

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-05-16** | Period of Report: **2013-05-15**  
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(HTML Version on [secdatabase.com](http://secdatabase.com))

### REPORTING OWNER

#### **FROST PHILLIP MD ET AL**

CIK: **898860**

Type: **4** | Act: **34** | File No.: **001-34676** | Film No.: **13851474**

Mailing Address  
*4400 BISCAYNE BLVD  
MIAMI FL 33137-3227*

### ISSUER

#### **PROLOR Biotech, Inc.**

CIK: **1268659** | IRS No.: **000000000** | State of Incorpor.: **NV** | Fiscal Year End: **1231**  
SIC: **2834** Pharmaceutical preparations

Mailing Address  
*3 SAPIR STREET  
WEIZMANN SCIENCE PARK  
NES-ZIONA L3 74140*

Business Address  
*3 SAPIR STREET  
WEIZMANN SCIENCE PARK  
NES-ZIONA L3 74140  
(866) 644-7811*

#### **Frost Gamma Investments Trust**

CIK: **1380896**

Type: **4** | Act: **34** | File No.: **001-34676** | Film No.: **13851473**

Mailing Address  
*4400 BISCAYNE  
BOULEVARD, 15TH FLOOR  
MIAMI FL 33137*

Business Address  
*4400 BISCAYNE  
BOULEVARD, 15TH FLOOR  
MIAMI FL 33137  
305-575-6000*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person <b>FROST PHILLIP MD ET AL</b>			2. Issuer Name and Ticker or Trading Symbol <b>PROLOR Biotech, Inc. [PBTH]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>05/15/2013</b>					
4400 BISCAYNE BOULEVARD			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input type="checkbox"/> Form Filed by One Reporting Person <input checked="" type="checkbox"/> Form Filed by More than One Reporting Person		
(Street)								
MIAMI, FL 33137-3227								
(City)	(State)	(Zip)						

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/15/2013		P		6,600	A	\$6.5036 <sup>(1)</sup>	9,749,549	I	Frost Gamma Investments Trust <sup>(2)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<a href="#">FROST PHILLIP MD ET AL</a> 4400 BISCAYNE BOULEVARD MIAMI, FL 33137-3227	X	X		
<a href="#">Frost Gamma Investments Trust</a> 4400 BISCAYNE BLVD. MIAMI, FL 33137-3227		X		

**Explanation of Responses:**

1. The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$6.48 to \$6.51, inclusive. The reporting person undertakes to provide to PROLOR Biotech, Inc. (the "Company"), any security holder of the Company or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in footnote (1) to this Form 4.
2. These securities are held by Frost Gamma Investments Trust, of which the Reporting Person is the trustee. Frost Gamma Limited Partnership is the sole and exclusive beneficiary of Frost Gamma Investments Trust. The Reporting Person is one of two limited partners of Frost Gamma Limited Partnership. The general partner of Frost Gamma Limited Partnership is Frost Gamma, Inc., and the sole shareholder of Frost Gamma, Inc. is Frost-Nevada Corporation, of which the Reporting Person is the sole shareholder.

**Remarks:**

Exhibit List: Exhibit 99 -- Joint Filer Information

**Signatures**

[Phillip Frost, M.D., Individually and as Trustee](#)

\*\* Signature of Reporting Person

[05/16/2013](#)

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

**Exhibit 99**

Form 4 - Joint Filer Information

Name: Frost Gamma Investments Trust

Address: 4400 Biscayne Boulevard  
15th Floor  
Miami, Florida 33137

Designated Filer: Phillip Frost, M.D.

Issuer & Ticker  
Symbol: PROLOR Biotech, Inc. (PBTH)

Date of Event  
Requiring  
Statement: May 15, 2013

Signature: /s/ Phillip Frost, M.D., Trustee  
Phillip Frost, M.D., Trustee

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