SEC Form 3

FORM 3

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* 2. Date of Event Requiring Stater (Month/Day/Yea 0/2/22/2016				ement	3. Issuer Name and Ticker or Trading Symbol <u>OptimizeRx Corp</u> [OPRX]						
	(First) (Middle) /ATER STREET, SUITE 200				4. Relationship of Reporting Person (Check all applicable) Director		on(s) to Issuer 10% Owner	(N	5. If Amendment, Date of Original Filed (Month/Day/Year)		
					X	Officer (give title below)	Other (spec below)		. Individual or Joint pplicable Line)	/Group Filing (Check	
(Street) ROCHESTER,	MI	48307				Chief Executive	Officer			y One Reporting Person y More than One erson	
(City)	(State)	(Zip)									
Table I - Non-Derivative Securities Beneficially Owned											
1. Title of Security (Instr. 4)						int of Securities ially Owned (Instr. 4)			4. Nature of Indirect Beneficial Ownership (Instr. 5)		
Common Stock						9,433	D				
Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)											
1. Title of Derivative Security (Instr. 4)			2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securitie Underlying Derivative Security			4. Conversi or Exerci	ise Form:	6. Nature of Indirect Beneficial Ownership (Instr. 5)	
			Date Exercisable	Expiration Date	Title		Amount or Number of Shares	Price of Derivativ Security	e Direct (D) or Indirect (I) (Instr. 5)		
Option			02/22/2017 ⁽¹⁾	02/28/2021		Common Stock	1,500,000	1.07	D		
Explanation of Res	sponses:									,	

1. The option vests in 20% increments annually on each of the first, Second, third, fourth and fifth anniversaries of February 22, 2016.

<u>/s/ William Febbo</u>

02/24/2016 Date

** Signature of Reporting Person

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

* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

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

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

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