

RXi Pharmaceuticals Corp
Form SC 13G/A
February 12, 2018

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1)*

RXi Pharmaceuticals Corporation
(Name of Issuer)
Common Stock, par value \$0.0001 per share
(Title of Class of Securities)

74979C808
(CUSIP Number)

December 31, 2017
(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)

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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NAME OF
REPORTING

(1) PERSON

OPKO Health, Inc.

CHECK THE
APPROPRIATE BOX
IF A MEMBER OF A
GROUP

(2)

(a) " (b) "

(3) SEC USE ONLY

CITIZENSHIP OR
PLACE OF

(4) ORGANIZATION

Delaware

(5) SOLE VOTING
POWER

66,857 *

SHARED

NUMBER OF

SHARES

0

BENEFICIARILY

OWNED DISPOSITIVE

BY (7) POWER

EACH

REPORTING

PERSON 66,857 *

WITH SHARED

(8) DISPOSITIVE
POWER

0

AGGREGATE

AMOUNT

BENEFICIALLY

(9) OWNED BY EACH

REPORTING

PERSON

66,857

CHECK BOX IF THE
AGGREGATE

(10) AMOUNT IN ROW

(9) EXCLUDES

CERTAIN

SHARES "

PERCENT OF

CLASS

(11) REPRESENTED BY

AMOUNT IN ROW

(9)

2.8%

TYPE OF

(12) REPORTING

PERSON

CO

*See Item 4 below.

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ITEM 1(a). NAME OF ISSUER:

RXi Pharmaceuticals Corporation

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

257 Simarano Drive, Suite 101, Marlborough, Massachusetts 01752

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 Stock, \$0.0001 par value

ITEM 2(e). CUSIP NUMBER: 74979C808

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);

(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: 66,857 shares of Common Stock

(b) Percent of class: 2.8%

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

(i) sole power to vote or to direct the vote: 66,857 shares of Common Stock

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

(iii) sole power to dispose or to direct the disposition of: 66,857 shares of Common Stock

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

*As calculated in accordance with Rule 13d-3 of the Securities Exchange Act of 1934, as amended, OPKO beneficially owns 66,857 shares of Common Stock, representing approximately 2.8% of the issued and outstanding shares of the Issuer, as reported by Issuer in its Current Report on Form 8-K, filed on January 5, 2018. This number includes a warrant to purchase 22,222 shares of the Issuer's Common Stock, which warrant is exercisable at any time prior to its expiration (subject to a 4.99% blocker) and expires in December 2021. The Issuer effected a 1 for 10 reverse stock split on January 8, 2018. All numbers presented herein are on a post-reverse stock split basis.

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

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.

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 12, 2018

/s/ Kate Inman

OPKO Health, Inc.

By: Kate Inman, General Counsel, Secretary