

BioCardia, Inc.
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)*

BioCardia, Inc.
(Name of Issuer)
Common Stock, par value \$0.001 per share
(Title of Class of Securities)

09060U408
(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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(1) NAME OF
REPORTING
PERSON

OPKO Health, Inc.

(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
2,145,448
SHARED

~~NUMBER~~ OF VOTING
SHARES 0

BENEFICIAL
OWNED DISPOSITIVE
BY (7) POWER
EACH
REPORTING

PERSON 2,145,448
WITH SHARED

(8) DISPOSITIVE
POWER

0

(9) AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

2,145,448

CHECK BOX IF THE
AGGREGATE

(10) AMOUNT IN ROW

(9) EXCLUDES

CERTAIN

SHARES "

PERCENT OF

CLASS

(11) REPRESENTED BY

AMOUNT IN ROW

(9)

5.6%

TYPE OF

(12) REPORTING

PERSON

CO

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ITEM 1(a). NAME OF ISSUER:

BioCardia, Inc.

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

125 Shoreway Road, Suite B

San Carlos, CA 94070

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, par value \$0.001 per share

ITEM 2(e). CUSIP NUMBER: 09060U408

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: 2,145,448*
- (b) Percent of class: 5.6%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 2,145,448*
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 2,145,448*
 - (iv) shared power to dispose or to direct the disposition of: 0

*This number includes (i) 2,021,064 shares of Common Stock, and (ii) 124,384 shares of Common Stock underlying vested stock option, representing approximately 5.6% of the voting power of the Issuer's securities in the aggregate, based on the number of issued and outstanding shares of Common Stock reported in the Issuer's Quarterly Report on Form 10-Q, filed on November 9, 2017 with the Securities and Exchange Commission. The Issuer effected a 1 for 12 reverse stock split on November 2, 2017. 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. (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 12, 2018

/s/ Kate Inman

OPKO Health, Inc.

By: Kate Inman, General Counsel, Secretary