

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): September 6, 2019

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.

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

Title of each class	Trading symbol	Name of each exchange on which registered
Common Stock	OPRX	Nasdaq Capital Market

SECTION 8 – Other Events

Item 8.01 Other Events

On September 5, 2019, we issued a press release announcing our plans to acquire RMDY Health, a multipurpose digital therapeutics SaaS platform. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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

SECTION 9 – Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

99.1 [Press release, dated September 5, 2019](#)

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 September 6, 2019



OptimizeRx to Acquire Digital Therapeutics SaaS Platform Provider, RMDY Health

Acquisition to Enhance OptimizeRx Existing Digital Platform with Technology Solutions Tailored for Digital Therapeutics; Extends Offerings to SaaS-based Patient Engagement Markets

ROCHESTER, Mich., (September 5, 2019) — OptimizeRx Corp. (NASDAQ: OPRX) to acquire RMDY Health, a multipurpose digital therapeutics SaaS platform, for \$16 million in cash and equity. The RMDY Health platform is used by pharma, payers, MedTech companies and medical associations nationwide. The acquisition adds three new client segments to OptimizeRx's existing patient engagement platform – payers, medtech and medical associations – further simplifying chronic disease management and drug adherence for healthier results at lower costs.

OptimizeRx is a recognized leader in bridging the communication gap between pharma and providers with its digital health messaging platform delivered through its nationwide network of leading electronic health record (EHR) and ePrescribing providers. The addition of RMDY Health expands the reach of this network by using patient apps and web access as an additional channel for digital health messaging.

This strategic acquisition is the second for OptimizeRx over the past year focused on enhancing patient engagement. It further diversifies the company's recurring revenue stream and scales its solution set to better address larger opportunities in digital health.

"We welcome the RMDY team and their powerful SaaS platform to support our mission of improving medication adherence and care coordination," said William Febbo, CEO of OptimizeRx. "This acquisition is especially timely, given how stakeholders are increasingly shifting their budgets to digital delivery as the preferred method of communicating to physicians and patients."

"By adding RMDY Health's complementary capabilities to our platform," continued Febbo, "we not only extend our ability to engage doctors and patients for our pharmaceutical clients, we introduce important client segments to our solution suite. We can now further bridge the critical communication gaps between pharma, healthcare providers, payers, medical associations and patients."

Digital therapeutics (DTx) consists of delivering rich patient programs with treatment and affordability information, lifestyle and condition trackers, Internet device connectivity, forms and surveys, with this all supported by a wide range of communication capabilities delivered via chat, bots, audio and telehealth. RMDY Health enables this functionality for its customers, with its DTx solutions delivering a variety of intervention mechanisms that help treat chronic conditions, such as diabetes and heart disease.

According to Grand View Research, the global market for digital therapeutics is growing at a compounded annual growth rate of 21% and is expected to hit \$9.4 billion by 2025.

“DTx programs are widely considered highly effective, yet such solutions usually require expensive and complex implementations,” noted RMDY Health CEO and co-founder, Dr. Amir Kishon. “RMDY was built to help eliminate this cost and complexity. Our technology platform makes it possible for any health stakeholder to rapidly and effortlessly digitize their programs and connect directly with patients, which is increasingly becoming the standard delivery format.

“The combination of OptimizeRx and RMDY provides the market with a flexible SaaS platform that enables a wider range of stakeholders to more easily and rapidly launch a variety of digital care management and patient engagement programs.”

Added Febbo: “We see a great cultural fit with Amir and his team, given our mutual mission to transform communication across the provider-pharma-patient-payer care continuum. They bolster our presence within digital therapeutics, provide additional opportunities for recurring revenue growth, extend our reach within existing clients and add additional client segments, as well as enhance our digital platform to facilitate more scale. We expect this acquisition to be accretive within the first 18 months and believe we have aligned to have a highly incentivized team pushing for growth.”

In consideration for 100% of RMDY Health, its shareholders will receive \$8 million in cash and \$8 million in equity when the transactions closes, which is estimated to be within the next 30 days subject to certain closing conditions. RMDY Health’s estimated annual revenue for 2019 is \$3 million. Only revenue from the closing date through the end of the year will be included in OptimizeRx’s annual consolidated financial statements.

RMDY will maintain its technology team in Tel Aviv, Israel and U.S. based personnel and use the OptimizeRx New Jersey headquarters. OptimizeRx is being advised by Excel Partners on the transaction and RMDY Health is being advised by Reade Street Advisors on the transaction.

Additional details about the acquisition will be available in a Form 8-K to be filed by OptimizeRx with the U.S. Securities and Exchange Commission, and accessible at investors.optimizerx.com.

About RMDY Health

RMDY Health is a leading provider of collaborative digital therapeutics SaaS solutions for the healthcare industry. Its SaaS platform offers a complete digital framework to help life science and healthcare stakeholders rapidly and effortlessly design and launch their own white-label collaborative digital care and patient support programs. The company's web and mobile platform supports a wide range of digital therapeutic initiatives, with a focus on care management, chronic disease management, pharma patient support programs, research and wellness. For more information about RMDY Health, go to www.rmdy.health.

About OptimizeRx

OptimizeRx® (NASDAQ: OPRX), a digital health company, connects pharmaceutical companies to patients and providers, offering greater affordability, adherence and brand awareness at the point-of-care. As the nation's largest point-of-prescribe promotional platform for the pharmaceutical industry, OptimizeRx provides a direct channel for pharma companies to communicate with healthcare providers right within their workflow and also directly to patients.

The cloud-based solution supports patient adherence to medications and better healthcare outcomes with real-time access to financial assistance, prior authorization, education and critical clinical information. OptimizeRx provides more than half of the ambulatory patient market with access to these benefits through leading EHR platforms like Allscripts, Amazing Charts and Quest, and directly via its mobile communications platform.

For more information, follow the company on Twitter, LinkedIn or visit 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 as in section 21E of the Securities Act of 1934, as 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.

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