SEC Form 4	
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Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 <sup>*</sup> <u>KLEMA CATHY</u>			2. Issuer Name <b>and</b> Ticker or Trading Symbol <u>OptimizeRx Corp</u> [ OPRX ]		tionship of Reporting Pe all applicable) Director	erson(s) to Issuer 10% Owner				
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/07/2024		Officer (give title below)	Other (specify below)				
C/O OPTIMIZERX CORPORATION 260 CHARLES STREET, SUITE 302			4. If Amendment, Date of Original Filed (Month/Day/Year)	<ul> <li>4. If Amendment, Date of Original Filed (Month/Day/Year)</li> <li>6. Individual or Joint/Group Filing (Line)</li> <li>Form filed by One Reportion</li> <li>Form filed by More than C</li> </ul>						
(Street) WALTHAM	MA	02459			Person	an One Reporting				
			Rule 10b5-1(c) Transaction Indication							
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intender satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.							
		Table I - Non-De	erivative Securities Acquired. Disposed of, or Bene	ficially	Owned					

	Table 1- Non-Derivative Occurrices Acquired, Disposed of, or Derivitiding Owned													
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (	Ansaction bde (Instr. 2) 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Securities	Form: Direct	7. Nature of Indirect Beneficial Ownership					
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(Instr. 4)				
Common Stock	06/07/2024		Α		6,643(1)	A	\$ <mark>0</mark>	6,643	D					

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(* 57)**	,,	,			,			
f /e	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3. 4)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Inset: 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

Code     V     (A)     (D)     Date Exercisable     Expiration Date     Title     Amount or Number of Shares					(Insti and §					(Instr. 4)	
			Code	v	(A)	(D)		Title	or Number of		

Explanation of Responses:

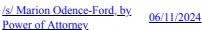
1. Grant of restricted stock units representing a contingent right to receive shares of OptimizeRx common stock. The restricted stock units will vest in full on the earlier of the first anniversary of the date of grant or the date of the Company's next annual meeting of shareholders.

## Remarks:

1. Title of

Derivative Security (Instr. 3)

The filing of this Statement shall not be construed as an admission (a) that the person filing this Statement is, for the purposes of Section 16 of the Securities Exchange Act of 1934, as amended, the beneficial owner of any equity securities covered by this Statement, or (b) that this Statement is legally required to be filed by such person.



\*\* Signature of Reporting Person Date

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

 $^{\ast}$  If the form is filed by more than one reporting person, see Instruction 4 (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.