

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 8, 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 8 – Other Events

Item 8.01 Other Events

On May 8, 2018, we issued a press release to announce that we closed a private placement of common stock with two institutional investors, including The Special Situations Funds, and a large family office, resulting in gross proceeds of \$9.0 million. 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 May 8, 2018](#)

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 8, 2018



OptimizeRx Completes \$9 Million Private Placement

ROCHESTER, Mich., (May 8, 2018) — OptimizeRx Corp. (OTCQB: OPRX), the nation's leading provider of digital health messaging for the pharmaceutical industry, has closed its private placement of common stock with two institutional investors, including The Special Situations Funds, and a large family office, resulting in gross proceeds of \$9.0 million. The company intends to use the proceeds for general corporate purposes.

"We plan 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," said OptimizeRx CEO, William Febbo. "It will also support our further expansion into the hospital channel, which represents a significant growth opportunity."

OptimizeRx recently announced record first quarter of 2018 results that demonstrated strong momentum in the company's business, including growth in pharma brands, channel partners, and healthcare providers on the OptimizeRx network.

Lake Street Capital Markets acted as the sole placement agent, and B. Riley FBR and ROTH Capital Partners acted as advisors 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.

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 Contact:

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

Investor Relations Contact:

Ron Both, CMA
Tel (949) 432-7557
oprX@cma.team