

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): May 2, 2018

OptimizeRx Corporation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction  
of incorporation)

000-53605

(Commission File Number)

26-1265381

(I.R.S. 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

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 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))

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.

## SECTION 2 – FINANCIAL INFORMATION

### Item 2.02 Results of Operations and Financial Condition.

On May 2, 2018, we issued a press release announcing the results of operations for the quarter ended March 31, 2018. The press release is furnished with this Current Report on Form 8-K as Exhibit 99.1.

The information furnished under this Item 2.02 and Item 9.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended, regardless of any general incorporation by reference language in such filing, except as shall be expressly set forth by specific reference in any such filing.

## SECTION 8 – Other Events

### Item 8.01 Other Events

On May 2, 2018, we issued a press release about our \$9 million private offering. The press release is furnished with this Current Report on Form 8-K as Exhibit 99.2.

The information furnished under this Item 8.01 and Item 9.01 of this Current Report on Form 8-K, including Exhibit 99.1, shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference in any registration statement or other filing under the Securities Act of 1933, as amended, regardless of any general incorporation by reference language in such filing, except as shall be expressly set forth by specific reference in any such filing.

## SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

### Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press release, dated May 2, 2018</a>
99.2	<a href="#">Press release, dated May 2, 2018</a>

**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**

/s/ Douglas Baker

Douglas Baker  
Chief Financial Officer

Date: May 3, 2018



## OptimizeRx Reports First Quarter 2018 Results; Q1 Net Revenue Up 91% to Record \$4.1 Million

ROCHESTER, Mich., May 2, 2018 — OptimizeRx Corp. (OTCQB: OPRX), the nation's leading provider of digital health messaging for the pharmaceutical industry, reported results for the first quarter ended March 31, 2018. Quarterly comparisons are to the same year-ago quarter.

### Q1 2018 Highlights

- Net revenue increased 91% to a record \$4.1 million.
- Gross margin improved from 35.8% to 51.2%.
- Operating expense as a percentage of net revenue reduced from 77% to 56%.
- Acquired new pharmaceutical manufacturer brands for OptimizeRx's core offerings of financial and brand messaging that are distributed through the company's expanding network of EHR channel partners.
- Appointed two new independent directors, Patrick Spangler and Bryan Archambault, and established an audit committee to continue to improve corporate governance.

### Q1 2018 Financial Summary

Net revenue in the first quarter of 2018 increased 91% to a record \$4.1 million from \$2.2 million in the same year-ago quarter. The increase was primarily due to revenue from OptimizeRx's two core products of financial and brand messaging coupled with broader distribution with the company's new channel partners. The launch of new pharmaceutical brands also contributed to the increase.

Gross margin improved to 51.2% in the first quarter of 2018 from 35.8% in the year-ago quarter. The improvement was due primarily to brand messaging products costs which decreased as a percentage of sales throughout 2017 as brand messaging volume increased. The company is focused on improving margins, targeting gross margin of at least 55% by the fourth quarter of 2018.

Operating expenses in the first quarter of 2018 were \$2.3 million, up from \$1.7 million in the same year-ago quarter. The increase was primarily due to additional expenses related to growth initiatives, including in the company's executive and sales team. However, operating expense as a percentage of revenue decreased to 56% as compared to 77% in the same year-ago quarter.

Net loss for the first quarter of 2018 was \$189,000 or \$(0.01) per share, as compared to a net loss of \$883,000 or \$(0.03) per share in the first quarter of 2017. The improvement in net loss was primarily due to the increase in revenue and decrease in operating expense as a percentage of revenue.

Cash and cash equivalents totaled \$4.3 million at March 31, 2018, as compared to \$5.1 million at December 31, 2017. The decrease in cash was due to use of cash in operating activities, primarily a reduction in revenue share payable resulting from a change in payment terms with one of our partners. The company expects to have positive cashflow from operations in future quarters in 2018. The company continued to operate debt-free.

## Management Commentary

“In Q1, we achieved our sixth consecutive quarter of revenue growth as our topline increased 91%,” said William Febbo, CEO of OptimizeRx. “This strong performance was driven by growth across all of our messaging products as well a brand support. The sequential growth also means we bucked the typical seasonal downtick in Q1, which was largely due to exceptional execution by our sales team and account managers.

“The big jump in gross margin to 51.2% was primarily due to increased brand messaging revenues which has a large fixed-cost component, and we expect to maintain if not expand gross margin throughout the year.

“Q1 also demonstrated the substantial leverage in our operating model in how it supports greater market reach and revenue growth without lockstep increases in operating cost. This means, as we grow, we expect our operating expense as a percentage of revenue to continue to decrease as our cashflow from operations strengthens.

“Through to the end of the year, we expect our actual operating expenses to continue at the Q1 2018 level or perhaps only slightly above, as we further implement our business plan and expand our operations to grow the business in a very dynamic and active marketplace.

“This effort will be supported by our strengthened ability to acquire, integrate and expand into new EHR, eRx and other platforms. In fact, in Q1 we launched with two EHRs and signed for the first time a clinical decision support tool used in both ambulatory and hospital settings. As a result, we have more master service agreements now more than ever, and we anticipate revenue from these channels to accelerate in 2018.

“We’ve received the approval of our board for a reverse stock split in order to meet the minimum price requirement for NASDAQ. It will be a one-for-three, and we expect to uplist within the next couple of months. We believe a NASDAQ listing will help broaden our shareholder base by increasing our appeal to both retail and institutional investors. We also expect it to provide investors with greater liquidity and ultimately increase shareholder value.

“Driven by the launch of additional channels, brands and products, as well as the ongoing growth in our nationwide EHR network, we expect continued revenue growth in 2018. While we are focused on the top-line, we are also carefully managing our expenses. Together, we believe this will keep us on track to achieving profitability on quarterly basis by the end of the year.”

## Conference Call

OptimizeRx management will host the presentation, followed by a question and answer period.

Date: Wednesday, May 2, 2018

Time: 4:30 p.m. Eastern time (1:30 p.m. Pacific time)

Toll-free dial-in number: 1-800-263-0877

International dial-in number: 1-323-794-2094

Conference ID: 4411468

Please call the conference telephone number five minutes prior to the start time. An operator will register your name and organization. If you have any difficulty connecting with the conference call, please contact CMA at 1-949-432-7566.

A replay of the call will be available after 7:30 p.m. Eastern time on the same day through May 23, 2018, as well as available for replay via the Investors section of the OptimizeRx website at [www.optimizerxcorp.com](http://www.optimizerxcorp.com).

Toll-free replay number: 1-844-512-2921

International replay number: 1-412-317-6671

Replay ID: 4411468

## About OptimizeRx

OptimizeRx® (OTCQB: OPRX) is the nation's leading provider of digital health messaging via electronic health records (EHRs), providing a direct channel for pharma companies to communicate with healthcare providers. The company's cloud-based solution supports patient adherence to medications by providing real-time access to financial assistance, education, and critical clinical information. The company's network is comprised of leading EHR platforms like Allscripts, Amazing Charts and Quest, and provides more than half of the ambulatory market access to these benefits within their workflow at the point of care. For more information, follow the company on Twitter, LinkedIn or visit [www.optimizerx.com](http://www.optimizerx.com).

## Important Cautions Regarding Forward Looking Statements

This press release contains forward-looking statements within the definition of Section 27A of the Securities Act of 1933, as amended and such section 21E of the Securities Act of 1934, amended. These forward-looking statements should not be used to make an investment decision. The words 'estimate,' 'possible' and 'seeking' and similar expressions identify forward-looking statements, which speak only as to the date the statement was made. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted, or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. The risks and uncertainties to which forward-looking statements are subject include, but are not limited to, the effect of government regulation, competition and other material risks.

**OPTIMIZERx CORPORATION**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
**AS OF MARCH 31, 2018 AND DECEMBER 31, 2017**

	March 31, 2018 (Unaudited)	December 31, 2017
<b>ASSETS</b>		
Current Assets		
Cash and cash equivalents	\$ 4,298,619	\$ 5,122,573
Accounts receivable	1,871,255	2,257,276
Accounts receivable – related party	1,974,143	1,173,614
Prepaid expenses	191,413	255,428
<b>Total Current Assets</b>	<b>8,335,430</b>	<b>8,808,891</b>
Property and equipment, net	157,608	167,305
Other Assets		
Patent rights, net	621,793	638,766
Web development costs, net	152,493	143,730
Security deposit	5,049	5,049
<b>Total Other Assets</b>	<b>779,335</b>	<b>787,545</b>
<b>TOTAL ASSETS</b>	<b>\$ 9,272,373</b>	<b>\$ 9,763,741</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Current Liabilities		
Accounts payable – trade	\$ 133,870	\$ 457,289
Accrued expenses	549,656	953,947
Revenue share payable	898,478	1,177,136
Revenue share payable – related party	-	447,670
Deferred revenue	856,914	507,160
<b>Total Liabilities</b>	<b>2,438,918</b>	<b>3,543,202</b>
Stockholders' Equity		
Preferred stock, \$0.001 par value, 10,000,000 shares authorized, no issued and outstanding at March 31, 2018 or December 31, 2017	-	-
Common stock, \$0.001 par value, 500,000,000 shares authorized, 29,636,831 and 29,318,081 shares issued and outstanding at March 31, 2018 and December 31, 2017, respectively	29,637	29,318
Stock warrants	1,286,424	1,286,424
Additional paid-in-capital	36,211,722	35,267,919
Accumulated deficit	(30,694,328)	(30,363,122)
<b>Total Stockholders' Equity</b>	<b>6,833,455</b>	<b>6,220,539</b>
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$ 9,272,373</b>	<b>\$ 9,763,741</b>

**OPTIMIZER<sub>x</sub> CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS (UNAUDITED)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017**

	For the Three Months Ended March 31,	
	2018	2017
NET REVENUE		
Revenue	\$ 2,781,621	\$ 1,400,318
Revenue – Related Party	1,330,616	751,755
TOTAL NET REVENUE	4,112,237	2,152,073
REVENUE SHARE EXPENSE	2,008,092	1,381,733
GROSS MARGIN	2,104,145	770,340
OPERATING EXPENSES	2,295,341	1,660,778
LOSS FROM OPERATIONS	(191,196)	(890,438)
OTHER INCOME (EXPENSE)		
Interest Income	2,017	7,756
Interest Expense	-	-
TOTAL OTHER INCOME (EXPENSE)	2,017	7,756
LOSS BEFORE PROVISION FOR INCOME TAXES	(189,179)	(882,682)
PROVISION FOR INCOME TAXES	-	-
NET LOSS	\$ (189,179)	\$ (882,682)
WEIGHTED AVERAGE SHARES OUTSTANDING		
BASIC AND DILUTED	29,358,081	29,718,867
NET LOSS PER SHARE		
BASIC AND DILUTED	\$ (0.01)	\$ (0.03)



**OPTIMIZER<sub>x</sub> CORPORATION**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (UNAUDITED)**  
**FOR THE THREE MONTHS ENDED MARCH 31, 2018 AND 2017**

	For the Three Months Ended March 31,	
	2018	2017
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>		
Net loss for the period	\$ (189,179)	\$ (882,682)
Adjustments to reconcile net loss to net cash provided by (used in) operating activities:		
Depreciation and amortization	54,473	70,973
Stock and options issued for services	497,122	129,444
Changes in:		
Accounts receivable	(414,508)	253,074
Prepaid expenses	64,015	(67,761)
Accounts payable	(323,419)	161,228
Revenue share payable	(279,328)	(673,730)
Accrued expenses	(404,291)	(230,975)
Deferred revenue	207,727	943,193
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(787,388)</b>	<b>(297,236)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>		
Equipment	(3,803)	(16,146)
Development costs	(32,763)	
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<b>(36,566)</b>	<b>(16,146)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>		
<b>NET CASH USED IN FINANCING ACTIVITIES</b>		
<b>NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS</b>	(823,954)	(313,382)
<b>CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD</b>	5,122,573	7,034,647
<b>CASH AND CASH EQUIVALENTS - END OF PERIOD</b>	<b>\$ 4,298,619</b>	<b>\$ 6,721,265</b>
<b>SUPPLEMENTAL CASH FLOW INFORMATION:</b>		
Cash paid for interest	\$ -	\$ -
Cash paid for income taxes	\$ -	\$ -
Non-cash issuance of shares to WPP	\$ 447,000	\$ -

**OptimizeRx Contact:**

Doug Baker, CFO  
Tel (248) 651-6568 x807  
dbaker@optimizerx.com

**OptimizeRx Investor Relations:**

Ron Both, CMA  
Tel (949) 432-7557  
Email contact



## OptimizeRx Announces \$9 Million Private Placement

**ROCHESTER, Mich., (May 2, 2018)** — OptimizeRx Corp. (OTCQB: OPRX), the nation’s leading provider of digital health messaging for the pharmaceutical industry, has entered into a definitive agreement with two institutional investors and a large family office for a private offering of common stock.

OptimizeRx will issue 5 million shares of its common stock to the investors at \$1.80 per share, resulting in aggregate gross proceeds of \$9 million to the company. The company intends to use the proceeds for general corporate purposes.

“Our record Q1 results demonstrate the strong momentum in our business, including growth in pharma brands, channel partners, and healthcare providers on the OptimizeRx network,” said OptimizeRx CEO, William Febbo. “We expect to use some of the proceeds from this capital raise to fund additional sales and channel investments in our core ambulatory market, where we continue to demonstrate high ROI for our pharma clients’ marketing spend. It will also support our further expansion into the hospital channel, which represents a significant growth opportunity.”

Lake Street Capital Markets is acting as the sole placement agent, with B. Riley FBR acting as an advisor to the transaction.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

### About OptimizeRx

OptimizeRx® (OTCQB: OPRX) is the nation’s leading provider of digital health messaging via electronic health records (EHRs), providing a direct channel for pharma companies to communicate with healthcare providers. The company’s cloud-based solution supports patient adherence to medications by providing real-time access to financial assistance, education, and critical clinical information. The company’s network is comprised of leading EHR platforms like Allscripts, Amazing Charts and Quest, and provides more than half of the ambulatory market access to these benefits within their workflow at the point of care. For more information, follow the company on Twitter, LinkedIn or visit [www.optimizeRx.com](http://www.optimizeRx.com).

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[oprX@cma.team](mailto:oprX@cma.team)