UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **June 30, 2021**

☐ Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ________ to __________

Commission File Number: **001-38543**

OptimizeRx Corporation
(Exact name of registrant as specified in its charter)

Nevada	**26-1265381**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

400 Water Street, Suite 200
Rochester, MI, 48307
(Address of principal executive offices)

248-651-6568
(Registrant's telephone number)
(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “small reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer	☐ Accelerated filer
☒ Non-accelerated filer	☒ Smaller reporting company
	☐ Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the number of shares outstanding of each of the issuer’s classes of common stock, as of the latest practicable date: 17,618,607 common shares as of July 30, 2021.

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	**Trading symbol**	**Name of each exchange on which registered**
Common Stock	OPRX	Nasdaq Capital Market

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our condensed consolidated financial statements included in this Form 10-Q are as follows:

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OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS (UNAUDITED)

	June 30, 2021	December 31, 2020
ASSETS		
Current Assets		
Cash and cash equivalents	$ 83,923,455	$ 10,516,776
Accounts receivable, net	17,933,926	17,885,705
Prepaid expenses	3,124,479	4,456,611
Total Current Assets	104,981,860	32,859,092
Property and equipment, net	137,813	148,854
Other Assets		
Goodwill	14,740,031	14,740,031
Technology assets, net	4,896,016	5,251,822
Patent rights, net	2,258,542	2,349,570
Other intangible assets, net	4,203,777	4,519,552
Right of use assets, net	392,482	445,974
Other assets and deposits	12,859	12,859
Total Other Assets	26,503,707	27,319,808
TOTAL ASSETS	$ 131,623,380	$ 60,327,754
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable – trade	$ 805,461	$ 618,250
Accrued expenses	2,088,651	2,420,361
Revenue share payable	3,341,312	4,969,868
Current portion of lease obligations	110,271	123,220
Current portion of contingent purchase price payable	-	1,610,813
Deferred revenue	319,609	285,795
Total Current Liabilities	6,665,304	10,028,307
Non-current Liabilities		
Lease obligations, net of current portion	282,934	325,533
Total Non-current Liabilities	282,934	325,533
Total Liabilities	6,948,238	10,353,840
Commitments and contingencies (See Note 8)	-	-
Stockholders' Equity		
Preferred stock, $0.001 par value, 10,000,000 shares authorized, no issued and outstanding at June 30, 2021 or December 31, 2020	-	-
Common stock, $0.001 par value, 500,000,000 shares authorized, 17,495,429 and 15,223,340 shares issued and outstanding at June 30, 2021 and December 31, 2020, respectively	17,495	15,223
Additional paid-in-capital	160,574,661	85,590,428
Accumulated deficit	(35,917,014)	(35,631,737)
Total Stockholders' Equity	124,675,142	49,973,914
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 131,623,380	$ 60,327,754

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended June 30,		For the Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
NET REVENUE	$ 13,625,639	$ 8,783,230	$ 24,854,850	$ 16,367,832
COST OF REVENUES	5,580,964	3,639,016	10,685,567	6,880,779
GROSS MARGIN	8,044,675	5,144,214	14,169,283	9,487,053
OPERATING EXPENSES	7,704,536	6,200,027	14,467,452	12,802,118
INCOME (LOSS) FROM OPERATIONS	340,139	(1,055,813)	(298,169)	(3,315,065)
OTHER INCOME (EXPENSE)				
Interest income	11,961	8,345	12,892	63,666
Change in Fair Value of Contingent Consideration	-	(30,000)	-	(30,000)
TOTAL OTHER INCOME (EXPENSE)	11,961	(21,655)	12,892	33,666
INCOME(LOSS) BEFORE PROVISION FOR INCOME TAXES	352,100	(1,077,468)	(285,277)	(3,281,399)
PROVISION FOR INCOME TAXES	-	-	-	-
NET INCOME (LOSS)	$ 352,100	$ (1,077,468)	$ (285,277)	$ (3,281,399)
WEIGHTED AVERGE SHARES OUTSTANDING				
BASIC	17,347,096	14,667,216	16,720,114	14,638,359
DILUTED	18,104,807	14,667,216	16,720,114	14,638,359
EARNINGS (LOSS) PER SHARE				
BASIC	$ 0.02	$ (0.07)	$ (0.02)	$ (0.22)
DILUTED	$ 0.02	$ (0.07)	$ (0.02)	$ (0.22)

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2021
(UNAUDITED)

	Common Stock		Additional Paid in	Accumulated	
	Shares	**Amount**	**Capital**	**Deficit**	**Total**
Balance January 1, 2021	15,223,340	$ 15,223	$ 85,590,428	$ (35,631,737)	$ 49,973,914
Public offering of common shares, net of offering costs	1,523,750	1,524	70,670,012		70,671,536
Shares issued as board compensation	2,695	3	124,991	-	124,994
Shares issued for stock options exercised	510,803	511	1,119,500	-	1,120,011
Stock-based compensation expense	-	-	582,159	-	582,159
Net loss	-	-	-	(637,377)	(637,377)
Balance March 31, 2021	17,260,588	17,261	158,087,090	(36,269,114)	121,835,237
Shares issued as board compensation	2,035	2	125,089	-	125,091
Shares issued for stock options exercised	232,806	232	1,590,535	-	1,590,767
Stock-based compensation expense	-	-	771,947	-	771,947
Net income	-	-	-	352,100	352,100
Balance June 30, 2021	17,495,429	$ 17,495	$ 160,574,661	$ (35,917,014)	$ 124,675,142

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2020
(UNAUDITED)

	Common Stock		Additional Paid in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance January 1, 2020	14,600,579	$ 14,601	$ 78,272,268	$ (33,424,610)	$ 44,862,259
Shares issued as board compensation	11,136	11	99,989	-	100,000
Shares issued for stock options exercised	35,032	35	112,117	-	112,152
Stock-based compensation expense	-	-	754,512	-	754,512
Net loss	-	-	-	(2,203,931)	(2,203,931)
Balance March 31, 2020	14,646,747	14,647	79,238,886	(35,628,541)	43,624,992
Shares issued as board compensation	7,748	8	100,019	-	100,027
Shares issued for stock options exercised	55,731	56	174,775	-	174,831
Stock-based compensation expense	42,374	42	680,602	-	680,644
Net loss	-	-	-	(1,077,468)	(1,077,468)
Balance June 30, 2020	14,752,600	$ 14,753	$ 80,194,282	$ (36,706,009)	$ 43,503,026

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Six Months Ended June 30,	
	2021	**2020**
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net Loss	$ (285,277)	$ (3,281,399)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation, amortization, and non-cash lease expense	1,054,138	1,040,463
Stock-based compensation	1,354,106	1,435,156
Stock issued for board services	250,085	200,027
Provision for loss on accounts receivable	40,000	40,000
Change in fair value of contingent consideration	-	30,000
Changes in:		
Accounts receivable	(88,221)	(3.427,166)
Prepaid expenses and other assets	1,332,132	(1,785,422)
Accounts payable	187,211	3,747
Revenue share payable	(1,628,556)	1,878,051
Accrued expenses and other liabilities	(393,778)	186,682
Deferred revenue	33,814	68,678
NET CASH PROVIDED BY (USED IN) OPERATING ACTIVITIES	1,855,654	(3,611,183)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	(43,654)	(24,998)
Purchase of intangible assets	(176,822)	-
NET CASH USED IN INVESTING ACTIVITIES	(220,476)	(24,998)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from public offering of common stock, net of commission costs	70,671,536	-
Proceeds from the exercise of options	2,710,778	286,983
Payment of contingent consideration	(1,610,813)	(1,389,188)
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	71,771,501	(1,102,205)
NET INCREASE IN CASH AND CASH EQUIVALENTS	73,406,679	(4,738,386)
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	10,516,776	18,852,680
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 83,923,455	$ 14,114,294
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
Lease liabilities arising from right of use assets	$ -	$ -

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
NOTES TO THE CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (UNAUDITED)
JUNE 30, 2021

NOTE 1 – NATURE OF BUSINESS AND BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include OptimizeRx Corporation and its wholly owned subsidiaries (collectively, the "Company", "we", "our", or "us").

We are a digital health company that provides communications solutions for life science companies, physicians and patients. Connecting over half of healthcare providers in the U.S. and millions of patients through a proprietary network, the OptimizeRx digital health platform helps patients afford and stay on medications. The platform unlocks new patient and physician touchpoints for life science companies along the patient journey, from point-of-care, to retail pharmacy, through mobile patient engagement.

The condensed consolidated financial statements for the three and six months ended June 30, 2021 and 2020 are unaudited and have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission ("SEC"). In the opinion of management, all adjustments necessary to present fairly our consolidated financial position as of June 30, 2021, and our results of operations, changes in stockholders' equity for the three and six months ended June 30, 2021 and 2020 and the statements of cash flows for the six months ended June 30, 2021 and 2020 have been made. Those adjustments consist of normal and recurring adjustments. The condensed consolidated balance sheet as of December 31, 2020 has been derived from the audited consolidated balance sheet as of that date.

Certain information and note disclosures, including a detailed discussion about the Company's significant accounting policies, normally included in our annual financial statements prepared in accordance with generally accepted accounting principles have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with a reading of the financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2020, as filed with the U.S. Securities and Exchange Commission on March 8, 2021.

The results of operations for the three and six months ended June 30, 2021, are not necessarily indicative of the results to be expected for the full year.

NOTE 2 – NEW ACCOUNTING STANDARDS

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. ASU 2019-12 is intended to improve consistent application and simplify the accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and clarifies and amends existing guidance. ASU 2019-12 is effective for annual and interim reporting periods beginning after December 12, 2020, with early adoption permitted. The Company adopted this standard effective January 1, 2021. The adoption of this standard did not have a material effect on our financial position, results of operations, or cash flows.

NOTE 3 – REVENUES

Under ASC 606, *Revenue from Contracts with Customers*, we record revenue when earned, rather than when billed. From time to time, we may record revenue based on our revenue recognition policies in advance of being able to invoice the customer, or we may invoice the customer prior to being able to recognize the revenue. Included in accounts receivable are unbilled amounts of $1,215,703 and $77,516 at June 30, 2021, and December 31, 2020, respectively. Amounts billed in advance of revenue recognition are presented as deferred revenue on the condensed consolidated balance sheets.

NOTE 3 – REVENUES (continued)

The majority of our revenue is earned from life sciences companies, such as pharmaceutical and biotech companies, or medical device makers. A small portion of our revenue is earned from other sources, such as associations and technology companies. A break down is set forth in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	2020	2021	2020
Revenue from:				
Life Science Companies	$ 13,313,044	$ 8,336,298	$ 24,256,404	$ 15,568,032
Other	312,595	446,932	598,446	799,800
Total Revenue	$ 13,625,639	$ 8,783,230	$ 24,854,850	$ 16,367,832

NOTE 4 – LEASES

We have operating leases for office space in three multitenant facilities with lease terms greater than 12 months, which are recorded as assets and liabilities on our condensed consolidated balance sheets. These leases include our corporate headquarters, located in Rochester, Michigan, a customer service facility in Cranbury, New Jersey, and a technical facility in Zagreb, Croatia. Certain leases contain renewal options and, for the headquarters lease, we have assumed renewal. Lease-related assets, or right-of-use assets, are recognized at the lease commencement date at amounts equal to the respective lease liabilities, adjusted for prepaid lease payments, initial direct costs, and lease incentives received. Lease-related liabilities are recognized at the present value of the remaining contractual fixed lease payments, discounted using our incremental borrowing rate. Amortization of the right of use assets is recognized as non-cash lease expense on a straight-line basis over the lease term, while variable lease payments are expensed as incurred. Short term lease costs include month to month leases in shared office space facilities, such as WeWork, or similar locations.

For the three and six months ended June 30, 2021, the Company’s lease cost consisted of the following components, each of which is included in operating expenses within the Company’s condensed consolidated statements of operations:

NOTE 4 – LEASES (continued)

	Three Months Ended June 30, 2021	Six Months Ended June 30, 2021
Operating lease cost	$ 33,365	$ 66,730
Short-term lease cost (1)	16,890	32,814
Total lease cost	$ 50,255	$ 99,544

(1) Short-term lease cost includes any lease with a term of less than 12 months.

For the three and six months ended June 30, 2020, the Company's lease cost consisted of the following components, each of which is included in operating expenses within the Company's condensed consolidated statements of operations:

	Three Months Ended June 30, 2020	Six Months Ended June 30, 2020
Operating lease cost	$ 32,814	$ 65,627
Short-term lease cost (1)	36,186	80,815
Total lease cost	$ 69,000	$ 146,442

(1) Short-term lease cost includes any lease with a term of less than 12 months.

The table below presents the future minimum lease payments to be made under operating leases as of June 30, 2021:

As of June 30, 2021	
2021(a)	$ 71,176
2022	104,572
2023	101,414
2024	80,742
2025	70,224
Total	428,128
Less: imputed interest	34,923
Total lease liabilities	$ 393,205

(a) For the six-month period beginning July 1, 2021.

NOTE 4 – LEASES (continued)

The weighted average remaining lease term at June 30, 2021 for operating leases was 3.93 years and the weighted average discount rate used in calculating the operating lease asset and liability was 4.5%. Cash paid for amounts included in the measurement of lease liabilities was $62,069 and $57,019 for the six months ended June 30, 2021 and 2020, respectively. For the six months ended June 30, 2021 and 2020, payments on lease obligations were $71,397 and $68,900, respectively, and amortization on the right of use assets was $60,013 and $56,357, respectively.

NOTE 5 – STOCKHOLDERS' EQUITY

During the quarter ended March 31, 2021, in an underwritten primary offering, we issued 1,523,750 shares of our common stock for gross proceeds of $75,425,625. In connection with this transaction, we incurred equity issuance costs of $4,754,089 related to payments to the underwriter, advisors and legal fees associated with the transaction, resulting in net proceeds to the Company of $70,671,536.

During the quarters ended June 30, 2021 and March 31, 2021, we issued 232,806 shares and 510,803 shares of our common stock, respectively, and received proceeds of $1,590,767 and $1,120,011, respectively, in connection with the exercise of stock options under our 2013 equity incentive plan. Of the shares issued in the quarter ended March 31, 2021, a total of 368,329 shares were issued in a cashless transaction related to 394,739 expiring options using the net settled method whereby 26,410 options were used to pay the purchase price. The remaining 116,064 shares issued in connection with the exercise of options were all issued for cash.

During the quarters ended June 30, 2020, and March 31, 2020 we issued 55,731 shares and 35,032 shares of our common stock, respectively, and received proceeds of $174,831 and $112,152, respectively, in connection with the exercise of stock options under our 2013 equity compensation plan.

We also issued 42,374 shares in the six months ended June 30, 2020 in connection with restricted stock awards as described in more detail in Note 6 – Stock Based Compensation.

Our Director Compensation Plan calls for issuance of shares of common stock each quarter to each independent director. In 2021, we issued 2,695 shares valued at $124,994 in the quarter ended March 31, 2021 and 2,035 shares valued at $125,091 in the quarter ended June 30, 2021. In 2020, we issued 11,136 shares valued at $100,000 in the quarter ended March 31, 2020, and 7,748 shares valued at $100,027 in the quarter ended June 30, 2020.

NOTE 6 – STOCK BASED COMPENSATION

We use the fair value method to account for stock-based compensation. We recorded $954,434 and $1,021,787 in compensation expense in the six months ended June 30, 2021 and 2020, respectively, related to options issued under our 2013 equity incentive plan. This includes expense related to options issued in prior years for which the requisite service period for those options includes the current period as well as options issued in the current period. The fair value of these instruments was calculated using the Black-Scholes option pricing model. There is $6,183,249 of remaining expense related to unvested options to be recognized in the future over a weighted average remaining period of approximately 2.5 years. The total intrinsic value of outstanding options at June 30, 2021 was $44,669,554.

NOTE 6 – STOCK BASED COMPENSATION (continued)

In addition to the grants to independent Directors described in Note 5 – Stockholders' Equity, we also recorded $399,672 and $413,369 in compensation expense related to restricted stock awards that vest over time in the six months ended June 30, 2021, and 2020, respectively. There is $2,588,851 of remaining expense related to unvested restricted stock awards to be recognized in the future over a weighted average period of 3.4 years. A total of 42,374 shares related to restricted stock awards that vested in the six months ended June 30, 2020 and were issued during that same period.

NOTE 7 – EARNINGS (LOSS) PER SHARE

Basic earnings per share ("EPS") is computed by dividing net income (loss) by the weighted average number of common shares during the period.

The number of shares related to options, restricted stock and other similar instruments included in diluted EPS is based on the "Treasury Stock Method" prescribed in ASC 260-10, Earnings per Share. This method assumes the theoretical repurchase of shares using proceeds of the respective stock option exercised, and for restricted stock, the amount of compensation cost attributed to future services which have not yet been recognized, and the amount of current and deferred tax benefit, if any, that would be credited to additional paid in capital upon the vesting of the restricted stock, at a price equal to the issuer's average stock price during the related earnings period. Accordingly, the number of shares includable in the calculation of EPS in respect of the stock options, restricted stock and similar instruments is dependent on this average stock price and will increase as the average stock price increases.

The following table sets forth the computation of basic and diluted earnings (loss) per share.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
Numerator				
Net income (loss)	$ 352,100	$ (1,077,468)	$ (285,277)	$ (3,281,399)
Denominator				
Weighted average shares outstanding used in computing earnings per share				
Basic	17,347,096	14,667,216	16,720,114	14,638,359
Effect of dilutive stock options, warrants, and unvested restricted stock awards	757,711	-	-	-
Diluted	18,104,807	14,667,216	16,720,114	14,638,359
Earnings (loss) per share				
Basic	$ 0.02	$ (0.07)	$ (0.02)	$ (0.22)
Diluted	$ 0.02	$ (0.07)	$ (0.02)	$ (0.22)

No calculation of diluted earnings per share is included for either 2020 period or for the six months ended June 30, 2021, as the effect of the calculation would be antidilutive.

NOTE 7 – EARNINGS (LOSS) PER SHARE (CONTINUED)

The number of common shares potentially issuable upon the exercise of certain options or for unvested restricted stock awards are reflected in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
Weighted average number of shares excluded from calculation				
Unvested restricted stock awards	98,011	79,264	94,942	48,027
Options	659,700	826,777	652,103	782,575
Total	757,711	906,041	747,045	830,602

NOTE 8 – CONTINGENCIES

Litigation

The Company is not currently involved in any legal proceedings.

NOTE 9 – SUBSEQUENT EVENTS

In July 2021, we received proceeds of $300,548 and issued 123,178 shares of common stock in conjunction with the exercise of stock options.

In accordance with ASC 855-10, we have analyzed events and transactions that occurred subsequent to June 30, 2021 through the date these financial statements were issued and have determined that we do not have any other material subsequent events to disclose or recognize in these financial statements.

Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are “forward-looking statements” within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words “believes,” “project,” “expects,” “anticipates,” “estimates,” “intends,” “strategy,” “plan,” “may,” “will,” “would,” “will be,” “will continue,” “will likely result,” and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

COVID-19

The full extent of the impact of the COVID-19 pandemic on our business, operations and financial results will depend on numerous evolving factors that we may not be able to accurately predict at the present time. In an effort to contain COVID-19 or slow its spread, governments around the world have enacted various measures, including orders to close all businesses not deemed “essential,” isolate residents to their homes or places of residence, and practice social distancing when engaging in essential activities. We anticipate that these actions and the global health crisis caused by COVID-19 will negatively impact business activity across the globe. While we have not observed any noticeable impact on our revenue related to these conditions in the recently completed fiscal year or quarter, or through the date of this filing, we cannot estimate the impact COVID-19 will have in the future if business and consumer activity decelerates across the globe.

In March 2020, we enacted precautionary measures to protect the health and safety of our employees and partners. These measures include closing all offices, having employees work from home, and eliminating virtually all travel. While having employees work from home may have a negative impact on efficiency and may result in negligible increases in costs, it does not impact our ability to execute on our contracts or deliver our core services. We opened our offices on a voluntary basis in June 2021 and we relaxed certain travel restrictions at the same time. Our customers provide essential services in the healthcare industry and we believe that our digital communication technology is more important than ever in this environment. However, our revenue often comes from advertising or marketing budgets, and in a sustained economic downturn, those categories of spending may be cut.

We will continue to actively monitor the situation and may take further actions that alter our business operations as may be required by federal, state, local or foreign authorities, or that we determine are in the best interests of our employees, customers, partners and stockholders. It is not clear what the potential effects any such alterations or modifications may have on our business, including the effects on our customers, partners, or vendors, or on our financial results.

Company Highlights through July 2021

1. Generated sales of $13.6 million for the quarter ended June 30, 2021, a 55% increase over the same period in 2020.
2. Generated sales of $24.9 million for the six months ended June 30, 2021, a 52% increase over the same period in 2020.
3. Achieved positive cash flow from operations of $1.9 million for the six months ended June 30, 2021.
4. Launched our new Real World Evidence (“RWE”) messaging solution and generated revenue in Q2 from two leading brands.
5. Raised an additional $70.7 million of capital in a public offering.
6. Enhanced our leadership team by adding a General Counsel and Chief Compliance Officer as well as elevated the Chief Technology Officer to report directly to the CEO.
7. Committed to an inclusion and diversity pledge.
8. Enhanced our patient engagement commercial team to further scale that portion of the business.
   Consolidated our technology centers of excellence in Zagreb, Croatia.
9. Completed all integration work for previous two acquisitions and paid last earnout payment related to acquisitions.
10. Maintained a no travel, virtual operational plan with a particular focus on training, open communication, and great work culture.

Results of Operations for the Three and Six Months Ended June 30, 2021 and 2020

Revenues

Our total revenue reported for the three months ended June 30, 2021 was approximately $13.6 million, an increase of 55% over the approximately $8.8 million from the same period in 2020. Our total revenue for the six months ended June 30, 2021 was approximately $24.9 million, an increase of 52% over the approximately $16.4 million from the same period in 2020. The increased revenue resulted from increases in sales in all our messaging products.

Cost of Revenues

Our cost of revenue percentage, comprised primarily of revenue share expense, decreased slightly as a percentage of revenue in the quarter ended June 30, 2021, as compared to the same period in 2020, while for the six month period ended June 30, 2021, it increased as a percentage of revenue. These changes were the result of solution mix, both as it relates to solutions itself and the partners through which the solutions are delivered. Additional discussion is included in the gross margin section below.

	Three Months Ended June 30		**Six Months Ended June 30**	
	2021	**2020**	**2021**	**2020**
Cost of Revenues %	41.0%	41.4%	43.0%	42.0%
Gross Margin %	59.0%	58.6%	57.0%	58.0%

Gross Margin

As reflected in the table above, our gross margin increased slightly in the quarter ended June 30, 2021 compared with the prior year, but decreased slightly for the six month period then ended. This is the result of solution mix. In general, there has been an increase in the percentage of activity flowing through our higher cost channels compared with a year ago. In the second quarter, this was offset by the launch of our RWE solution. Our RWE solution includes a much higher percentage of program design, which carries a higher margin than the delivery of the actual messages. We expect our gross margin to improve on a quarter over quarter basis for the balance of the year as our RWE solution expands and we continue to launch new solutions that have higher margins.

Operating Expenses

Operating expenses increased from approximately $6.2 million for the three months ended June 30, 2020 to approximately $7.7 million for the same period in 2021. Operating expenses increased from approximately $12.8 million for the six months ended June 30, 2020 to approximately $14.5 million for the same period in 2021. Overall, this increase results from our efforts to expand our product line and build out our organization to establish a strong base for current and future growth. Our expenses increased at a substantially lower rate than our revenues as a result of the operating leverage of our model. The detail of expenditures by major category is reflected in the table below.

	Three Months Ended June 30,		Six Months Ended June 30,	
	2021	**2020**	**2021**	**2020**
Salaries, Wages, & Benefits	$ 3,906,796	$ 3,176,460	$ 7,487,612	$ 6,382,597
Stock-Based Compensation	897,038	780,670	1,604,191	1,635,183
Contractors and Consultants	486,577	560,991	785,963	1,022,236
Travel	48,925	13,111	58,755	287,622
Board Compensation	61,250	51,375	122,500	102,750
Professional Fees	448,598	186,834	769,818	672,304
Investor Relations	51,019	28,677	97,306	48,127
Advertising and Promotion	255,680	154,166	384,565	289,068
Technology Infrastructure Costs	256,291	218,079	469,570	399,791
Integration and Exclusivity Costs	244,600	207,973	563,158	415,946
Data Costs	257,484	72,942	545,396	124,554
Office, Facility, and Other	262,320	227,955	524,480	381,477
Depreciation and Amortization	527,958	520,794	1,054,138	1,040,463
Total Operating Expense	$ 7,704,536	$ 6,200,027	$ 14,467,452	$ 12,802,118

The increase in operating expenses related to salaries, wages, and benefits and other human resource related costs is due to the expansion of our team to support additional growth. This increase is partly offset by the decrease in contractors and consultants, as we have brought functions in house that were previously performed by outsiders.

We expect salaries, wages, and benefits to continue to increase on a quarter over quarter basis for the balance of the year due to the full impact of new hires already in place, as well as new hires in the pipeline.

Travel expense is down significantly on a year to date basis as a result of travel restrictions due to the pandemic. We expect travel expense to increase significantly starting in the third quarter of the year due to relaxed travel restrictions and pent up demand for meetings and visits.

Professional fees increased significantly in the second quarter of 2021 compared with the prior year. With the assistance of an outside legal firm, we undertook a comprehensive governance review of our bylaws, board charters, equity compensation plan, and overall corporate policies. This review resulted in approximately $300,000 of expense in the second quarter. In the six month period ended June 30, 2021, this was partially offset by reduced audit fees as a result of our change in auditors, as well as a change in SEC rules that eliminated the need for a third-party opinion on our internal controls. We would expect professional fees to decrease from the second quarter level for the balance of the year.

Investor relations expense increased due to the expansion of our communication efforts to reach retail investors and expand our shareholder base.

Technology infrastructure costs increased due to continued investment in our operating systems to facilitate new products as well as the implementation of additional software products to increase efficiency and information dissemination.

Data costs increased as we have purchased more data, primarily to aid in our selling effort and allow customers to target their messages more appropriately, thereby increasing our ability to charge premium prices for more highly targeted messages.

Integration and exclusivity costs represent payments to partners for access and/or exclusivity and increased because of new agreements signed after the first quarter of 2020. These payments are usually made in lump sums and expensed over the term of the contracts. These expenses are an important part of our ability to expand our network.

Our office, facility and other expense increased primarily because of increased activity. The largest single increase related to hiring expenses associated with expanding our team, both for new additions so far, as well as new hires scheduled for the future, including recruiter fees in some instances.

All other variances in the table above are the result of normal fluctuations in activity.

We expect our overall operating expenses to increase on a quarterly basis for the balance of the year as we further implement our business plan and expand our operations to grow the business in a very dynamic and active marketplace. However, we have established a strong team as a base to support growth and we are seeing the results of the investment in our team last year in our strong revenue growth this year. We do not expect human resource costs to increase as quickly as revenues, however we do expect to continue to add people to accelerate our growth and invest in future growth.

Net Income (Loss)

We had net income of $0.4 million for the three months ended June 30, 2021, as compared to a net loss of $1.1 million during the same period in 2020. We had a loss of approximately $0.3 million for the six months ended June 30, 2021, as compared to net loss of approximately $3.3 million during the same period in 2020. The reasons and specific components associated with the change are discussed above. Overall, the net income for second quarter of 2021 and decreased loss for the six month period resulted from the increased margin generated by our higher revenues, partially offset by the increased operating expenses.

Liquidity and Capital Resources

As of June 30, 2021, we had total current assets of $105.0 million, compared with current liabilities of $6.7 million, resulting in working capital of approximately $98.3 million and a current ratio of 15.7 to 1. This represents an increase from our working capital of approximately $23 million and current ratio of 3 to 1 at December 31, 2020.

Our operating activities provided approximately $1.9 in cash flow during the six months ended June 30, 2021, compared with cash used of approximately $3.6 million in the same period in 2020. The cash provided in the 2021 period was the result of our net loss increased by noncash expenses, partially offset by working capital used in the reduction of liabilities. The cash used in the 2020 period was primarily the result of increased investment in working capital; in particular, we made a $2.0 million prepayment to a partner that was expensed over the balance of the year.

We used insignificant amounts in investing activities in both the six months ended June 30, 2021 and 2020. These investments related to purchases of equipment as well as investments related to the expansion of our network capabilities in our patient engagement solution.

Our financing activities provided $71.8 million in the six months ended June 30, 2021, compared with cash used of approximately $1.1 million in the same period in 2020. We raised $70.7 million in a public offering of our common stock as well as generated $2.7 million from the issuance of shares related to the exercise of stock options. These were partially offset by the payment of $1.6 in earnout payments from a previous acquisition. We have no remaining earnout payments due in the future. Financing activities used approximately $1.3 million related to earnout payments from a previous acquisition, offset by $0.3 million from the issuance of shares related to the exercise of stock options.

We do not anticipate the need to raise additional capital in the short or long term for operating purposes or to fund our growth plans. We are focused on growing our revenue, channel and partner network. However, as a company in a market that is active with merger and acquisition activity, we may have opportunities, such as for acquisitions or strategic partner relationships, which may require additional capital. We will assess these opportunities as they arise with the view of maximizing shareholder value.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most "critical accounting polices" in the Management Discussion and Analysis. The SEC indicated that a "critical accounting policy" is one which is both important to the portrayal of a company's financial condition and results, and requires management's most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our accounting policies are discussed in the footnotes to our financial statements included in our annual report on Form 10-K for the year ended December 31, 2020; however, we consider our critical accounting policies to be those related to determining the amount of revenue to be billed, the timing of revenue recognition, calculation of revenue share expense, stock-based compensation, capitalization and related amortization of intangible assets, impairment of assets, and the fair value of liabilities.

Recently Issued Accounting Pronouncements

In December 2019, the FASB issued ASU No. 2019-12, *Income Taxes (Topic 740): Simplifying the Accounting for Income Taxes*. ASU 2019-12 is intended to improve consistent application and simplify the accounting for income taxes. ASU 2019-12 removes certain exceptions to the general principles in Topic 740 and clarifies and amends existing guidance. ASU 2019-12 was effective for annual and interim reporting periods beginning after December 12, 2020, with early adoption permitted. The adoption of this standard did not have a material effect on our financial position, results of operations, or cash flows.

Off Balance Sheet Arrangements

As of June 30, 2021, there were no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the "Exchange Act"), as of the end of the period covered by this report (the "Evaluation Date"). Based upon this evaluation, our Chief Executive Officer and Chief Financial Officer concluded as of the Evaluation Date that our disclosure controls and procedures were effective such that the material information required to be included in our SEC reports is recorded, processed, summarized, and reported within the time periods specified in SEC rules and forms relating to our company, including, our consolidated subsidiaries, and was made known to them by others within those entities, particularly during the period when this report was being prepared.

Changes in Internal Control over Financial Reporting

During the quarter ended June 30, 2021, we made routine ongoing improvements in our internal control and processes and hired an additional finance department team member, however, no material changes were made during the period.

Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all error and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

See risk factors included in our Annual Report on Form 10-K for 2020.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the quarter ended June 30, 2021, we issued 2,035 shares of restricted common stock to our independent directors in connection with our Director Compensation Plan. We also issued a total 232,806 shares of stock in connection with the exercise of options.

In July 2021, we issued 123,178 shares of common stock in conjunction with the exercise of stock options.

These securities were issued pursuant to Section 4(2) of the Securities Act and/or Rule 506 promulgated thereunder. The holders represented their intention to acquire the securities for investment only and not with a view towards distribution. The investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. We directed our transfer agent to issue the stock certificates with the appropriate restrictive legend affixed to the restricted stock.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosure

N/A

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
10.1**	Addendum to the employment agreement between William Febbo and the Company dated September 24, 2020
31.1**	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2**	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1**	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS	Inline XBRL Instance Document.
101.SCH	Inline XBRL Taxonomy Extension Schema Document.
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document.
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document.
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document.
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).

** Provided herewith

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 4, 2021

OptimizeRx Corporation

By: /s/ William J. Febbo
William J. Febbo
Title: **Chief Executive Officer,**
Principal Executive Officer, and Director

Date: August 4, 2021

OptimizeRx Corporation

By: /s/ Douglas P. Baker
Douglas P. Baker
Title: **Chief Financial Officer,**
Principal Financial Officer and
Principal Accounting Officer

Exhibit 10.1

Employment Agreement Addendum 2
Addendum to agreement dated February 25, 2019

This second addendum to the employment agreement (the “Addendum”) is made this 24th day of September 2020, by and between OptimizeRx, Corporation (the “Company”), a Nevada Company, and William Febbo (the “Executive”).

Severance

The following paragraph is hereby deleted in its entirety and replaced as indicated below.

If (i) your employment is terminated by us without Cause (as defined below), (ii) you resign following an event constituting Good Reason (as defined below), provided that you have given written notice to the Company of such event within forty-five (45) days of its occurrence and the Company has failed to cure such event within thirty (30) days following receipt of such notice, or (iii) you no longer render services to us as a result of your death or Disability (as defined below), then you will receive a severance payment in the amount equal to twelve (12) months of your then applicable base pay, less applicable withholding taxes and regular deductions, payable in a lump sum (“Severance Benefits”). Health benefits will also be provided, at the Company’s sole expense during the applicable severance term.

The following paragraph replaces the deleted paragraph:

If (i) your employment is terminated by us without Cause (as defined below), (ii) you resign following an event constituting Good Reason (as defined below), provided that you have given written notice to the Company of such event within forty-five (45) days of its occurrence and the Company has failed to cure such event within thirty (30) days following receipt of such notice, or (iii) you no longer render services to us as a result of your death or Disability (as defined below), then you will receive a severance payment in the amount equal to twelve (12) months of your then applicable base pay, less applicable withholding taxes and regular deductions, payable in a lump sum (“Severance Benefits”). You will also receive your annual target bonus based on the rate of base pay in effect at the time. Benefits, including health, dental, vision, life, and disability, as well as company retirement plan contributions, will also be provided, at the Company’s sole expense during the applicable severance term.

Change in Control Benefits:

The following paragraph is hereby deleted in its entirety and replaced as indicated below

In the event of a Change in Control (as defined below) during which you were actively employed, you will receive (i) twelve (12) months of your final base pay rate; and (ii) if the Company’s equity awards are assumed in the Change in Control, accelerated vesting of the number of your then-unvested Company stock option shares it being acknowledge and agreed that this section shall supersede any language to the contrary in any other document including the Form of Option Grant Agreement (collectively, the “Change in Control Benefits”). The Change in Control Benefits would be provided in lieu of any other severance-related benefits for which you may be eligible.

The following paragraph replaces the deleted paragraph:

In the event of a Change in Control (as defined below) during which you were actively employed, you will receive (i) eighteen (18) months of your final base pay rate; and (ii) an amount equal to your target bonus associated with such final base pay based, calculated as 1.5 times the annual target amount: and (iii) eighteen months of company provided benefits including health, dental, vision, life, and disability insurance, as well as company retirement plan contributions;’ and (iv) if the Company’s equity awards are assumed in the Change in Control, accelerated vesting of the number of your then-unvested Company stock option shares it being acknowledge and agreed that this section shall supersede any language to the contrary in any other document including the Form of Option Grant Agreement (collectively, the “Change in Control Benefits”). The Change in Control Benefits would be provided in lieu of any other severance-related benefits for which you may be eligible.

Effective Date: September 24, 2020

Acknowledgment:
Except as expressly set forth herein, all other terms of the Agreement remain in full force and effect.

OptimizeRx, Corporation William Febbo

By:	/s/ Douglas P Baker	By:	/s/ William Febbo
Its:	Chief Financial Officer	Date:	September 24, 2020
Date:	September 24, 2020		

Exhibit 31.1

CERTIFICATIONS

I, William J. Febbo, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2021 of OptimizeRx Corp (the "registrant");

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August 4, 2021

/s/ William J. Febbo

By: William J. Febbo
Title: Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Douglas P. Baker, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2021 of OptimizeRx Corp (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: August 4, 2021

/s/ Douglas P. Baker

By: Douglas P. Baker
Title: Chief Financial Officer

Exhibit 32.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER PURSUANT TO 18 U.S.C. SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the quarterly Report of OptimizeRx Corp (the "Company") on Form 10-Q for the quarter ended June 30, 2021 filed with the Securities and Exchange Commission (the "Report"), I, Will Febbo, Chief Executive Officer and I, Douglas Baker, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ William J Febbo
Name: Willian J Febbo
Title: Principal Executive Officer, and Director
Date: August 4, 2021

By: /s/ Douglas P. Baker
Name: Douglas P. Baker
Title: Principal Financial Officer
Date: August 4, 2021

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.