PERSON FILING, ADDRESS OF PRINCIPAL BUSINESS OFFICE AND CITIZENSHIP:

(a) Name of Person filing: OPKO Health, Inc.

(b) Address of Principal Business Office: 4400 Biscayne Blvd., Miami, FL 33137

(c) Citizenship: Delaware

ITEM 2(d). TITLE OF CLASS OF SECURITIES: Common Shares, without par value

ITEM 2(e). CUSIP NUMBER: 64065J106

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO 13d-1(b) OR 13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

- (a) Broker or dealer registered under Section 15 of the Act;
- (b) Bank as defined in Section 3(a)(6) of the Act;
- (c) Insurance Company as defined in Section 3(a)(19) of the Act;
- (d) Investment Company registered under Section 8 of the Investment Company Act of 1940;
- (e) Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940: see Rule 13d-1(b)(1)(ii)(E);
- (f) Employee Benefit Plan, Pension Fund which is subject to the provisions of the Employee Retirement Income Security Act of 1974 or Endowment Fund; see Rule 13d-1(b)(1)(ii)(F);
- (g) Parent Holding Company, in accordance with Rule 13d- 1(b)(ii)(G);

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- (h) Savings Associations as defined in Section 3(b) of the Federal Deposit Insurance Act;
- (i) Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;
- (j) Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

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ITEM 4. OWNERSHIP.

(a) Amount beneficially owned:

4,000,000*

(b) Percent of class: 6%**

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

(i) sole power to vote or to direct the vote:
4,000,000*

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of:
4,000,000*

(iv) shared power to dispose or to direct the disposition of: 0

* This includes (i) 3,000,000 Common Shares of the Issuer, (ii) fully vested stock options to acquire 913,750 Common Shares of the Issuer for \$1.00 CAD per share, and (iii) fully vested stock options to acquire 86,250 Common Shares of the Issuer for \$1.30 CAD per share.

** As of the close of business on November 14, 2016, the total number of issued and outstanding Common Shares of the Issuer was 66,866,345, which was provided by the Issuer. The percentage set forth in sub clause (b) above and on Row (11) of the cover page for the Reporting Person is based on the Issuer's outstanding Common Shares and assumes the exercise of the reported stock options.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof

the reporting persons have ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON: N/A

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ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY: N/A

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP: N/A

ITEM 9. NOTICE OF DISSOLUTION OF GROUP: N/A

ITEM 10. CERTIFICATION. (if filing pursuant to Rule 13d-1(c))

The Reporting Person hereby makes the following certification:

By signing below the Reporting Person certifies that, to the best of its knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

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SIGNATURES

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

DATED: February 14, 2017

/s/ Kate Inman
OPKO Health, Inc.
By: Kate Inman, General Counsel, Secretary