

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): June 7, 2023

OptimizeRx Corporation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38543

(Commission File Number)

26-1265381

(IRS Employer
Identification No.)

400 Water Street, Suite 200, Rochester, MI

(Address of principal executive offices)

48307

(Zip Code)

Registrant's telephone number, including area code: **248-651-6568**

Not Applicable

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	OPRX	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company’s 2023 Annual Meeting of Stockholders (“Annual Meeting”) was held on June 7, 2023. During the Annual Meeting, stockholders were asked to consider and vote upon three proposals: (1) to elect six directors, each to serve for a term that expires at the next annual meeting of stockholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal; (2) to approve, on an advisory basis, the compensation of the Company’s named executive officers (the “say on pay proposal”); and (3) to ratify UHY LLP as the Company’s independent registered public accounting firm for the 2023 fiscal year.

On the record date of April 12, 2023, there were 17,120,543 shares of the Company’s common stock issued and outstanding and entitled to vote at the Annual Meeting. For each proposal, the results of the stockholder voting were as follows:

1. The following nominees were each elected to serve as director for a term that expires at the next annual meeting of stockholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal based upon the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
William J. Febbo	10,694,810	1,159,446	1,771,637
Gus D. Halas	6,715,997	5,138,259	1,771,637
Lynn O’Connor Vos	7,402,326	4,451,930	1,771,637
James Lang	7,097,971	4,756,285	1,771,637
Patrick Spangler	8,072,200	3,782,056	1,771,637
Gregory D. Wasson	8,073,940	3,780,316	1,771,637

2. The say on pay proposal was not approved based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
4,722,546	6,738,014	393,696	1,771,637

Although this vote is advisory, the Board takes the results of this vote seriously. The Board and its Compensation Committee are committed to the continuous evaluation of our compensation programs and to considering appropriate adjustments to those programs in order to reflect input from stockholders.

3. UHY LLP was ratified as the Company’s independent registered public accounting firm for the 2023 fiscal year based upon the following votes:

Votes in Favor	Votes Against	Abstain
13,611,868	12,645	1,380

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OPTIMIZERX CORPORATION

Date: June 7, 2023

By: /s/ Marion Odence-Ford

Name: Marion Odence-Ford

Title: General Counsel