

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, 2011

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

For the transition period from _____ to _____

Commission File Number: 000-53605

OptimizeRx Corporation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

26-1265381

(IRS Employer Identification No.)

407 6th Street

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 and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted 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 and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer

Non-accelerated filer

Smaller reporting company

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: 13,969,202 shares as of June 30, 2011.

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

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

- F-1 [Consolidated Balance Sheets as of June 30, 2011 \(unaudited\) and December 31, 2009 \(audited\);](#)
- F-2 [Consolidated Statements of Operations for the three months ended June 30, 2011 and 2010 \(unaudited\);](#)
- F-3 [Consolidated Statements of Operations for the six months ended June 30, 2011 and 2010 \(unaudited\);](#)
- F-4 [Consolidated Statements of Cash Flow for the six months ended June 30, 2011 and 2010 \(unaudited\);](#)
- F-5 [Notes to Consolidated Financial Statements.](#)

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended June 30, 2011 are not necessarily indicative of the results that can be expected for the full year.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS
AS OF JUNE 31, 2011 (UNAUDITED) AND DECEMBER 31, 2010 (UNAUDITED)

ASSETS	June 30, 2011	December 31, 2010
Current Assets		
Cash and cash equivalents	\$ 969,765	\$ 1,278,094
Accounts receivable	140,100	226,000
Prepaid expenses	114,863	80,051
Debt discount-current portion	500,000	500,000
Total Current Assets	1,724,728	2,084,145
Property and equipment, net	12,155	13,061
Other Assets		
Patent rights, net	875,294	902,647
Website development costs, net	383,116	332,107
Debt discount-net of current portion	166,667	416,667
Total Other Assets	1,425,077	1,651,421
TOTAL ASSETS	\$ 3,161,960	\$ 3,748,627
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable - trade	\$ 37,460	\$ 38,409
Accounts payable - related party	570,000	570,000
Accrued expenses	57,500	5,700
Accrued interest	45,000	15,000
Deferred revenue	152,610	225,720
Total Current Liabilities	862,570	854,829
Long-Term Liabilities		
Notes payable - investor	1,000,000	1,000,000
Total Long-Term Liabilities	1,000,000	1,000,000
Total Liabilities	1,862,570	1,854,829
Stockholders' Equity		
Common stock, \$.001 par value, 500,000,000 shares authorized, 13,869,202 shares issued and outstanding (13,606,676 - 2010)	13,869	13,607
Preferred stock, \$.001 par value, 10,000,000 shares authorized, 50 shares issued and outstanding	0	0
Stock warrants	20,281,328	20,281,328
Additional paid-in-capital	3,658,450	3,355,615
Accumulated deficit	(22,654,367)	(21,756,752)
Total Stockholders' Equity	1,299,390	1,893,798
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 3,161,960	\$ 3,748,627

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

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED JUNE 30, 2011 AND 2010
(UNAUDITED)

	For the three months ended June 30, 2011	For the three months ended June 30, 2010
REVENUE		
Sales	\$ 200,174	\$ 16,720
TOTAL REVENUE	200,174	16,720
EXPENSES		
Operating expenses	493,154	892,083
TOTAL EXPENSES	493,154	892,083
OPERATING LOSS	(292,980)	(875,363)
OTHER INCOME (EXPENSE)		
Interest income	395	625
Interest expense	(140,098)	(165)
TOTAL OTHER INCOME (EXPENSE)	(139,703)	460
LOSS BEFORE PROVISION FOR INCOME TAXES	(432,683)	(874,903)
PROVISION FOR INCOME TAXES	-0-	-0-
NET LOSS	\$ (432,683)	\$ (874,903)
WEIGHTED AVERAGE NUMBER OF SHARES		
OUTSTANDING: BASIC AND DILUTED	13,869,202	13,378,759
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.03)	\$ (0.07)

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

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010
(UNAUDITED)

	For the six months ended June 30, 2011	For the six months ended June 30, 2010
REVENUE		
Sales	\$ 594,017	\$ 18,003
TOTAL REVENUE	594,017	18,003
EXPENSES		
Operating expenses	962,435	1,155,177
TOTAL EXPENSES	962,435	1,155,177
NET OPERATING LOSS	(368,418)	(1,137,174)
OTHER INCOME (EXPENSE)		
Interest income	835	1,530
Other income	66	-0-
Interest expense	(280,098)	(226)
TOTAL OTHER INCOME (EXPENSE)	(279,197)	1,304
LOSS BEFORE PROVISION FOR INCOME TAXES	(647,615)	(1,135,870)
PROVISION FOR INCOME TAXES	-0-	-0-
NET LOSS	\$ (647,615)	\$ (1,135,870)
WEIGHTED AVERAGE NUMBER OF SHARES		
OUTSTANDING: BASIC AND DILUTED	13,749,300	13,115,405
NET LOSS PER SHARE: BASIC AND DILUTED	\$ (0.05)	\$ (0.09)

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

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE SIX MONTHS ENDED JUNE 30, 2011
(UNAUDITED)

	For the six months ended June 30, 2011	For the six months ended June 30, 2010
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net loss for the period	\$ (647,615)	\$ (1,135,870)
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	60,100	16,258
Stock issued for services	83,992	201,140
Stock options issued for compensation	26,715	-0-
Amortization of debt discount	250,000	-0-
Changes in:		
Accounts receivable	85,900	13,790
Prepaid expenses	(34,813)	(10,816)
Accounts payable	(1,648)	17,442
Accrued interest	30,000	-0-
Accrued expenses	(5,000)	(4,500)
Deferred revenue	(73,110)	-0-
NET CASH USED BY OPERATING ACTIVITIES	(225,479)	(902,556)
CASH FLOWS FROM INVESTING ACTIVITIES:		
License fees	-0-	(40,000)
Website site development costs	(82,850)	(89,660)
NET CASH USED BY INVESTING ACTIVITIES	(82,850)	(129,660)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Issuance of common stock	-0-	8,750
Issuance of preferred stock	-0-	1,500,000
NET CASH PROVIDED BY FINANCING ACTIVITIES	-0-	1,508,750
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(308,329)	476,534
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	1,278,094	656,394
CASH AND CASH EQUIVALENTS - END OF PERIOD	\$ 969,765	\$ 1,132,928
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	\$ -0-	\$ 226
Cash paid for income taxes	\$ -0-	\$ -0-
SUPPLEMENTAL DISCLOSURE OF NONCASH INVESTING AND FINANCING ACTIVITIES:		
Common stock issued to satisfy dividends related to preferred stock	\$ 250,000	\$ -0-
Conversion of warrants to common stock	\$ -0-	\$ 153,816
Common stock issued for settlement of equity issuance costs	\$ 115,000	-
Payable issued for equity issuance costs	\$ 57,500	-

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

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

1. NATURE OF BUSINESS

Optimizer Systems, LLC was formed in the State of Michigan on January 31, 2006. It then became a corporation in the State of Michigan on October 22, 2007 and changed its name to OptimizeRx Corporation. On April 14, 2008, RFID, Ltd., a Colorado corporation, consummated a reverse merger by entering into a share exchange agreement with the stockholders of OptimizeRx Corporation, pursuant to which the stockholders of OptimizeRx Corporation exchanged all of the issued and outstanding capital stock of OptimizeRx Corporation for 1,256,958 shares of common stock of RFID, Ltd., representing 100% of the outstanding capital stock of RFID, Ltd. As of April 30, 2008, RFID's officers and directors resigned their positions and RFID changed its business to OptimizeRx's business. On April 15, 2008, RFID, Ltd.'s corporate name was changed to OptimizeRx Corporation. On September 4, 2008, a migratory merger was completed, thereby changing the state of incorporation from Colorado to Nevada, resulting in the current corporate structure, in which OptimizeRx Corporation, a Nevada corporation, is the parent corporation, and OptimizeRx Corporation, a Michigan corporation, is a wholly-owned subsidiary (together, "OptimizeRx" and "the Company").

The wholly-owned subsidiary, OptimizeRx Corporation, is a technology solutions company targeting the health care industry. Their objective is to bring better access to better care through connecting patients, physicians and pharmaceutical manufacturers through technology. Once defined as a marketing and advertising company through its consumer website, OptimizeRx is maturing as a technology solutions provider as it launched its direct to physician solution, SampleMD. SampleMD allows physicians to search, print and send available sample trial vouchers and/or co-pay coupons on behalf of their patients. The SampleMD solution can either sit on the doctor's desktop or can be integrated into the ePrescribing or Electronic Medical Records applications. OptimizeRx solutions provide pharmaceutical manufacturers either a direct to consumer and/or direct to physician channels for communicating and promoting their products. It provides health care providers a means to provide sampling and coupons without having to physically store samples on site, and it provides better access and affordability to the patients.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Presentation

The accompanying unaudited interim financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America and the rules of the Securities and Exchange Commission ("SEC"), and should be read in conjunction with the audited financial statements and notes thereto contained in the Company's Form 10-K filed with the SEC as of and for the period ended December 31, 2010. In the opinion of management, all adjustments necessary for the financial statements to be not misleading for the interim periods presented have been reflected herein. The results of operations for interim periods are not necessarily indicative of the results to be expected for the full year.

Accounting Basis

The Company uses the accrual basis of accounting and accounting principles generally accepted in the United States of America ("GAAP" accounting). The Company has adopted a December 31 fiscal year end.

Principles of Consolidation

The financial statements reflect the consolidated results of OptimizeRx Corporation (a Nevada corporation) and its wholly owned subsidiary OptimizeRx Corporation (a Michigan corporation). All material inter-company transactions have been eliminated in the consolidation.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Reclassifications

Certain accounts and financial statement captions in the prior periods have been reclassified to conform to the current period financial statements.

Cash and Cash Equivalents

For purposes of the accompanying financial statements, the Company considers all highly liquid instruments with an initial maturity of three months or less to be cash equivalents.

Fair Value of Financial Instruments

The fair value of cash, accounts receivable and accounts payable approximates the carrying amount of these financial instruments due to their short-term nature. The fair value of long-term debt, which approximates its carrying value, is based on current rates at which the Company could borrow funds with similar remaining maturities.

Property and Equipment

The capital assets are being depreciated over their estimated useful lives, three to seven years using the straight-line method of depreciation for book purposes.

Revenue Recognition

All revenue is recognized when it is earned. Revenues are generated either through the Company's website activities, in which we earn revenue from advertising and lead generation activities, or from our SampleMD activities, which include offering setup within the systems and our offers, coupons, and vouchers that enable our customers to save money on medical products and services. The Company's processes are monitored by third parties who collect revenues from clients on a per activity basis and report and forward the revenue to the Company's account.

Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized.

Concentration of Credit Risks

The Company maintains its cash and cash equivalents in bank deposit accounts, which, at times, may exceed federally insured limits. The Company has not experienced any losses in such accounts; however, amounts in excess of the federally insured limit may be at risk if the bank experiences financial difficulties.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions have been made in determining the depreciable lives of such assets and the allowance for doubtful accounts receivable. Actual results could differ from these estimates.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

Research and Development

The Company's key members are part of a continual research development team and monitor new technologies, trends, services and partnerships that can provide the Company with additional services, value to healthcare and pharmaceutical industries and to the patients it serves.

The Company seeks to educate team members through understanding of all market dynamics that have the potential to affect the business both short term and longer term. The primary goal is to help patients better afford and access the medicines their doctor prescribes, as well as other healthcare products and services they need. Based on this, the Company continually seeks better ways to meet this mission through technology, better user experiences and new ways to engage industries to provide new support for patients needing their products. The Company is always seeking new services and solutions to offer. At this time, the three current platforms provide robust opportunities and growth during the next five years.

Earnings Per Common and Common Equivalent Share

The computation of basic earnings per common share is computed using the weighted average number of common shares outstanding during the year. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year plus common stock equivalents which would arise from the exercise of warrants outstanding using the treasury stock method and the average market price per share during the year. Options warrants and convertible preferred stock which are common stock equivalents are not included in the diluted earnings per share calculation for June 30, 2011 and 2010, respectively, since their effect is anti-dilutive.

Impairment of Long-Lived Assets

The Company continually monitors events and changes in circumstances that could indicate carrying amounts of long-lived assets may not be recoverable. When such events or changes in circumstances are present, the Company assesses the recoverability of long-lived assets by determining whether the carrying value of such assets will be recovered through undiscounted expected future cash flows. If the total of the future cash flows is less than the carrying amount of those assets, the Company recognizes an impairment loss based on the excess of the carrying amount over the fair value of the assets. Assets to be disposed of are reported at the lower of the carrying amount or the fair value less costs to sell.

Recently Issued Accounting Guidance

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flow.

3. PREPAID EXPENSES

Prepaid expenses consisted of the following as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
Insurance	\$ 7,519	\$ 6,111
Web development	35,000	20,000
Investor relations	0	50,000
Employee advances	479	940
Consulting	66,275	0
Advertising	3,090	3,000
Rent	2,500	0
Total Prepaid Expenses	<u>\$ 114,863</u>	<u>\$ 80,051</u>

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

4. PROPERTY AND EQUIPMENT

The Company owned equipment recorded at cost which consisted of the following as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
Computer equipment	\$ 13,824	\$ 13,824
Furniture and fixtures	4,293	4,293
Subtotal	18,117	18,117
Accumulated depreciation	(5,962)	(5,056)
Property and equipment, net	<u>\$ 12,155</u>	<u>\$ 13,061</u>

Depreciation expense was \$904 and \$844 for the six months ended June 30, 2011 and 2010, respectively.

5. WEBSITE DEVELOPMENT COSTS

The Company has capitalized costs in developing their website and web-based products, which consisted of the following as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
OptimizeRx Web development	\$ 154,133	\$ 154,133
SampleMD web development	414,957	332,107
Subtotal, web development costs	569,090	486,240
Accumulated amortization	(126,891)	(95,050)
Impairment	(59,083)	(59,083)
Web development costs, net	<u>\$ 383,116</u>	<u>\$ 332,107</u>

The Company began amortizing the OptimizeRx website costs, using the straight-line method over the estimated useful life of 5 years, once it was put into service in December of 2007. During the year end December 31, 2009, the Company began a new web-based project and the related programming and development costs have been capitalized for the SampleMD website. The project was completed in mid-December 2010 and no amortization was recorded in 2010. Amortization began on the straight-line method in January 2011 over the period of five years. Although the Project was completed in mid-December, the Company continues to enhance and upgrade the website. Monthly payments for these upgrades have been capitalized, but not amortized, as of June 30, 2011. The Company determined that the original OptimizeRx website was no longer useful so the remaining unamortized balance of \$59,083 was impaired as of December 31, 2010. Amortization expense was \$31,841 for the six months ended June 30, 2011 and \$30,827 for the year ended December 31, 2010, respectively.

6. PATENT RIGHTS AND INTANGIBLE ASSETS

On April 26, 2010, the Company acquired from an officer and shareholder the technical contributions and assignment of all exclusive rights to and for the SampleMD patent currently in process in exchange for 300,000 shares of common stock to be granted at the discretion of the seller in addition to 200,000 stock options valued at \$360,000. The shares were valued on the grant date at \$570,000 and have been recorded as a payable to the related party.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

6. PATENT RIGHTS AND INTANGIBLE ASSETS (CONTINUED)

The Company has capitalized costs in purchasing the SampleMD patent, which consisted of the following as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
Patent rights and intangible assets	\$ 930,000	\$ 930,000
Accumulated amortization	(54,706)	(27,353)
Patent rights and intangible assets, net	<u>\$ 875,294</u>	<u>\$ 902,647</u>

The Company began amortizing the patent, using the straight-line method over the estimated useful life of 17 years, once it was put into service in July 2010. Amortization expense was \$27,353 for the six months ended June 30, 2011 and \$27,353 for the year ended December 31, 2010, respectively.

7. ACCRUED EXPENSES

Accrued expenses consisted of the following as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
Accrued payroll taxes	\$ 0	\$ 700
Accrued audit fees	0	5,000
Accrued expenses	<u>\$ 0</u>	<u>\$ 5,700</u>

8. DEFERRED REVENUE

The Company has signed several contracts with customers for coupon redemptions on their website. The payments are not taken into revenue until the end user redeems the coupon. The redemptions are tracked via their website and revenues are recorded as the coupons are redeemed. Deferred revenue was \$152,610 and \$225,720 as of June 30, 2011 and December 31, 2010, respectively.

9. NOTE PAYABLE

On October 5, 2010, the Company issued a secured promissory note of \$1,000,000 to an investor. The note accrues interest at 6% per annum, compounded on April and October each year and will be paid at the earliest of September 12, 2012 or earlier at the Company's option. No principal or interest payments are required until the maturity date. Accrued interest was \$15,000 as of December 31, 2010. The terms of the note also granted 1,000,000 stock warrants and 1,000,000 contingent stock warrants in connection with the financing. The non-contingent warrants were valued at \$1,007,992 with \$1,000,000 recorded as debt discount and \$7,992 recorded as interest expense in the December 31, 2010 year. The Company analyzed the assumptions associated with the contingent warrants and determined that the performance objectives were not likely to occur in 2011. Therefore, no value was recorded for the contingent warrants. The debt discount derived from the warrant valuation of \$1,000,000 will be amortized over the life of the loan using the straight-line method and charged to interest expense. As of June 30, 2011 and December 31, 2010, \$333,333 and \$83,333, respectively, had been amortized with the remaining balance of \$666,667 at June 30, 2011 to be amortized through October 5, 2012.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

10. COMMON STOCK

OptimizeRx Corporation has 500,000,000 shares of \$.001 par value common stock authorized as of December 31, 2010. There were 13,869,202 and 13,606,676 common shares issued and outstanding at June 30, 2011 and December 31, 2010, respectively.

On March 11, 2010, the Company issued 12,000 shares of common stock for services valued at \$27,960.

On April 20, 2010, the Company issued 66,000 shares to board members for services valued at \$130,680.

Additionally on May 27, 2010, the Company issued 25,000 for services valued at \$42,500.

On September 27, 2010, the Company issued 100,000 shares of common stock for services valued at \$100,000.

On October 14, 2010, the Company issued 24,000 shares to a board member or advisory services valued at \$30,000.

During the year ended December 31, 2010, the Company issued 410,520 shares of common stock to satisfy \$700,000 of preferred dividends.

On February 19, 2010, 75,400 stock warrants were exercised for 43,039 shares of common stock in a cashless exchange.

On May 19, 2010, 25,000 stock warrants were exercised for 25,000 shares of common stock for total proceeds of \$8,750.

On April 26, 2010, the Company acquired from an officer and shareholder the technical contributions and assignment of all exclusive rights to and for the SampleMD patent currently in process in exchange for 300,000 shares of common stock to be granted at the discretion of the seller in addition to 200,000 stock options valued at \$360,000. The shares were valued on the grant date at \$570,000 and have been recorded as a payable to the related party.

During the quarter ended June 30, 2011, the Company issued 252,526 shares of common stock to satisfy \$250,000 of preferred dividends.

On June 30, 2011, the Company entered into a settlement agreement with Midtown Partners. Under the settlement agreement, the Company will pay Midtown Partners \$57,500 and grant 100,000 shares of its common stock. The cost of the settlement has been recorded as equity issuance costs. As a result of the settlement, the litigation in the Eastern District of Michigan will be dismissed.

11. PREFERRED STOCK

Series A Preferred

During the year ended December 31, 2008, 35 preferred shares were issued for \$3,500,000. Issuance costs totaled \$515,000 resulting in net proceeds of \$2,985,000. The 35 shares are convertible to 3,500,000 shares of common stock and bear a 10% cumulative dividend. In addition, there was a warrant issued to purchase 6,000,000 shares of common stock at an exercise price of \$2 for a period of seven years.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

11. PREFERRED STOCK (CONTINUED)

The holders of the preferred stock are entitled to semi-annual dividends payable on the stated value of the Series A preferred stock at a rate of 10% per annum, which shall be cumulative, and accrue daily from the issuance date. The dividends may be paid in cash or shares of the Company's common stock at management's discretion. If after the conversion eligibility date, the market price for the common stock for any ten consecutive trading days in which the stock trades for over \$2 per share and trading exceeds 100,000 shares per day, the preferred shareholders can be required to convert their shares to common stock. Each share of Series A preferred stock shall also be convertible at the option of the holder into that number of shares of common stock of the Company at the stated value of such share at a \$1 conversion price.

The holder may cause this conversion at the time the shares are eligible for resale by the holder. The conversion price is subject to adjustment as hereinafter provided, at any time, or from time to time upon the terms and in the manner hereinafter set forth in the shareholder agreement. There is no conversion expiration date, however, the holder must provide 30 days notice for the registration of the conversion.

On May 12, 2010, the Company's Board declared and issued 236,598 common shares as payment for all cumulative and current semi-annual dividends. On November 16, 2010, the Company's Board declared and issued 173,922 common shares for its semi-annual dividend payment. On March 25, 2011, the Company's Board declared and issued 176,768 common shares for its semi-annual dividend payment.

Series B Preferred

During the year ended December 31, 2010, 15 preferred shares were issued for \$1,500,000. The 15 shares are convertible to 1,500,000 shares of common stock and bear a 10% cumulative dividend. In addition, there was a warrant issued to purchase 2,000,000 shares of common stock at an exercise price of \$3 for a period of seven years.

The preferred stock was issued for \$1,500,000 less associated issuance costs of \$350,000 for net proceeds of \$1,150,000. Additionally, 3,000,000 common stock warrants were issued with the preferred stock. Based on the fair values of the preferred stock and common stock warrants on the issue date, \$341,100 was allocated to preferred stock and \$1,158,900 was allocated to the common stock warrants. Equity issuance costs of \$350,000 were allocated to the preferred stock.

Series B Preferred

The holders of the preferred stock are entitled to semi-annual dividends payable on the stated value of the Series B preferred stock at a rate of 10% per annum, which shall be cumulative, and accrue daily from the issuance date. The dividends may be paid in cash or shares of the Company's common stock at management's discretion. If after the conversion eligibility date, the market price for the common stock for any ten consecutive trading days in which the stock trades for over \$2 per share and trading exceeds 100,000 shares per day, the preferred shareholders can be required to convert their shares to common stock. Each share of Series B preferred stock shall also be convertible at the option of the holder into that number of shares of common stock of the Company at the stated value of such share at a \$1.50 conversion price.

OPTIMIZERx CORPORATION
NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS
JUNE 30, 2011

11. PREFERRED STOCK (CONTINUED)

The holder may cause this conversion at the time the shares are eligible for resale by the holder. The conversion price is subject to adjustment as hereinafter provided, at any time, or from time to time upon the terms and in the manner hereinafter set forth in the shareholder agreement. On March 25, 2011, the Company's Board declared and issued 75,758 common shares for its semi-annual dividend payment.

In the event the Company has added at least 1,750 active physicians to the system, and added 35 brands, the Company may issue and sell at its option, and the Purchaser agrees to purchase, up to 15 shares of the Company's Series B Preferred Stock at a subsequent date, provided that the date cannot occur earlier than November 1, 2010. If the conditions have not been fulfilled prior to June 30, 2011, the Purchaser shall have no obligation to purchase any securities from the Company.

12. STOCK OPTIONS AND WARRANTS

The Company accounts for employee stock-based compensation in accordance with the guidance of ASC Topic 718: Compensation - Stock Compensation, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values.

The Company follows ASC Topic 505-50, formerly EITF 96-18, "Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services," for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to compensation expense and additional paid-in capital over the period during which services are rendered.

On January 6, 2010, the Company issued 25,000 stock warrants for services to a consultant with an exercise price of \$0.35. The warrants were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 259%, risk-free interest rate of 2.6% and expected life of 60 months. The Company recognized consulting expense of \$57,425.

On June 4, 2010, the Company issued 3,000,000 stock warrants in connection with the preferred stock issuance with an exercise price of \$3.00. The warrants were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 260%, risk-free interest rate of 2.65% and expected life of 84 months. The Company recorded the stock warrants valued at \$5,096,472 in an equity transaction.

On July 1, 2010, the Company issued 100,000 stock warrants for services to a consultant with an exercise price of \$2.50. The warrants were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 241%, risk-free interest rate of 1.26% and expected life of 60 months. The Company recognized consulting expense of \$129,000.

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12. STOCK OPTIONS AND WARRANTS (CONTINUED)

On October 5, 2010, the Company issued 1,000,000 stock warrants and 1,000,000 contingent stock warrants in connection with the Company's debt financing with an exercise price of \$2.25. The warrants were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 241%, risk-free interest rate of 1.83% and expected life of 84 months. The non-contingent warrants were valued at \$1,007,992 with \$1,000,000 recorded as debt discount and \$7,992 recorded as interest expense in the current period. The company analyzed the assumptions associated with the contingent warrants and determined that the performance objectives were not likely to occur in 2011. Therefore, no value was recorded for the contingent warrants. The Company recorded \$250,000 and \$83,333 of the debt discount as interest expense in the six months ended June 30, 2011 and the year ended December 31, 2010 with the remaining balance of \$666,667 to be amortized over the remaining term of the loan. See Note 9.

On April 26, 2010, the Company issued 200,000 stock options to acquire from an officer and shareholder the technical contributions and assignment of all exclusive rights to and for the SampleMD patent currently in process in exchange for 300,000 shares of common stock to be granted at the discretion of the seller in addition to 200,000 stock options with an exercise price of \$1.81. The options were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 262%, risk-free interest rate of 2.54% and expected life of 60 months. The Company capitalized \$360,000 as patent rights for these options.

On October 1, 2010, the Company issued 25,000 stock options to an employee with a vesting period of one year and an exercise price of \$1.21. The options were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 241%, risk-free interest rate of 1.26% and expected life of 60 months. The Company recognized share-based compensation expense of \$6,203 during the year ended December 31, 2010 with the remaining balance of \$18,610 to be recognized in 2011. \$6,203 has been recognized in the six months ended June 30, 2011.

On April 27, 2011, the Company issued 100,000 stock options to an individual at an exercise price of \$0.73. The options were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 221%, risk-free interest rate of 2.06% and expected life of 60 months. The agreement is for a period of six months. The Company recognized expenses of \$27,717 during the six months ended June 30, 2011 with the remaining balance of \$66,275 recorded as prepaid consulting to be expensed over the next four months.

On May 31, 2011, the Company issued 285,000 stock options to 3 employees at an exercise price of \$1.00. The options were valued on the grant date using the Black-Scholes option-pricing model with the following assumptions: dividend yield of 0%, expected volatility of 218%, risk-free interest rate of 1.68% and expected life of 60 months. The total value of the options was \$320,585. The options vest over one year. The Company recognized share-based compensation expense of \$26,715 during the six months ended June 30, 2011. The remaining balance will be recognized over the following eleven months.

13. COMMITMENTS AND CONTINGENCIES

The Company leases their offices for \$2,500 a month on a month-to-month rental.

OPTIMIZERx CORPORATION
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14. RELATED PARTY TRANSACTIONS

During the year ended December 31, 2010, the Company acquired from an officer and shareholder the technical contributions and assignment of all exclusive rights to and for the SampleMD patent currently in process in exchange for 300,000 shares of common stock to be granted at the discretion of the seller in addition to 200,000 stock options valued at \$360,000. The shares were valued on the grant date at \$570,000 and have been recorded as a payable to the related party. See Notes 6, 10 and 12.

15. MAJOR CUSTOMERS

The Company has one major customer that accounted for 50% of the Company's revenues and has two major customers that accounted for approximately 55% of revenues for the six months ended June 30, 2011 and for the year ended December 31, 2010, respectively. The Company expects to continue to maintain these relationships with the customers.

16. INCOME TAXES

For the six months ended June 30, 2011, the Company incurred a net loss of approximately \$648,000 and therefore has no tax liability. The Company began operations in 2007 and has previous net operating loss carry-forwards of \$11,359,000 through December 31, 2010. The cumulative loss of \$12,007,000 will be carried forward and can be used through the year 2031 to offset future taxable income. In the future, the cumulative net operating loss carry-forward for income tax purposes may differ from the cumulative financial statement loss due to timing differences between book and tax reporting.

The provision for Federal income tax consists of the following for the six months ended June 30, 2011 and 2010:

	June 30, 2011	June 30, 2010
Federal income tax benefit attributable to:		
Current operations	\$ 220,000	\$ 386,000
Valuation allowance	(220,000)	(386,000)
Net provision for federal income tax	<u>\$ 0</u>	<u>\$ 0</u>

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows as of June 30, 2011 and December 31, 2010:

	June 30, 2011	December 31, 2010
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 4,082,000	\$ 3,862,000
Valuation allowance	(4,082,000)	(3,862,000)
Net deferred tax asset	<u>\$ -0-</u>	<u>\$ -0-</u>

Due to the change in ownership provisions of the Tax Reform Act of 1986, net operating loss carry forwards of approximately \$12,007,000 for Federal income tax reporting purposes are subject to annual limitations. Should a change in ownership occur net operating loss carry forwards may be limited as to use in future years.

OPTIMIZERx CORPORATION
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17. OPERATING EXPENSES

Operating expenses consisted of the following for the three and six months ended June 30, 2011 and 2010:

	Three months ended June 30, 2011	Three months ended June 30, 2010	Six months ended June 30, 2011	Six months ended June 30, 2010
Advertising	\$ 6,030	\$ 57,160	\$ 43,295	\$ 91,265
Professional fees	106,675	53,751	212,889	71,105
Consulting	35,326	369,828	82,101	401,472
Salaries, wages and benefits	206,627	180,961	380,341	318,185
Rent	7,500	7,500	15,000	15,000
General and administrative	130,996	222,883	228,809	258,150
Total Operating Expenses	<u>\$ 493,154</u>	<u>\$ 892,083</u>	<u>\$ 962,435</u>	<u>\$ 1,155,177</u>

18. GOING CONCERN

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained substantial losses from operations.

In view of this matter, the ability of the Company to continue as a going concern is dependent upon growth of revenues and the ability of the Company to raise additional capital. Management believes that its successful ability to raise capital and their plans for increases in revenues will provide the opportunity for the Company to continue as a going concern.

19. SUBSEQUENT EVENTS

In accordance with ASC 855-10, the Company has analyzed its operations subsequent to June 30, 2011 through August 10, 2011 and has determined that it does not have any material subsequent events to disclose 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 affect 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

We have worked diligently to build our SampleMD™ solution which provides the ability to search and select free sample vouchers and co-pay assistance by prescribing clinicians on behalf of their patients. We installed the SampleMD™ solution within our first health system in November of 2010. In parallel to our efforts of providing the doctors desktop version of the SampleMD™ solution to health systems that have eliminated access to pharmaceutical representatives, we have also worked with Allscripts to integrate its solution right within their electronic prescribing application. The Allscripts ePrescribe solution was launched in mid December of 2010. These launches were inclusive of those handful of early adopting pharmaceutical manufacturers which saw the benefits and potentials of this new channel in reaching prescribing clinicians that prior were inaccessible.

With the completed launch of SampleMD™ to various health systems and within the Allscripts solutions, we began 2011 with two major focuses. First, we set out to improve the field functionality and adoption by prescribing clinicians of our SampleMD™ solution. Early feedback from prescribing clinicians was positive. Overall, for both installed environments, desk top and eRx, clinicians were satisfied with the ease and availability of our SampleMD™ solution. With the feedback we received, we continued to enhance and update product ease, usability and speed. We project that our SampleMD™ 3.0 will feature components with easier access to formulary information, broader search capabilities and a scheduler for pharmaceutical representatives. Additionally, SampleMD™ will be integrated not only within ePrescribing environments, but also within Electronic Medical (EMR) and Electronic Health Record (EHR) environments – right within the clinicians work stream.

Our second focus was to evaluate market trends and consumer demands to adjust our market message and product performance and pricing. With increasing demand for our product, we have adjusted our pricing and have been aggressively selling and positioning within the market. At the end of the first six months of 2011, our portfolio consists of nine (9) major pharmaceutical manufacturers, forty (40) brands and over fifty-three (53) offerings, with commitments from other major manufacturers to integrate their brand within the SampleMD™ solution. All of this has been reflective in seeing revenues generated from setups, redemptions and print activity. We have, and intend to continue to, acquire additional resources to assist in positioning and securing new sales and recruiting new channel partners for integration of our solution.

Results of Operations for the Three and Six Months Ended June 30, 2011 and 2010*Revenues*

Our total revenue reported for three months ended June 30, 2011 was \$200,174, an increase from \$16,720 for the three months ended June 30, 2010. Our total revenue reported for six months ended June 30, 2011 was \$594,017, an increase from \$18,003 for the six months ended June 30, 2010.

Our increased revenue for the three and six months ended June 30, 2011 as compared with the prior year periods is a result of our SampleMD solution and the setup and integration fees for pharmaceutical manufacturers which are participating within this offering. We are in the process of extending and renewing existing contracts, solidifying new contracts, and broadening our distribution channel with leading e-prescribers and electronic medical record providers. We expect that these efforts will result in larger revenues for our third quarter.

Operating Expenses

Operating expenses decreased to \$493,154 for the three months ended June 30, 2011 from \$892,083 for the same period ended 2010. Operating expenses decreased to \$962,435 for the six months ended June 30, 2011 from \$1,155,177 for the same period ended 2010. A detail of the significant expenses for the three and six months ended June 30, 2011 as compared to the prior year period is set forth below:

	Three months ended June 30, 2011	Three months ended June 30, 2010	Six months ended June 30, 2011	Six months ended June 30, 2010
Advertising	\$ 6,030	\$ 57,160	\$ 43,295	\$ 91,265
Professional fees	106,675	53,751	212,889	71,105
Consulting	35,326	369,828	82,101	401,472
Salaries, wages and benefits	206,627	180,961	380,341	318,185
Rent	7,500	7,500	15,000	15,000
General and administrative	130,996	222,883	228,809	258,150
Total Operating Expenses	\$ 493,154	\$ 892,083	\$ 962,435	\$ 1,155,177

Our operating expenses have decreased in the three and six months ended June 30, 2011 as compared with the prior year periods largely as a result of a decrease in stock-based compensation, which is included in the category for "consulting" expenses. Professional fees and salaries wages and benefits, however, are all higher in the three and six months ended June 30, 2011 as compared to the prior year periods as a result of ramping up operations, as we have transformed from a development stage company to an operating company. For the third quarter, we expect to have higher operating expenses as we bring on account manager and sales positions.

Other Income/Expenses

Other expenses were \$139,703 for the three months ended June 30, 2011 as compared with other income of \$460 for same period ended 2010. Other expenses were \$279,197 for the six months ended June 30, 2011 as compared with other income of \$1,304 for same period ended 2010. Interest expenses were the major factor for other expenses for the periods ended June 30, 2011.

Net Loss

Net loss for the three months ended June 30, 2011 was \$432,683, compared to net loss of \$874,903 for the same period 2010. Net loss for the six months ended June 30, 2011 was \$647,615, compared to net loss of \$1,135,870 for the same period 2010.

Liquidity and Capital Resources

As of June 30, 2011, we had total current assets of \$1,724,728 and total assets in the amount of \$3,161,960. Our total current liabilities as of June 30, 2011 were \$862,570. We had working capital of \$862,158 as of June 30, 2011.

Operating activities used \$225,479 in cash for the six months ended June 30, 2011. Our net loss of \$647,615, deferred revenue of \$73,110 and prepaid expenses of \$34,813 were the primary components of our negative operating cash flow, offset mainly by \$250,000 in amortization of debt discount, \$85,900 in accounts receivable, \$83,992 in stock issued for services, and \$60,100 in depreciation and amortization. Investing activities used \$82,850 during the six months ended June 30, 2011 as a result of website development costs. Financing activities provided \$0 for the six months ended June 30, 2011.

As of June 30, 2011, with the current level of financing and cash on hand, we have sufficient cash to operate our business at the current level for the next twelve months but insufficient cash to achieve our business goals unless we: a) realize cash revenues on sales generated; b) meet the milestones as defined in the second round of financing with Vicis Capital Master Fund, a sub-trust of Vicis Capital Series Master Trust, a unit trust organized and existing under the laws of the Cayman Islands (“Vicis”) and satisfy the conditions to secure the second tranche of funding; and/or c) obtain additional financing through debt and/or equity based financing arrangements which may be insufficient to fund our capital expenditures, working capital, or other cash requirements. There can be no assurance that such additional financing will be available to us on acceptable terms, or at all.

Off Balance Sheet Arrangements

As of June 30, 2011, there were no off balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 4T. Controls and Procedures

We carried out an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of June 30, 2011. This evaluation was carried out under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, Mr. David Lester. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of June 30, 2011, our disclosure controls and procedures are effective. There have been no significant changes in our internal controls over financial reporting during the quarter ended June 30, 2011 that have materially affected or are reasonably likely to materially affect such controls.

Disclosure controls and procedures are controls and other procedures that are designed to ensure that information required to be disclosed in our reports filed or submitted under the Exchange Act are recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is accumulated and communicated to management, including our Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure.

Limitations on the Effectiveness of Internal Controls

Our management does not expect that our disclosure controls and procedures or our internal control over financial reporting will necessarily prevent all fraud and material error. An internal 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. Because of 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 the Company have been detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by management override of the internal control. The design of any system of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Over time, control may become inadequate because of changes in conditions, or the degree of compliance with the policies or procedures may deteriorate.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

Aside from the following, we are not a party to any pending legal proceeding, and 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.

On February 10, 2011, we commenced an action against Beringea, LLC (“Beringea”) in the Circuit Court for the County of Oakland in the State of Michigan. The action is based on a dispute between our company and Beringea surrounding a capital raising agreement that was entered into on October 15, 2009. We have alleged that Beringea has failed to perform under the agreement, misinformed us about “tail” liability, and is wrongfully withholding funds due to us. We are seeking \$400,000 in damages.

On August 18, 2010, we commenced an action against Midtown Partners & Co., LLC (“Midtown Partners”) in the Circuit Court for the County of Oakland in the State of Michigan. The action is based on a dispute between our company and Midtown Partners surrounding a placement agent agreement that was entered into on June 27, 2008. We filed the action seeking declaratory relief that no compensation is due and owing to Midtown Partners in connection with an investment made by on June 4, 2010.

Midtown Partners removed the action to the United States District Court for the Eastern District of Michigan. On June 30, 2011, we entered into a settlement agreement with Midtown Partners. Under the settlement agreement, we paid Midtown Partners \$57,500 and issued the company 100,000 shares of our common stock. As a result of the settlement, the litigation in the Eastern District of Michigan will be dismissed.

Item 1A: Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

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

During the current reporting period, we issued the following securities:

During the quarter ended June 30, 2011, we issued 252,526 shares of common stock to satisfy \$250,000 of preferred dividends to Vicis.

During the quarter ended June 30, 2011, we issued options to purchase 285,000 shares of our common stock to our directors at an exercise price of \$1.00.

On June 30, 2011, we issued 100,000 shares of our common stock in connection with a settlement of our dispute with Midtown Partners.

These issuances were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, since, among other things, the transactions did not involve a public offering, the investors were accredited investors and / or qualified institutional buyers, the investors had access to information about the Company and their investment, the investors took the securities for investment and not resale, and the Company took appropriate measures to restrict the transfer of the securities.

Item 3. Defaults upon Senior Securities

None

Item 4. Removed and Reserved

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number Description of Exhibit

- | | |
|------|---|
| 10.1 | Settlement Agreement, dated June 30, 2011 |
| 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 |

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.

OptimizeRx Corporation

Date: August 17, 2011

By: /s/ David Lester

David Lester

Title: **Chief Executive Officer, Chief Financial Officer, and Director**

SETTLEMENT AGREEMENT AND RELEASE

This Settlement Agreement and Release ("Settlement Agreement") is entered into effective June 30, 2011, by and between OptimizeRx Corporation, located at 407 Sixth Street, Rochester, Michigan 48307 ("OptimizeRx."), and Midtown P8.1iners & Co., LLC, with offices at 4218 West Linebaugh Avenue, Tampa, Florida 33624 ("Midtown"). OptimizeRx. and Midtown may collectively be referred to herein as the "Parties," or individually as a "Party."

RECITALS

- A. This matter pertains to a dispute regarding that certain Placement Agent Agreement entered into on or around June 27, 2008 by and between OptimizeRx and Midtown (the "Placement Agreement") and Midtown's performance under the Agreement (the "Dispute").

- B. Midtown contends that, upon completion of the investment by Vicis Capital Master Fund on or about June 4, 2010, Midtown became entitled to receive under the Placement Agreement: (a) a Common Stock Purchase Warrant exercisable into 100,000 shares of common stock of OptimizeRx, at a strike price of \$1.00, and (b) a Common Stock Purchase Warrant exercisable into 300,000 shares of common stock of OptimizeRx., at a strike price of \$3.00 (collectively referred to herein as the "Warrant Shares and the "Warrants"). Pursuant to the tem1S of the Placement Agreement, the Warrants contain cashless exercise features. In exchange for the issuance of the Warrants under the Placement Agreement, and Warrant Shares issuable upon exercise of such Warrants, OptimizeRx. is issuing to Midtown the shares described in paragraph 1.B below.

- C. OpimizeRx commenced a lawsuit (the "Lawsuit") against Midtown regarding the Dispute, which is currently pending before the Honorable Lawrence P. Zatkoffin the United States District Court for the Eastern District of Michigan and having Case No. 2:10-cv-13678.

- D. The Parties have reached an amicable resolution of the Dispute and desire to resolve the Dispute, the Lawsuit, and all issues and claims raised or which could have been raised in the Lawsuit, pursuant to the following terms and conditions:

AGREEMENT

NOW THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Parties agree as follows:

- 1. In consideration of the Settlement Agreement reached between the P8.1ties and the releases granted herein, OptimizeRx agrees to compensate Midtown as follows:

A. OptimizeRx shall cause to be transferred to an amount controlled by Midtown the amount of Fifty Seven Thousand Five Hundred United States Dollars (\$57,500 US) ("Settlement Funds"), pursuant to wire transfer instructions provided to OptimizeRx by Midtown on or before June 30, 2011, and

B. OptimizeRx shall issue to Midtown via a transfer agent selected by OptimizeRx the amount of One Hundred Thousand (100,000) shares of Restricted Common Stock of OptimizeRx Corporation (the "Shares"), within 10 days of the date of the execution of this Settlement Agreement by the last Party to execute it.

2. Upon Midtown's receipt of the Settlement Funds and Shares, OptimizeRx and Midtown both expressly agree that the Placement Agreement is terminated and is and shall forever be null and void, and that immediately upon the termination of the Placement Agreement as set forth in this paragraph, both OptimizeRx and Midtown release and discharge each other from any and all rights and obligations, real and perceived, arising directly or indirectly from, or in any way related to, the Placement Agreement. Nothing in this Section shall affect Section 3 and 4 below.

3. Upon Midtown's receipt of the Settlement Funds and Shares, Midtown for itself and its members, partners, representatives, successors and assigns, releases and forever discharges OptimizeRx, and its sureties, representatives, parents, related parties, successors, assigns, agents, insurers, attorneys, accountants, affiliates, employees, officers, shareholders, directors, and/or trustees, past and present, from any and all payments, damages, costs, fees, Claims, demands, injuries, actions, causes of action, obligations, penalties and losses, known or unknown, contingent or accrued, now existing or hereafter arising, directly or indirectly, in connection with the Dispute, the Litigation, and any and all issues and claims that were or could have been raised or asserted in the Dispute and/or in the Litigation, under the Placement Agreement or otherwise.

4. Upon Midtown's receipt of the Settlement Funds and Shares, OptimizeRx for itself and its shareholders, representatives, successors and assigns, releases and forever discharges Midtown, and its sureties, representatives, parents, related parties, successors, assigns, agents, insurers, attorneys, accountants, affiliates, employees, officers, members, partners, directors, and/or trustees, past and present, from any and all payments, damages, costs, fees, claims, demands, injuries, actions, causes of action, obligations, penalties and losses, known or unknown, contingent or accrued, now existing or hereafter arising, directly or indirectly, in connection with the Dispute, the Litigation, and any and all issues and claims that were or could have been asserted in the Dispute and/or in the Litigation, under the Placement Agreement or otherwise.

5. Upon Midtown's receipt of the Settlement Funds and Shares, counsel for OptimizeRx will cause to be entered with the United States District Court a stipulated dismissal with prejudice of the Lawsuit in the form attached as Exhibit A hereto.

6. The Parties agree that the terms and conditions of this Settlement Agreement are, and shall forever remain, confidential information. The Parties agree that such confidential information shall not hereafter be used or shown, disseminated, copied, or in any way communicated to anyone, for any purpose whatsoever, except those disclosures that are either a reasonable business necessity, or those disclosures ordered by court or required by law. If a Party is required by subpoena or other court order to disclose such confidential information, that Party shall provide 14 days written notice of the court order to the other Party to allow the other Party time in which to challenge the court order.

7. The Parties acknowledge and agree that no part of the claims released in the Settlement Agreement have been assigned, in whole or in part, to any person, partnership, corporation, firm or other corporate entity.

8. The settlement represented by this Settlement Agreement is a compromise by the Parties of disputed claims and the Parties agree that the payments made, the claims released, and this Settlement Agreement, are not to be construed as, and are not, admissions of liability, fault, negligence, or any other wrongdoing on the part of any Party; any and all liability, fault, negligence or any wrongdoing by any and all Parties is specifically denied.

9. All of the terms of this Settlement Agreement are contractual including those terms contained in the "Recitals" section of this Settlement Agreement.' This Settlement Agreement shall be binding upon and shall inure to the benefit of the Parties and their sureties, representatives, related parties, successors, assigns, agents, insurers, attorneys, accountants, affiliates, employees, officers, shareholders, directors, members, partners, and/or trustees, past and present.

10. The Parties hereby covenant and agree that each shall not knowingly make, at any time or place, any disparaging remarks, verbally or in writing, concerning any of their respective actions or perceived omissions, regarding any matter or allegation connected with this Settlement Agreement and/or the relationship between the Parties. The Parties expressly understand and acknowledge that each Party's business and reputation are of special, unique and extraordinary character, which give them a particular value, the loss of which cannot reasonably be compensated in damages in an action at law. Accordingly, the Parties further agree that in addition to any other rights or remedies that any other party may possess at law, any aggrieved Party shall be entitled to injunctive and other equitable relief in order to prevent or remedy a breach of the provisions of this section by any Party hereto. Nothing contained in this Settlement Agreement shall preclude a lawsuit by any Party hereto against another Party for the enforcement of this Agreement and in particular this Section.

11. This Settlement Agreement shall survive the release of any claims.

12. This Settlement Agreement represents the entire understanding and agreement between the Parties with respect to the subject matter hereof and cannot be amended, supplemented, or changed in any respect, except by a written instrument signed by the Party against whom enforcement of any such amendment, supplement, or modification is sought. This Settlement Agreement supersedes all prior negotiations, understandings, agreements, or representations, oral or written, between or among the Parties with respect to the subject matter hereof.

13. This Settlement Agreement may be executed in one or more counterparts (including by facsimile signatures), each of which fully signed counterpart shall be deemed to be an original for all purposes, and all of which together shall constitute one and the same instrument.

14. The terms of this Agreement are severable. If any portion of this Settlement Agreement shall for any reason be held invalid or unenforceable, such invalidity or unenforceability shall not affect any other provision contained in this Settlement Agreement, and instead, this Settlement Agreement shall be construed as if such invalid or unenforceable provision had never been contained therein.

15. Those signing on behalf of the Parties to this Settlement Agreement each individually warrant that they are duly authorized to sign on behalf of such party.

16. Each Party acknowledges that the party had the opportunity to seek the advice of counsel of the Party's choosing in reviewing this Settlement Agreement and each acknowledges that the Party enters into this Settlement Agreement of the Party's own free and voluntary act and will and is under no duress or undue influence. The Parties also agree that the Parties and/or their counsel participated in the negotiation and drafting of this Settlement Agreement. The terms of the Settlement Agreement shall not be construed against a Party solely because of a Party's participation in the drafting of this Settlement Agreement.

17. SECURITIES LAW REPRESENTATIONS. Midtown hereby represents, warrants and agrees to the following:

(a) THE SHARES TO BE ISSUED PURSUANT TO SECTION 1(B) ABOVE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "ACT"), OR THE SECURITIES LAWS OF ANY STATE, AND ARE BEING ISSUED IN RELIANCE ON EXEMPTIONS FROM THE REGISTRATION REQUIREMENTS OF THE ACT AND SUCH LAWS. THE SHARES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION, OR BY THE SECURITIES REGULATORY AUTHORITY OF ANY STATE, NOR HAVE ANY OF THE FOREGOING AUTHORITIES PASSED UPON OR ENDORSED THE MERITS OF THIS INVESTMENT. ANY REPRESENTATION TO THE CONTRARY IS UNLAWFUL. THE SHARES MAY NOT BE TRANSFERRED, WHOLLY OR IN PART, EXCEPT IN COMPLIANCE WITH APPLICABLE SECURITIES LAWS.

(b) The Shares are being issued for Midtown's own account for investment and not with a view for distribution or resale to others. Midtown agrees that it will not sell or otherwise transfer the Shares unless: (i) the Shares represented have been registered under the Act and applicable state securities laws or, in the opinion of counsel acceptable to OptimizeRx, an exemption from registration is available; and (ii) such transfer will not, in the opinion of counsel acceptable to OptimizeRx, cause OptimizeRx to violate any of the applicable federal and state securities laws and regulations.

(c). Midtown is an "Accredited Investor" as deemed in Rule 501 of Regulation D under the Act.

(d) Midtown has such knowledge and experience in financial and business matters in general and in particular with respect to this type of investment that Midtown is capable of evaluating the merits and risks of an investment in OptimizeRx.

(e) Midtown represents that it has adequate means of providing for its current needs and possible future financial contingencies and that Midtown has no need for liquidity in the Shares.

(f) Midtown recognizes, understands and has evaluated all of the disclosures and risk factors related to OptimizeRx and the Shares as disclosed in OptimizeRx's periodic reports filed with the U.S. Securities and Exchange Commission. Midtown is aware that this investment is speculative and involves a high degree of risk and that there is no assurance as to the future performance of OptimizeRx. Midtown has been given an opportunity to ask OptimizeRx questions related to OptimizeRx's financial condition and plans of operations. OPTIMIZERX HAS NOT MADE TO MIDTOWN, NOR IS HEREBY MAKING TO MIDTOWN, ANY REPRESENTATION OR WARRANTY RELATING TO ITS CURRENT OR FUTURE FINANCIAL CONDITION OR TO ANY OF ITS CURRENT OR FUTURE PLANS OF OPERATIONS.

(g) Midtown hereby acknowledges that it has discussed with its professional, legal, tax and financial advisors the suitability of an investment in OptimizeRx for Midtown's particular tax and financial situation.

IN WITNESS WHEREOF, the Parties have signed this Settlement Agreement effective the date first written above.

Date: June 30, 2011

OPTIMIZERX CORPORATION
By: David Lester
Its: CEO

Date: June 30, 2011

MIDTOWN PARTNERS & CO., LLC.
By: /s/ John R. Clarke
Its: John R. Clarke/CEO

EXHIBIT A

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MICHIGAN SOUTHERN DIVISION

OPTIMIZERX CORPORATION,

Plaintiff,

v.

MIDTOWN PARTNERS & CO., LLC,

Defendant.

Case No. 2:10-cv-13678
Hon. Lawrence P. Zatkoff

HOWARD & HOWARD ATTORNEYS PLLC
By: Stephen P. Dunn (P68711)
Stephanie N. Olsen (P67072) 450 West Fourth Street
Royal Oak, MI 48067
(248) 723-0424
sdunn@howardandhoward.com
Attorneys for OptimizeRx

BUTZEL LONG, P.C.
By: George B. Donnini (P66793)
Danielle J. Hessell (P68667)
150 West Jefferson Avenue, Suite 100
Detroit, Michigan 48226
(313) 225-7042
donnini@butzel.com
Attorneys for Midtown

STIPULATED ORDER OF DISMISSAL WITH PREJUDICE

Upon stipulation of Plaintiff and Defendant, all claims raised or which could have been raised in the Complaint and any potential counterclaims, are dismissed with prejudice, and without costs to either party.

IT IS SO ORDERED.

Lawrence P. Zatkoff,
United States District Judge

STIPULATED AS TO FORM AND CONTENT:

Stephen P. Dunn (P68711)
Attorney for OptimizeRx

George B. Donnini (P66793)
Attorney for Midtown

CERTIFICATIONS

I, David Lester, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2011 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 17, 2011

/s/David Lester

By: David Lester

Title: Chief Executive Officer

CERTIFICATIONS

I, David Lester, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2011 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 17, 2011

/s/David Lester

By: David Lester

Title: Chief Financial Officer

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, 2011 filed with the Securities and Exchange Commission (the "Report"), I, David Lester, Chief Executive 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.

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

By: /s/ David Lester
Name: David Lester
Title: Principal Executive Officer,
Principal Financial Officer and Director
Date: August 17, 2011
