

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-K

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2009**

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT

For the transition period from _____ to _____

Commission file number: **000-53605**

OptimizeRx Cororation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction of incorporation or organization)

26-1265381

(I.R.S. Employer Identification No.)

407 6th Street

Rochester, MI

(Address of principal executive offices)

48307

(Zip Code)

Registrant's telephone number: **248-651-6568**

Securities registered under Section 12(b) of the Exchange Act:

Title of each class

none

Name of each exchange on which registered

not applicable

Securities registered under Section 12(g) of the Exchange Act:

Title of each class

Common Stock, par value of \$0.001

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. **Yes [] No [X]**

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. **Yes [] No [X]**

Indicate by checkmark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceeding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. **Yes [X] No []**

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceeding 12 months (or for such shorter period that the registrant was required to submit and post such files). **Yes [] No []**

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 232.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. **Yes [] No [X]**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer [] Accelerated filer [] Non-accelerated filer [] Smaller reporting company [X]

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). **Yes [] No [X]**

State the aggregate market value of the voting and non-voting common equity held by non-affiliates computed by reference to the price at which the common equity was last sold, or the average bid and asked price of such common equity, as of the last business day of the registrant's most recently completed second fiscal quarter. **\$2,756,014**

Indicate the number of shares outstanding of each of the registrant's classes of common stock, as of the latest practicable date. **12,826,117 as of March 31, 2009.**

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PART I

Item 1. Business

Company Overview

We conduct all of our operations through our wholly-owned subsidiary, OptimizeRx Michigan. We are a development-stage company that has developed a direct to consumer website, www.optimizeRx.com (our “Site”), to help medical patients better afford and manage their rising healthcare costs. In addition, we provide unique advertising programs to the pharmaceutical and healthcare industries.

We recognize that patients have increasing influence in their healthcare decisions, particularly in their medications: what to buy, where to buy, and how to buy. However, there is very little information available to consumers regarding how to access available savings and support programs. We developed our Site to enable consumers to meet their prescribed pharmacological therapies in the most cost-effective manner possible. Our Site is a portal that identifies programs and savings that are available to consumers, based upon their needs. By creating a portal by which consumers access savings on their pharmaceutical needs, we have also created a Site where pharmaceutical companies can reach consumers with their advertising and other programs.

Principal Products and Applications

- o OPTIMIZERx.com – Our Site is a portal to healthcare savings for patients to centrally review and participate in prescription and healthcare savings and support programs. We strive to provide all the information and guidance that patients undergoing long-term pharmaceutical treatments may require. Patients can search by their medication or their condition in order to access educational information regarding their condition, information regarding their medication, coupons for instant savings when they purchase their medications, information on free drug trials, and guidance to any other savings programs available to them.

By providing information as well as significant savings opportunities to users of our Site, we hope to become the default medical website for both patients and the pharmaceutical industry. We feel that the aging of the baby boom generation, combined with the preponderance of internet usage to access information and savings in all areas, has created a large potential market for our Site. The Site is also the launching point for our other products, OFFERx and ADHERxE.

- o OFFERx – We have entered into an exclusive relationship with Cegedim Dendrite’s OPUS Health division (“OPUS”). OPUS specializes in developing pharmaceutical sales and marketing programs, having pioneered the use of pharmacy loyalty cards. They also have the largest pharmacy network in the industry, having contracted with over 61,000 pharmacies. Through our relationship with OPUS, we gain access to and have the opportunity to offer programs for the pharmacies in OPUS’s network. OPUS, in turn, manages the loyalty cards generated through the program, building their patient database as well.

Our turn-key online platform, OFFERx, allows manufacturers to create, promote, and fulfill new medication offering programs directly in all of the pharmacies that participate in our system, which now includes the over 61,000 pharmacies in OPUS’s network. Through our simple online interface, pharmaceutical manufacturers can offer coupons, discounts, and free trials directly to patients on our Site. This gives a significant level of control to manufacturers regarding the timing and level of their discounts. It also allows unprecedented flexibility in responding to market conditions as manufacturers will no longer need to allow for the long lead times necessary to prepare, print, and distribute the materials traditionally required for such programs.

- o ADHERxE – We previously entered into an exclusive relationship with S&H Digital (“S&H”), the Interactive division of Suddler and Hennessey of WPP healthcare communications agency. Subsequent to the reporting period, we have terminated the agreement with S&H for non-performance. Instead of using S&P services for creating the content and managing ADHERxE, we have built out a reporting scheme (through the SampleMD technology).

ADHERxE is our turn-key online platform that allows manufacturers to engage and monitor patients each month in exchange for activation of their monthly co-pay coupons. Pharmaceutical companies that wish to monitor the usage and effectiveness of their products through online surveys are able to provide incentives for patients to participate in the surveys by providing discounts through online coupons available on our Site. Patients complete an initial survey to determine their treatment status. Each month, when patients respond to reminder emails and complete the manufacturer’s ongoing survey, they receive a coupon for discounts on their medications copays. This helps patients afford their medications and provides a way for pharmaceutical companies to track patient usage and results of treatment programs.

- o SampleMD - Today, almost 2/3 of doctors’ offices ban or limit drug representative and samples. Although samples are still valuable, many healthcare systems and doctors are looking for an easier, more effective way to increase affordable access and adherence to their prescribed branded medications which lead us during the past year to develop our direct to physician solution called SampleMD.

SampleMD is a revolutionary downloadable virtual "Patient Support Center" that allows doctors and staff to access a universe of sample vouchers, co-pay coupons and the fulfillment and adjudication of claims directly from their desktops. Doctors and healthcare providers utilize the SampleMD application from their computer desktops or integrate it into their EMR and/or e-Prescribe systems to search, print or electronically dispense drug samples and co-pay coupons through a national network of pharmacies. SampleMD eliminates the need for physicians to manage and store physical drug samples by offering a more convenient and efficient way to allocate, administer and track samples and co-pay savings provided to their patients. Doctors can also review a branded drug's formulary status within the patients' insurance plan to determine at what level the product is paid/reimbursed. With an integrated automated communications capability, SampleMD will also provide on-going patient support and delivery of monthly co-pay savings to promote continued drug compliance for chronic conditions such as diabetes, heart disease and asthma.

Marketing and Sales

With our marketing partners, we intend to promote OPTIMIZERx and SampleMD primarily through the following:

- Internet Marketing
- Public Relations Campaigns
- Physician Offices
- Direct to Consumer Marketing
- Newspaper and Advertising
- Cable TV
- Pharmacy Partners
- Fortune 500 Employers- Benefits Departments
- Unions and Other Church and Civic organizations
- Physician Organizations and Associations
- Strategic Relationships

For distribution and sales purposes, we rely on internal and independent sales representatives. Additionally, we have entered into co-promotional agreements with both OPUS and S&H as detailed above.

Research and Development

All of our officers and directors are part of our continual research development team and monitor new technologies, trends, services, and partnerships that can help us provide additional services and increased value to the healthcare and pharmaceutical industries and to the patients we serve.

Additionally, for the development of SampleMD and enhancements to our technology, OPTIMIZERx has aligned with the Engineering and Information Technology department of Oakland University in Rochester Michigan. They bring highly skilled technology and application developers as well as a solid knowledge of the medical industry.

As mentioned prior, we are currently in the launch phase of SampleMD, our direct to physician solution aimed at simplifying the business processes of providing, administering, and distributing branded prescription medications to patients. Our continued efforts, complimenting SampleMD with OPTIMIZERx is to provide better affordability for better healthcare.

We seek to educate our team through an understanding of all market dynamics that have the potential to affect our business in both the short and long term. Our primary goal is to help patients better afford and access the medicines their doctors prescribe, as well as other healthcare products and services they need. Based on this goal, we continually seek better ways to meet this mission through the use of improved technology, user feedback, and working closely with the pharmaceutical industry. We are continually seeking new ways we can engage the pharmaceutical industry to provide new support programs to patients in need of their products.

Competition

We will compete in the highly competitive pharmaceutical and healthcare advertising industry that is dominated by large well-known companies with established names, solid market niches, wide arrays of product offerings and marketing networks. Our largest competitors include a variety of healthcare website publishers and networks who provide online advertising competition to OPTIMIZERx.com, including Quality Health, WebMD, McKesson, and Drugs.com.

- Quality Health – Quality Health hosts an interactive website that allows users to research information regarding medical conditions, medications, and treatments. Visitors to their website can also search for doctors or health centers in their area, both generally and specific to their condition.
- WebMD – WebMD provides in-depth reference material regarding medical conditions and medicines to users. Individuals can search for a diagnosis via symptoms or research details regarding their previously diagnosed medical conditions. Online support forums are also hosted for patients with particularly challenging conditions.
- McKesson – McKesson Corporation has been providing health care services in the United States for over 175 years. They act as a distributor for pharmaceutical companies to a network of pharmacies, and have developed online solutions for customers, third-party payors, and manufacturers. McKesson has significantly greater financial resources and brand recognition than we do.
- Drugs.com – Drugs.com provides free, accurate, and independent advice on more than 24,000 prescription drugs, over-the-counter medicines, and natural products. Their data sources include Micromedex™, Cerner Multum™, Wolters Kluwer™, and others. Users can search by condition or medication.

Companies who provide similar offer redemption services through a network of pharmacies, such as McKesson, could seek to disrupt our exclusive partnership with OPUS. However, each of our competitors could also be a partner in co-promotion of exclusive offer and adherence campaigns we create on behalf of the client through OFFERx and ADHERxE.

Our competitors who have not done so already may be able to enter into the field by developing a website to promote health care offers. However, most may be limited in their ability to create, promote and manage new and exclusive prescription trials or offers. Additionally, with ADHERxE and the ability to create multiple offers activated each month for returning patients who sign up, we believe that we are uniquely positioned with significant barriers to entry for potential competitors in this area.

Intellectual Property

All key aspects of our promotional and offer development platforms are pending patent review. However, business is not predicated on being awarded patent exclusiveness. Rather, patent protection represents a huge asset and further opportunity upon its receipt.

OPTIMIZERx is a licensed trademark.

Our intellectual property is developed significantly each month. Since inception, we have developed and launched OFFERx and ADHERxE, and we are further integrating these platforms to provide more robust offerings. OPTIMIZERx.com and OFFERx are patent pending.

The following table summarizes the status of our patents and patent applications as of the date hereof:

App Number/ Filing Date	Brief Summary (Products Covered)	Status
S.N. 11/528,292 September 27, 2006	System for providing patient savings and promoting health care product sales	Patent application pending.
S.N. 61/277,161 September 21,2009	VIRTUAL SAMPLE CABINET SYSTEM AND METHOD FOR PRESCRIPTION DRUG MARKETING	Patent application pending

Government Regulation

Fraud and Abuse Laws

Anti-Kickback Statutes

The federal healthcare program Anti-Kickback Statute prohibits persons from knowingly and willfully soliciting, offering, receiving or providing remuneration, directly or indirectly, in exchange for or to induce either the referral of an individual for, or the furnishing, arranging for or recommending a good or service for which payment may be made in whole or part under a federal healthcare program such as Medicare or Medicaid. The definition of remuneration has been broadly interpreted to include anything of value, including for example gifts, discounts, the furnishing of supplies or equipment, credit arrangements, payments of cash and waivers of payments. Several courts have interpreted the statute's intent requirement to mean that if any one purpose of an arrangement involving remuneration is to induce referrals or otherwise generate business involving goods or services reimbursed in whole or in part under federal healthcare programs, the statute has been violated. The law contains a few statutory exceptions, including payments to bona fide employees, certain discounts and certain payments to group purchasing organizations. Violations can result in significant penalties, imprisonment and exclusion from Medicare, Medicaid and other federal healthcare programs. Exclusion of a manufacturer would preclude any federal healthcare program from paying for its products. In addition, kickback arrangements can provide the basis for an action under the Federal False Claims Act, which is discussed in more detail below. The Anti-Kickback Statute is broad and potentially prohibits many arrangements and practices that are lawful in businesses outside of the healthcare industry. Recognizing that the Anti-Kickback Statute is broad and may technically prohibit many innocuous or beneficial arrangements, the Office of Inspector General of Health and Human Services, or OIG, issued a series of regulations, known as the safe harbors, beginning in July 1991. These safe harbors set forth provisions that, if all the applicable requirements are met, will assure healthcare providers and other parties that they will not be prosecuted under the Anti-Kickback Statute. The failure of a transaction or arrangement to fit precisely within one or more safe harbors does not necessarily mean that it is illegal or that prosecution will be pursued. However, conduct and business arrangements that do not fully satisfy each applicable safe harbor may result in increased scrutiny by government enforcement authorities such as the OIG. Arrangements that implicate the Anti-Kickback Law, and that do not fall within a safe harbor, are analyzed by the OIG on a case-by-case basis. Government officials have focused recent enforcement efforts on, among other things, the sales and marketing activities of healthcare companies, and recently have brought cases against individuals or entities with personnel who allegedly offered unlawful inducements to potential or existing customers in an attempt to procure their business. Settlements of these cases by healthcare companies have involved significant fines and/or penalties and in some instances criminal pleas. In addition to the Federal Anti-Kickback Statute, many states have their own kickback laws. Often, these laws closely follow the language of the federal law, although they do not always have the same exceptions or safe harbors. In some states, these anti-kickback laws apply with respect to all payors, including commercial health insurance companies.

False Claims Laws

Federal false claims laws prohibit any person from knowingly presenting, or causing to be presented, a false claim for payment to the federal government or knowingly making, or causing to be made, a false statement to get a false claim paid. Manufacturers can be held liable under false claims laws, even if they do not submit claims to the government, if they are found to have caused submission of false claims. The Federal Civil False Claims Act also includes whistleblower provisions that allow private citizens to bring suit against an entity or individual on behalf of the United States and to recover a portion of any monetary recovery. Many of the recent highly publicized settlements in the healthcare industry related to sales and marketing practices have been cases brought under the False Claims Act. The majority of states also have statutes or regulations similar to the federal false claims laws, which apply to items and services reimbursed under Medicaid and other state programs, or, in several states, apply regardless of the payor. Sanctions under these federal and state laws may include civil monetary penalties, exclusion of a manufacturer's products from reimbursement under government programs, criminal fines and imprisonment.

Privacy and Security

The Health Insurance Portability and Accountability Act of 1996, or HIPAA, and the rules promulgated there under require certain entities, referred to as covered entities, to comply with established standards, including standards regarding the privacy and security of protected health information, or PHI. HIPAA further requires that covered entities enter into agreements meeting certain regulatory requirements with their business associates, as such term is defined by HIPAA, which, among other things, obligate the business associates to safeguard the covered entity's PHI against improper use and disclosure. While not directly regulated by HIPAA, our customers or distributors might face significant contractual liability pursuant to such an agreement if the business associate breaches the agreement or causes the covered entity to fail to comply with HIPAA. It is possible that HIPAA compliance could become a substantial regulatory burden and expense to our operations, although we do not believe that this will occur as a general website publisher.

Corporate History

Optimizer Systems, LLC was formed in the State of Michigan on January 31, 2006. It then became a corporation in the state of Michigan on October 22, 2007 and changed its name to OptimizeRx Corporation on October 22, 2007. On April 14, 2008, our company, known at the time as RFID Ltd., consummated entering into a share exchange agreement with the stockholders of OptimizeRx Corporation, pursuant to which the stockholders of OptimizeRx Corporation exchanged all of the issued and outstanding capital stock of OptimizeRx Corporation for 10,664,000 shares of common stock of RFID Ltd.. As of April 30, 2008, RFID's officers and directors resigned their positions and RFID changed its business to OptimizeRx's business. As a result, the historical discussion and financial statements included in this annual report are those of OptimizeRx Corporation. On April 15, 2008, RFID Ltd's corporate name was changed to OptimizeRx Corporation. On September 4, 2008, we then completed a migratory merger, thereby changing our state of incorporation from Colorado to Nevada, resulting in the current corporate structure in which we, OptimizeRx Corporation, a Nevada corporation is the parent corporation, and OptimizeRx Corporation, a Michigan Corporation is our wholly-owned subsidiary.

Employees

As of January 30, 2010, we had four full-time employees and one independent sales contractor who perform various services for us. We also engage consultants, independent sales representatives, investor relations, accounting and legal services. We also established a relationship with Oakland University for technical and programming resources.

Subsidiaries

We conduct our operations through our wholly-owned subsidiary, OptimizeRx Michigan.

Item 1A. Risk Factors

A smaller reporting company is not required to provide the information required by this Item.

Item 1B. Unresolved Staff Comments

None.

Item 2. Properties

Currently, we do not own any real estate. Our principal executive offices are located at 407 Sixth Street, Rochester, Michigan, 48307. We have entered into a six-month lease for this 2,000 square foot facility, with a cost of approximately \$2,500 per month. We believe that our properties are adequate for our current needs, but growth potential towards mid to end of 2010 may require larger facilities due to anticipated addition of personnel. We do not have any policies regarding investments in real estate, securities or other forms of property.

Item 3. Legal Proceedings

We are not a party to any pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 4. Submission of Matters to a Vote of Security Holders

No matters were submitted to a vote of our shareholders during the fourth quarter of our fiscal year ended December 31, 2009.

PART II**Item 5. Market for Registrant's Common Equity and Related Stockholder Matters and Issuer Purchases of Equity Securities****Market Information**

Since October 28, 2009, our common stock has been quoted on the OTC Bulletin Board, under the symbol "OPRX."

The following table sets forth the range of high and low bid quotations for our common stock for each of the periods indicated as reported by the OTC Bulletin Board. These quotations reflect inter-dealer prices, without retail mark-up, mark-down or commission and may not necessarily represent actual transactions.

Fiscal Year Ending December 31, 2009		
Quarter Ended	High \$	Low \$
December 31, 2009	2.20	0.10
September 30, 2009	3.00	0.20
June 30, 2009	4.00	1.05
March 31, 2009	4.25	0.40

Fiscal Year Ending December 31, 2008		
Quarter Ended	High \$	Low \$
December 31, 2008	4.30	1.56
September 30, 2008	4.20	3.90
June 30, 2008	15.00	3.90
March 31, 2008	7.00	4.00

On March 30, 2010, the last sales price per share of our common stock was \$1.90.

Penny Stock

The SEC has adopted rules that regulate broker-dealer practices in connection with transactions in penny stocks. Penny stocks are generally equity securities with a market price of less than \$5.00, other than securities registered on certain national securities exchanges or quoted on the NASDAQ system, provided that current price and volume information with respect to transactions in such securities is provided by the exchange or system. The penny stock rules require a broker-dealer, prior to a transaction in a penny stock, to deliver a standardized risk disclosure document prepared by the SEC, that: (a) contains a description of the nature and level of risk in the market for penny stocks in both public offerings and secondary trading; (b) contains a description of the broker's or dealer's duties to the customer and of the rights and remedies available to the customer with respect to a violation of such duties or other requirements of the securities laws; (c) contains a brief, clear, narrative description of a dealer market, including bid and ask prices for penny stocks and the significance of the spread between the bid and ask price; (d) contains a toll-free telephone number for inquiries on disciplinary actions; (e) defines significant terms in the disclosure document or in the conduct of trading in penny stocks; and (f) contains such other information and is in such form, including language, type size and format, as the SEC shall require by rule or regulation.

The broker-dealer also must provide, prior to effecting any transaction in a penny stock, the customer with (a) bid and offer quotations for the penny stock; (b) the compensation of the broker-dealer and its salesperson in the transaction; (c) the number of shares to which such bid and ask prices apply, or other comparable information relating to the depth and liquidity of the market for such stock; and (d) a monthly account statement showing the market value of each penny stock held in the customer's account.

In addition, the penny stock rules require that prior to a transaction in a penny stock not otherwise exempt from those rules, the broker-dealer must make a special written determination that the penny stock is a suitable investment for the purchaser and receive the purchaser's written acknowledgment of the receipt of a risk disclosure statement, a written agreement as to transactions involving penny stocks, and a signed and dated copy of a written suitability statement.

These disclosure requirements may have the effect of reducing the trading activity for our common stock. Therefore, stockholders may have difficulty selling our securities.

Holders of Our Common Stock

As of December 31, 2009, we had 12,826,117 shares of our common stock issued and outstanding, held by 332 shareholders of record, not including those held in street name.

Dividends

We currently intend to retain future earnings for the operation of our business. We have never declared or paid cash dividends on our common stock, and we do not anticipate paying any cash dividends in the foreseeable future.

In the event that a dividend is declared, common stockholders on the record date are entitled to share ratably in any dividends that may be declared from time to time on the common stock by our board of directors from funds legally available.

There are no restrictions in our articles of incorporation or bylaws that restrict us from declaring dividends. The Nevada Revised Statutes, however, do prohibit us from declaring dividends where, after giving effect to the distribution of the dividend:

1. We would not be able to pay our debts as they become due in the usual course of business; or
2. Our total assets would be less than the sum of our total liabilities, plus the amount that would be needed to satisfy the rights of shareholders who have preferential rights superior to those receiving the distribution.

During the year ended December 31, 2008, 35 preferred shares were issued for \$3,500,000. Issuance costs totaled \$515,000 resulting in net proceeds of \$2,985,000. The 35 shares are convertible to 3,500,000 shares of common stock and bear a 10% cumulative dividend. In addition, there was a warrant issued to purchase 6,000,000 shares of common stock at an exercise price of \$2 for a period of seven years.

The holders of the preferred stock are entitled to semi-annual dividends payable on the stated value of the Series A preferred stock at a rate of 10% per annum, which shall be cumulative, and accrue daily from the issuance date. The dividends may be paid in cash or shares of the Company's common stock at management's discretion. If after the conversion eligibility date, the market price for the common stock for any ten consecutive trading days in which the stock trades for over \$2 per share and trading exceeds 100,000 shares per day, the preferred shareholders can be required to convert their shares to common stock. Each share of Series A preferred stock shall also be convertible at the option of the holder into that number of shares of common stock of the Company at the stated value of such share at a \$1 conversion price.

The holder may cause this conversion at the time the shares are eligible for resale by the holder. The conversion price is subject to adjustment as hereinafter provided, at any time, or from time to time upon the terms and in the manner hereinafter set forth in the shareholder agreement. The shares are required to be redeemed on September 5, 2010. As of December 31, 2009, the cumulative dividend was \$547,774; however, it has not yet been declared.

Securities Authorized for Issuance under Equity Compensation Plans

On March 5, 2008, our Board of Directors adopted the 2008 Company Stock Option Plan. The purpose of this plan is to provide incentives to attract, retain and motivate eligible persons whose present and potential contributions are important to our success, by offering them an opportunity to participate in the our future performance through awards of options, the right to purchase common stock and stock bonuses. We reserved 1,490,000 shares of our Common Stock for awards to be made under the 2008 Plan. The 2008 Plan is administered by a committee of two or more members of the Board of Directors or, if no committee is appointed, then by the Board of Directors. The committee, or the Board of Directors if there is no committee, determines who is eligible to receive awards under the plan, grant awards and interpret the 2008 Plan.

We also have warrants outstanding to purchase 7,086,500 shares of our common stock as of December 31, 2009.

Equity Compensation Plans as of December 31, 2008

	A	B	C
Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and right	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by security holders	-	-	-
Equity compensation plans not approved by security holders	7,336,500	\$1.84	1,220,000
Total	7,336,500	\$1.84	1,220,000

Recent Sales of Unregistered Securities

We have 500,000,000 shares of \$.001 par value common stock authorized as of December 31, 2009. There were 12,262,958 common shares issued and outstanding at December 31, 2009.

We issued 284,000 shares of our common stock as compensation for services during the year ended December 31, 2009.

We issued \$265,908 shares of common stock upon the exercise of cashless warrants and \$100,000 shares of common stock for \$35,000 in cash.

We issued 300,000 stock warrants in connection with non-employee services. We also issued 750,000 options as part of employment agreements with various employees.

These issuances were deemed to be exempt under rule 506 of Regulation D and Section 4(2) of the Securities Act of 1933, as amended, since, among other things, the transactions did not involve a public offering, the investors were accredited investors and / or qualified institutional buyers, the investors had access to information about the Company and their investment, the investors took the securities for investment and not resale, and the Company took appropriate measures to restrict the transfer of the securities.

Item 6. Selected Financial Data

A smaller reporting company is not required to provide the information required by this Item.

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse affect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

We are a development-stage company located in Michigan. Since our formation, our initial concentration had been on developing our direct to consumer business strategy and obtaining financing. We planned to expand awareness, traffic and database to our patient savings portal OPTIMIZERx.com, as well as the launch of our offer development systems OFFERx™ and ADHERxE. The primary components of our direct to consumer business are :

- ☐ The online patient savings portal OPTIMIZERx.com and our network affiliates
- ☐ OFFERx to develop, promote and fulfill new offers from pharmaceutical and healthcare manufactures
- ☐ ADHERxE to allow manufacturers to re-engage their customers through the activation of new savings each month

We plan to generate revenues through: (i) advertising sales from our Site and affiliate network; (ii) its database; (iii) direct marketing and sponsorships and (iv) our platforms to create, promote and manage new savings offers for additional clients.

We have acquired over two million members to date. Upon this, management has been preparing and addressing all key issues to successfully serve and monetize the membership database, including: content, procurement of advertising sponsorships, technology and distribution. We originally planned to extend our reach and visibility through increased online, print and broadcast marketing to increase traffic and our database of qualified health care consumers. However, with our current membership base, along with the short period of time since acquiring the majority of our members and the sales cycle of attaining sponsorship and industry advertising programs to this new asset, we have minimally engaged in marketing to our database.

Management continues to believe the OPTIMIZERx database will be a very significant, on-going revenue stream over time. Currently we have a number of advertising proposals pending to major pharmaceutical companies and agencies, including Lilly, AstraZeneca, Publicis and Novartis, and are working with media and channel partners to continue to seek new ways to monetize

During the past year, the company had also begun to develop its Direct to Physician solution 'SampleMD. Today, almost 2/3 of doctors' offices ban or limit drug representative and samples. Although samples are still valuable, many healthcare systems and doctors are looking for an easier, more effective way to increase affordable access and adherence to their prescribed branded medications. Based on this we have built SampleMD, a solution targeting providing a new way to administer and distribute samples and co-pays direct from the physician and benefiting the patient consumer.

SampleMD was announced to the marketplace in October 2009 with great interest from the physician groups, IDN's and GPO's as well as the pharmaceutical manufacturers. With ease of use for the physicians, sample can again be prescribed to validate treatment of patients, and with greater reporting capabilities, the manufacturers now gain greater transparency to information relative to sample distribution and utilization.

SampleMD will be launched within its first physician groups in spring of 2010 with full roll out by summer / fall 2010.

Results of Operations for the Years Ended December 31, 2009 and 2008

Since inception until December 31, 2009, we have generated \$210,727 from advertising and use of our database. In the same period, we have incurred operating expenses in the amount of \$4,906,090 related to funding the development of the business plan, new products and platforms and raising capital.

Gross Revenues

Our total revenue reported for the year ended December 31, 2009 was \$26,723, a decrease from \$83,686 for the year ended December 31, 2008.

Operating Expenses

Operating expenses increased to \$2,673,782 for the year ended December 31, 2009 from \$1,591,738 for the year ended December 31, 2008. Our operating expenses for the year ended December 31, 2009 consisted mainly of advertising expenses of \$668,751, consulting fees of \$852,736, salaries and wages of \$524,500, website maintenance of \$143,014, legal and accounting fees of \$146,252, and travel expenses of \$60,671. Our operating expenses for the year ended December 31, 2008 consisted mainly of advertising expenses of \$380,497, stock based compensation expenses of \$333,004, consulting fees of \$322,625, salaries and wages of \$151,593, commission expenses of \$87,825, website maintenance of \$76,746, legal and accounting fees of \$58,934, and travel expenses of \$54,929.

Other Expenses

Other expenses decreased to \$1,908,630 for the year ended December 31, 2009 from \$2,740,801 for the year ended December 31, 2008. The decrease in other expenses for the year ended December 31, 2009 from the prior year is primarily attributable to a decrease in warrant based compensation. For the year ended December 31, 2009 we expensed \$1,939,257 in warrant based compensation, as opposed to \$2,745,280 in warrant based compensation for the year ended December 31, 2008.

Net Loss

Net loss for the year ended December 31, 2009 was \$4,555,689, compared to net loss of \$4,248,853 for the year ended December 31, 2008.

Liquidity and Capital Resources

As of December 31, 2009, we had total current assets of \$678,951 and total assets in the amount of \$890,142. Our total current liabilities as of December 31, 2009 were \$37,830. We had working capital of \$641,121 as of December 31, 2009.

Operating activities used \$1,769,562 in cash for the year ended December 31, 2009. Our net loss of \$4,555,689 was the primary component of our negative operating cash flow, offset mainly by \$1,939,257 in stock warrants issued for services and \$1,008,240 in stock options issued for compensation. Cash flows used by investing activities during the year ended December 31, 2009 was \$107,700 for web development costs. Cash flows provided by financing activities during the year ended December 31, 2009 amounted to \$31,000 and consisted of \$35,000 as proceeds from the conversion of stock warrants offset by \$4,000 in repayment of notes payable to related parties.

On Sept 8, 2008 we received gross proceeds of \$3,500,000 (net \$2,985,000) from VICIS Capital for preferred equity share sales which was used towards our working capital.

Our monthly use of funds is for general operations, product development, sales and marketing. Our operational overhead is generally minimized through our small staff and use of independent contractors.

Management feels that our current cash balance will allow us to meet the expenses required to continue the current level of operation to mid 2010, which does not include provision for financial support by revenue. Our expenses are expected to be roughly \$110,000 to 120,000 per month, so we will need an additional \$750,000 to \$1,000,000 to carry us to the end of 2010 without the assistance of revenues.

Based upon our current financial condition, we do not have sufficient cash to operate our business at the current level for the next twelve months. We intend to fund operations through increased sales and debt and/or equity financing arrangements, which may be insufficient to fund expenditures or other cash requirements. We plan to seek additional financing in a private equity offering to secure funding for operations. There can be no assurance that we will be successful in raising additional funding. If we are not able to secure additional funding, the implementation of our business plan will be impaired. There can be no assurance that such additional financing will be available to us on acceptable terms or at all.

Off Balance Sheet Arrangements

As of December 31, 2009, there were no off balance sheet arrangements.

Stock Based Compensation

Effective January 1, 2006, the Company adopted SFAS No. 123 (revised), "Share-Based Payment" (SFAS 123(R)) utilizing the modified prospective approach. Prior to the adoption of SFAS 123(R) we accounted for stock option grant in accordance with APB Opinion No. 25, "Accounting for Stock Issued to Employees," and accordingly, recognized compensation expense for stock option grants using the intrinsic value method.

Under the modified prospective approach, SFAS 123(R) applies to new awards and to awards that were outstanding on January 1, 2006 that are subsequently modified, repurchased or cancelled. Under the modified prospective approach, compensation cost recognized in the first quarter of fiscal 2006 includes compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006, based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123, and compensation cost for all share-based payments granted subsequent to January 1, 2006 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R). For all quarters after the first quarter of fiscal 2006, compensation costs recognized will include compensation costs for all share-based payments granted based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R).

The fair value of each option granted in 2009 is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 44% to 233%, risk-free interest rate of .04% to .15% and expected life of 60 months. The Company recognized expense of \$1,939,257 on the 1,050,000 options and warrants in 2009.

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

A smaller reporting company is not required to provide the information required by this Item.

Item 8. Financial Statements and Supplementary Data

Index to Financial Statements Required by Article 8 of Regulation S-X:

Audited Financial Statements:

F-1	Report of Independent Registered Public Accounting Firm
F-2	Consolidated Balance Sheets as of December 31, 2009 and 2008;
F-3	Statements of Operations for the years ended December 31, 2009 and 2008, and the periods from inception to December 31, 2009;
F-4	Statement of Stockholders' Equity for period from inception to December 31, 2009;
F-5	Statements of Cash Flows for the year ended December 31, 2009 and 2008, and the periods from inception to December 31, 2009;
F-6	Notes to Financial Statements

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors
OptimizeRx Corporation
Rochester, Michigan

We have audited the accompanying consolidated balance sheets of OptimizeRx Corporation, as of December 31, 2009 and 2008, and the related consolidated statements of operations, stockholders' equity (deficit), and cash flows for the years then ended and the period from January 31, 2006 (inception) to December 31, 2009. These financial statements are the responsibility of the Companies management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company has determined that it is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of OptimizeRx Corporation, as of December 31, 2009 and 2008 and the results of their operations and cash flows for the years then ended and for the period from January 31, 2006 (inception) to December 31, 2009, in conformity with accounting principles generally accepted in the United States.

The accompanying consolidated financial statements have been prepared assuming that the OptimizeRx Corporation will continue as a going concern. As discussed in Note 14 to the financial statements, the Company has limited working capital, has received limited revenue from sales of products or services, and has incurred losses from operations. These factors raise substantial doubt about the Company's ability to continue as a going concern. Management's plans with regard to these matters are described in Note 14. The accompanying consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

/s/ Silberstein Ungar, PLLC
Silberstein Ungar, PLLC

Bingham Farms, Michigan
March 30, 2010

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED BALANCE SHEETS
AS OF DECEMBER 31, 2009 AND 2008

ASSETS	<u>2009</u>	<u>2008</u>
Current Assets		
Cash and cash equivalents	\$ 656,394	\$ 2,502,656
Account receivable – trade	14,465	0
Account receivable – employee	0	1,346
Prepaid expenses	8,092	3,292
Total Current Assets	<u>678,951</u>	<u>2,507,294</u>
Property and Equipment, net	13,581	15,270
Web Development Costs, net	<u>197,610</u>	<u>120,737</u>
TOTAL ASSETS	<u>\$ 890,142</u>	<u>\$ 2,643,301</u>
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	\$ 33,224	\$ 171,864
Accrued expenses	4,606	41,933
Notes payable – related parties	0	4,000
Total Current Liabilities	<u>37,830</u>	<u>217,797</u>
TOTAL LIABILITIES	<u>37,830</u>	<u>217,797</u>
STOCKHOLDERS' EQUITY		
Common stock, par \$.001, 500,000,000 shares authorized, 12,826,117 shares issued and outstanding (12,262,958 – 2008)	12,826	12,263
Preferred stock, par \$.001, 10,000,000 shares authorized, 35 shares issued and outstanding	0	0
Stock warrants	18,139,252	16,905,280
Paid in capital	1,747,962	0
Deficit accumulated during the development stage	(19,047,728)	(14,492,039)
Total Stockholders' Equity	<u>852,312</u>	<u>2,425,504</u>
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	<u>\$ 890,142</u>	<u>\$ 2,643,301</u>

The accompanying notes are an integral part of the financial statements.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008
FOR THE PERIOD FROM JANUARY 31, 2006 (INCEPTION) TO DECEMBER 31, 2009

	<u>Year ended</u> <u>December 31, 2009</u>	<u>Year ended</u> <u>December 31, 2008</u>	<u>Inception through</u> <u>December 31, 2009</u>
GROSS REVENUES	\$ 26,723	\$ 83,686	\$ 210,727
OPERATING EXPENSES	<u>2,673,782</u>	<u>1,591,738</u>	<u>4,906,090</u>
NET OPERATING LOSS	(2,647,059)	(1,508,052)	(4,695,363)
OTHER INCOME (EXPENSES)	<u>(1,908,630)</u>	<u>(2,740,801)</u>	<u>(4,654,956)</u>
NET LOSS BEFORE INCOME TAXES	(4,555,689)	(4,248,853)	(9,350,319)
PROVISION FOR INCOME TAXES	<u>0</u>	<u>0</u>	<u>0</u>
NET LOSS	<u>\$ (4,555,689)</u>	<u>\$ (4,248,853)</u>	<u>\$ (9,350,319)</u>
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING	<u>12,583,841</u>	<u>12,014,772</u>	
NET LOSS PER SHARE	<u>\$ (0.36)</u>	<u>\$ (0.35)</u>	

The accompanying notes are an integral part of the financial statements.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENT OF STOCKHOLDERS' EQUITY (DEFICIT)
AS OF DECEMBER 31, 2009

	<u>Common Stock</u> <u>Shares</u>	<u>Stock</u> <u>Amount</u>	<u>Preferred Stock</u> <u>Shares</u>	<u>Preferred Stock</u> <u>Amount</u>	<u>Stock</u> <u>Warrants</u>	<u>Additional</u> <u>Paid in</u> <u>Capital</u>	<u>Deficit</u> <u>Accumulated</u> <u>During the</u> <u>Development</u> <u>Stage</u>	<u>Total</u>
Balance, January 1, 2008	10,300,000	\$ 10,300	0	\$ 0	\$ 0	289,700	\$ (394,927)	\$ (94,927)
Issuance of common stock for cash	636,000	636	-	-	-	635,364	-	636,000
Outstanding common stock prior to reverse merger	1,256,958	1,257	-	-	-	(1,257)	-	-
Common stock issued for services	70,000	70	-	-	-	69,930	-	70,000
Issuance of stock options	-	-	-	-	-	333,004	-	333,004
Preferred stock issued for cash	-	-	35	-	-	3,500,000	-	3,500,000
Preferred stock issuance costs	-	-	-	-	-	(515,000)	-	(515,000)
Stock warrants issued					14,160,000	(4,311,741)	(9,848,259)	0
Stock warrants issued for services					2,745,280			2,745,280
Net loss for the year ended December 31, 2008	-	-	-	-	-	-	(4,248,853)	(4,248,853)
Balance, December 31, 2008	12,262,958	12,263	35	0	16,905,280	0	(14,492,039)	2,425,504
Outstanding share adjustment	(86,749)	(87)	-	-	-	87	-	0
Issuance of common stock for services	284,000	284	-	-	-	1,007,956	-	1,008,240
Issuance of stock warrants and options	-	-	-	-	1,939,257	-	-	1,939,257
Conversion of stock warrants to common stock	365,908	366	-	-	(705,285)	739,919	-	35,000
Net loss for the year ended December 31, 2009	-	-	-	-	-	-	(4,555,689)	(4,555,689)
Balance, December 31, 2009	<u>12,826,117</u>	<u>\$ 12,826</u>	<u>35</u>	<u>\$ 0</u>	<u>\$ 18,139,252</u>	<u>\$ 1,747,962</u>	<u>\$(19,047,728)</u>	<u>\$ 852,312</u>

The accompanying notes are an integral part of the financial statements.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2009 AND 2008
FOR THE PERIOD FROM JANUARY 31, 2006 (INCEPTION) TO DECEMBER 31, 2009

	Year ended December 31, 2009	Year ended December 31, 2008	Inception through December 31, 2009
Cash Flows from Operating Activities:			
Net Loss for the period	\$ (4,555,689)	\$ (4,248,853)	\$ (9,350,319)
Adjustments to Reconcile Net Loss to Net Cash Used in Operating Activities:			
Operating Activities:			
Depreciation and amortization expense	32,516	32,150	67,529
Stock issued for services	1,008,240	70,000	1,078,240
Stock options issued for compensation	0	333,004	333,004
Stock warrants issued for services	1,939,257	2,745,280	4,684,537
Changes in Assets and Liabilities			
(Increase) in accounts receivable – trade	(14,465)	0	(14,465)
(Increase) decrease in accounts receivable - employee	1,346	(1,346)	0
(Increase) in prepaid expenses	(4,800)	(1,292)	(8,092)
Increase (decrease) in accounts payable	(138,640)	128,648	33,224
Increase (decrease) in accrued expenses	(37,327)	23,007	4,606
Net Cash Used in Operating Activities	(1,769,562)	(919,402)	(3,171,736)
Cash Flows from Investing Activities:			
Acquisitions of property and equipment	0	(10,621)	(16,887)
Web development costs	(107,700)	0	(261,833)
Net Cash Used in Investing Activities	(107,700)	(10,621)	(278,720)
Cash Flows from Financing Activities:			
Proceeds from issuance of notes payable	0	320,000	394,000
Repayments of notes payable – related parties	(4,000)	(643,750)	(647,750)
Member contributions	0	0	404,600
Net proceeds from common stock	0	636,000	936,000
Net proceeds from preferred stock	0	2,985,000	2,985,000
Proceeds from conversion of stock warrants to common stock	35,000	0	35,000
Net Cash Provided by Financing Activities	31,000	3,297,250	4,106,850
Net Increase (Decrease) in Cash and Cash Equivalents	(1,846,262)	2,367,227	656,394
Cash and Cash Equivalents – Beginning	2,502,656	135,429	0
Cash and Cash Equivalents – Ending	\$ 656,394	\$ 2,502,656	\$ 656,394
Supplemental Cash Flow Information:			
Cash paid for interest	\$ 1,793	\$ 0	\$ 4,453
Cash paid for income taxes	\$ 0	\$ 0	\$ 0
Supplemental Disclosure of Noncash Investing and Financing Activities:			
Distributions paid through issuance of notes payable-related party	\$ 0	\$ 0	\$ 253,750
Conversions of stock warrants to common stock	\$ 705,285	\$ 0	\$ 705,285

The accompanying notes are an integral part of the financial statements.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2009

Note 1: Nature of Operations

Optimizer Systems, LLC was formed in the State of Michigan on January 31, 2006. It then became a corporation in the state of Michigan on October 22, 2007 and changed its name to OptimizeRx Corporation on October 22, 2007. On April 14, 2008, RFID Ltd., a Colorado corporation, consummated a reverse merger by entering into a share exchange agreement with the stockholders of OptimizeRx Corporation, pursuant to which the stockholders of OptimizeRx Corporation exchanged all of the issued and outstanding capital stock of OptimizeRx Corporation for 1,256,958 shares of common stock of RFID Ltd., representing 100% of the outstanding capital stock of RFID Ltd. As of April 30, 2008, RFID's officers and directors resigned their positions and RFID changed its business to OptimizeRx's business. On April 15, 2008, RFID Ltd's corporate name was changed to OptimizeRx Corporation. On September 4, 2008, a migratory merger was completed, thereby changing the state of incorporation from Colorado to Nevada, resulting in the current corporate structure in which OptimizeRx Corporation, a Nevada corporation is the parent corporation, and OptimizeRx Corporation, a Michigan Corporation is a wholly-owned subsidiary (together "OptimizeRx" and the "Company").

The wholly-owned subsidiary, OptimizeRx Corporation, is a development-stage website publisher and marketing company that creates, promotes and fulfills custom marketing and advertising programs. The Company help patients better afford and manage their rising healthcare costs. In addition, the Company also provides unique advertising programs to the pharmaceutical and healthcare industries. The Company's websites provide the following services: (i) OptimizeRx provides patients an opportunity to centrally review and participate in prescription and healthcare savings/support programs; (ii) OFFERx provides a platform to allow manufacturers to create, promote and fulfill new patient offer programs in over 64,000 pharmacies; and (iii) ADHERxE provides a platform that allows manufacturers to engage and monitor patients each month in exchange for activation of their monthly co-pay coupons.

Note 2: Significant Accounting Policies

This summary of significant accounting policies of the Company is presented to assist in understanding the company's financial statements. The financial statements and notes are representations of the company's management, who is responsible for their integrity and objectivity. These accounting policies conform to generally accepted accounting principles and have been consistently applied to the preparation of the financial statements.

Basis of Accounting

The accompanying financial statements have been prepared using the accrual basis of accounting in accordance with accounting principles generally accepted in the United States of America. The Company is currently a development stage enterprise. All losses accumulated since the inception of business have been considered as part of its development stage activities.

Cash and Cash Equivalents

For purposes of the accompanying financial statements, the Company considers all highly liquid instruments with an initial maturity of three months or less to be cash equivalents.

The Company's bank accounts are deposited in insured institutions. The funds are insured up to \$250,000. At December 31, 2009 the Company's bank deposits exceeded the insured amounts. Management believes it has little risk related to the excess deposits.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2009

Note 2: Significant Accounting Policies (continued)

Principles of Consolidation

The financial statements reflect the consolidated results of OptimizeRx Corporation (a Nevada corporation) and its wholly owned subsidiary OptimizeRx Corporation (a Michigan corporation). All material inter-company transactions have been eliminated in the consolidation.

Fair Value of Financial Instruments

The fair value of cash, accounts receivable and accounts payable approximates the carrying amount of these financial instruments due to their short-term nature. The fair value of long-term debt, which approximates its carrying value, is based on current rates at which the Company could borrow funds with similar remaining maturities.

Property and Equipment

The capital assets are being depreciated over their estimated useful lives using the straight line method of depreciation for book purposes. As of October 18, 2007, the Company acquired the majority of its capital assets at the lower market cost from Optimizer Systems, LLC.

Research and Development

The Company's key members are part of a continual research and development team and monitor new technologies, trends, services and partnerships that can provide the Company with additional services, value to healthcare and pharmaceutical industries and to the patients we serve.

The Company is currently in a launch phase with ADHERxE to allow pharmaceutical and healthcare manufacturers unique ways to engage and monitor patients each month in exchange for activation of their next savings offer.

The Company seeks to educate team members through understanding of all market dynamics that have the potential to affect business both short term and long term. The primary goal is to help patients better afford and access the medications their doctors prescribe, as well as other healthcare products and services they need. Based on this, the Company continually seeks better ways to meet this mission through technology, better user experiences and new ways to engage industries to provide new support program for patients needing their products. The Company is always seeking new services and solutions to offer. At this time, the three current platforms provide robust opportunities and growth during the next five years.

Revenue Recognition

Substantially all revenue is recognized when it is earned. All revenues are generated through the Company's website activities. The Company's processes are monitored by third parties who collect revenues from clients on a per activity basis and report and forward the revenue to the Company's account.

Management Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Estimates and assumptions have been made in determining the depreciable lives of such assets and the allowance for doubtful accounts receivable. Actual results could differ from those estimates.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2009

Note 2: Significant Accounting Policies (continued)**Recently Issued Accounting Guidance**

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operation, financial position or cash flow.

Earnings Per Common and Common Equivalent Share

The computation of basic earnings per common share is computed using the weighted average number of common shares outstanding during the year. The computation of diluted earnings per common share is based on the weighted average number of shares outstanding during the year plus common stock equivalents which would arise from the exercise of warrants outstanding using the treasury stock method and the average market price per share during the year. Options warrants and convertible preferred stock which are common stock equivalents are not included in the diluted earnings per share calculation for December 31, 2009 and December 31, 2008, respectively, since their effect is anti-dilutive.

Note 3: Property and Equipment

Property and equipment is recorded at cost and consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Computer equipment	\$ 12,594	\$ 12,594
Furniture and fixtures	4,293	4,293
Subtotal	<u>16,887</u>	<u>16,887</u>
Less: Accumulated depreciation	(3,306)	(1,617)
Property and equipment, net	<u>\$ 13,581</u>	<u>\$ 15,270</u>

Depreciation expense was \$1,689 and \$1,322 for the years ended December 31, 2009 and 2008, respectively.

Note 4: Website Development Costs

The Company has capitalized costs in developing their website and web-based products which consists of the following at December 31:

	<u>2009</u>	<u>2008</u>
Web development costs	\$ 261,833	\$ 154,133
Less: Accumulated amortization	(64,223)	(33,396)
Web development costs, net	<u>\$ 197,610</u>	<u>\$ 120,737</u>

The Company began amortizing the website costs, using the straight-line method over the estimated useful life of 5 years, once it was put into service in December of 2007. During the year end December 31, 2009, the Company began a new web-based project and the related programming and development costs have been capitalized. The project has not reached completion and therefore no amortization has been recorded as of December 31, 2009 for the additional capitalized costs.

Amortization expense was \$30,827 and \$30,827 for the years ended December 31, 2009 and 2008, respectively.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2009

Note 5: Accrued Expenses

Accrued expenses consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Accrued interest	\$ 0	\$ 1,683
Accrued payroll taxes	106	24,091
Accrued miscellaneous	0	6,159
Accrued audit fees	4,500	10,000
Total accrued expenses	<u>\$ 4,606</u>	<u>\$ 41,933</u>

Note 6: Notes Payable – Related Party

Notes payable – related party consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Note payable – Officer	\$ 0	\$ 4,000
Less: current portion	(0)	(4,000)
Long –Term Debt	<u>\$ 0</u>	<u>\$ 0</u>

The officer note payable and all related accrued interest was paid in full during 2009.

Note 7: Commitments and Contingencies

The Company leases their offices for \$2,500 a month and had signed a lease through November 7, 2009 with an option for a six month renewal. The option has not been exercised and the company will be on a month-to-month rental.

Note 8: Common Stock

OptimizeRx Corporation has 500,000,000 shares of \$.001 par value common stock authorized as of December 31, 2009. There were 12,826,117 and 12,262,958 common shares issued and outstanding at December 31, 2009 and 2008, respectively.

Pursuant to the share exchange agreement with RFID, Ltd., 100% of OptimizeRx's stock was exchanged for 10,664,000 shares of RFID's common stock. At the time of the share exchange, RFID had an additional 1,256,958 shares of common stock issued and outstanding.

During 2008, 636,000 shares of common stock were sold for cash. Additionally, 284,000 and 70,000 shares were issued as compensation for services during the years ended December 31, 2009 and 2008, respectively. Included in operating expenses at December 31, 2009 is \$1,008,240 for the issuance of these 284,000 shares. There were 365,908 shares issued as a cashless exchange of common stock warrants during the year ended December 31, 2009.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
DECEMBER 31, 2009

Note 9: Preferred Stock

During the year ended December 31, 2008, 35 preferred shares were issued for \$3,500,000. Issuance costs totaled \$515,000 resulting in net proceeds of \$2,985,000. The 35 shares are convertible to 3,500,000 shares of common stock and bear a 10% cumulative dividend. In addition, there was a warrant issued to purchase 6,000,000 shares of common stock at an exercise price of \$2 for a period of seven years.

The holders of the preferred stock are entitled to semi-annual dividends payable on the stated value of the Series A preferred stock at a rate of 10% per annum, which shall be cumulative, and accrue daily from the issuance date. The dividends may be paid in cash or shares of the Company's common stock at management's discretion. If after the conversion eligibility date, the market price for the common stock for any ten consecutive trading days in which the stock trades for over \$2 per share and trading exceeds 100,000 shares per day, the preferred shareholders can be required to convert their shares to common stock. Each share of Series A preferred stock shall also be convertible at the option of the holder into that number of shares of common stock of the Company at the stated value of such share at a \$1 conversion price.

The holder may cause this conversion at the time the shares are eligible for resale by the holder. The conversion price is subject to adjustment as hereinafter provided, at any time, or from time to time upon the terms and in the manner hereinafter set forth in the shareholder agreement. The shares are required to be redeemed on September 5, 2010. As of December 31, 2009, the cumulative dividend was \$547,774; however, it has not yet been declared.

Note 10: Stock-Based Compensation

Effective January 1, 2006, the Company adopted SFAS No. 123 (R) (ASC 505-50), "Share-Based Payment" (SFAS 123(R)) utilizing the modified prospective approach.

Under the modified prospective approach, SFAS 123(R) (ASC 505-50) applies to new awards and to awards that were outstanding on January 1, 2006 that are subsequently modified, repurchased or cancelled. Under the modified prospective approach, compensation cost recognized in the first quarter of fiscal 2006 includes compensation cost for all share-based payments granted prior to, but not yet vested as of January 1, 2006 based on the grant-date fair value estimated in accordance with the original provisions of SFAS 123 (ASC 505-50), and compensation cost for all share-based payments granted subsequent to January 1, 2006 based on the grant-date fair value estimated in accordance with the provisions of SFAS 123(R) (ASC 505-50). For all quarters after the first quarter of fiscal 2006, compensation costs recognized will include the compensation costs for all share-based payments granted based on the grant date fair value estimated in accordance with the provisions of SFAS 123(R) (ASC 505-50).

The fair value of each option granted in 2008 is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 150%, risk-free interest rate of 2.59% and expected life of 60 months. The Company recognized expense of \$333,004 on the 365,000 options issued in 2008.

The fair value of each option granted in 2009 is estimated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 44% to 233%, risk-free interest rate of .04% to .15% and expected life of 60 months. The Company recognized expense of \$1,939,257 on the 1,050,000 options and warrants in 2009.

OPTIMIZERx CORPORATION
(A DEVELOPMENT STAGE COMPANY)
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Note 10: Stock-Based Compensation (continued)

During the year ended December 31, 2008, OptimizeRx issued 6,000,000 common stock warrants with an exercise price of \$2 and a term of seven years in connection with the preferred stock issuance. These warrants were valued using the Black-Scholes pricing model at \$14,160,000. The warrants are treated as a re-distribution of equity and are shown as a component of equity.

During the year ended December 31, 2008, OptimizeRx issued 1,059,500 common stock warrants in exchange for services. These warrants were issued with exercise prices of either \$1 or \$2 and a term of five years. The Black-Scholes method was used to value these warrants at \$2,745,280 and the warrants were expensed during 2008.

The fair value of each warrant issued in 2008 was calculated on the date of grant using the Black-Scholes option-pricing model with the following weighted average assumptions: dividend yield of 0%, expected volatility of 6%, risk-free interest rate of 1.85% and expected life of 60 - 84 months.

During the year ended December 31, 2009, the Company exchanged 173,000 common stock warrants with an exercise price of \$1 and 108,908 common stock warrants with an exercise price of \$2, for 365,908 shares of common stock in a cashless exchange. This exchange has been reflected in the Stockholders' equity for 2009.

The Company issued 300,000 stock warrants in connection with non-employee services. The Company also issued 750,000 options as part of employment agreements with various employees. The Company has accounted for these warrants as equity instruments in accordance with EITF 00-19 (ASC 815-40), Accounting for Derivative Financial Instruments Indexed to, and Potentially Settled in, a Company's Own Stock, and as such, will be classified in stockholders' equity as they meet the definition of "...indexed to the issuer's stock" in EITF 01-06 (ASC 815-40) The Meaning of Indexed to a Company's Own Stock. The Company has estimated the fair value of the options and warrants issued in connection with the non-employee services at \$616,079, and the employment agreements at \$1,323,178, as of December 31, 2009 using the Black-Scholes option pricing model.

Note 11: Related Party Transactions

The Company had a note payable to an officer of the Company (see Note 6) for \$4,000 at December 31, 2008 that was repaid along with all accrued interest during the year ended December 31, 2009.

Note 12: Other Income (Expenses)

Other income (expenses) consisted of the following at December 31:

	<u>2009</u>	<u>2008</u>
Interest income	\$ 30,189	\$ 5,090
Other income	1,471	0
Interest expense	(1,033)	(611)
Stock warrant expense	(1,939,257)	(2,745,280)
Total other income (expenses)	<u>\$ (1,908,630)</u>	<u>\$ (2,740,801)</u>

OPTIMIZERx CORPORATION
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Note 13: Income Taxes

For the year ended December 31, 2009, the Company incurred a net loss of approximately \$4,556,000 and therefore has no tax liability. The Company began operations in 2007 and has previous net operating loss carry-forwards of \$1,513,000 through December 31, 2008. The cumulative loss of approximately \$9,350,000 will be carried forward and can be used through the year 2028 to offset future taxable income. In the future, the cumulative net operating loss carry-forward for income tax purposes may differ from the cumulative financial statement loss due to timing differences between book and tax reporting.

The cumulative tax effect at the expected rate of 34% of significant items comprising our net deferred tax amount is as follows:

	<u>2009</u>	<u>2008</u>
Deferred tax asset attributable to:		
Net operating loss carryover	\$ 3,179,000	\$ 1,513,000
Valuation allowance	(3,179,000)	(1,513,000)
Net deferred tax asset	<u>\$ -</u>	<u>\$ -</u>

Note 14: Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained substantial losses since inception.

In view of this matter, the ability of the Company to continue as a going concern is dependent upon growth of revenues and the ability of the Company to raise additional capital. Management believes that its successful ability to raise capital and increases in revenues will provide the opportunity for the Company to continue as a going concern.

Note 15: Subsequent Events

The Company has analyzed its operations subsequent to December 31, 2009 through the date these financial statements were filed with the Securities and Exchange Commission and has determined that it does not have any material subsequent events to disclose.

Item 9. Changes In and Disagreements with Accountants on Accounting and Financial Disclosure

No events occurred requiring disclosure under Item 307 and 308 of Regulation S-K during the fiscal year ending December 31, 2009.

Item 9A(T). Controls and Procedures

Evaluation of Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our chief executive officer and chief financial officer, we conducted an evaluation of the effectiveness, as of December 31, 2009, of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended, or the Exchange Act. The purpose of this evaluation was to determine whether as of the evaluation date our disclosure controls and procedures were effective to provide reasonable assurance that the information we are required to disclose in our filings with the Securities and Exchange Commission, or SEC, under the Exchange Act (i) is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and (ii) accumulated and communicated to our management, including our chief executive officer and chief financial officer, as appropriate to allow timely decisions regarding required disclosure. Based on their evaluation, our management has concluded, as discussed below, that a material weakness existed in our internal control over financial reporting as of December 31, 2009 and as a result our disclosures controls and procedures were not effective.

Management's Annual Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(e) and 15d-15(f) of the Exchange Act. We have designed our internal controls to provide reasonable, but not absolute, assurance that our financial statements are prepared in accordance with U.S. GAAP. We assess the effectiveness of our internal controls based on the criteria set forth in the Internal Control — Integrated Framework developed by the Committee of Sponsoring Organizations of the Treadway Commission. In performing the assessment, our management identified a material weakness in internal control over financial reporting as of December 31, 2009. Specifically, we had the following significant deficiencies at December 31, 2009:

- § The company currently only has one employee to oversee bank reconciliations, posting payables, and so forth, so there are no checks and balances on internal controls. Mr. David Lester recently assumed responsibilities for the company as the sole officer. Prior officers of the company have not implemented checks and balances on internal controls.

Due to this material weakness, management has concluded that our internal control over financial reporting was not effective as of December 31, 2009.

Remediation

In the first quarter 2009, the company engaged the accounting firm of Tama, Budja & Raab, P.C to assist on the preparation of quarterly and annual financials. The firm also plans to assist the company with Quickbooks assistance. The company plans to remedy internal control weaknesses during 2010.

Auditor Attestation

This annual report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Management's report was not subject to attestation by the company's registered public accounting firm pursuant to temporary rules of the Securities and Exchange Commission that permit the company to provide only management's report in this annual report.

Changes in Internal Control over Financial Reporting

During the most recently completed fiscal quarter, there has been no change in our internal control over financial reporting that has materially affected or is reasonably likely to materially affect, our internal control over financial reporting.

Inherent Limitation on the Effectiveness of Internal Controls

The effectiveness of any system of internal control over financial reporting, including ours, is subject to inherent limitations, including the exercise of judgment in designing, implementing, operating, and evaluating the controls and procedures, and the inability to eliminate misconduct completely. Accordingly, any system of internal control over financial reporting, including ours, no matter how well designed and operated, can only provide reasonable, not absolute assurances. In addition, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. We intend to continue to monitor and upgrade our internal controls as necessary or appropriate for our business, but cannot assure you that such improvements will be sufficient to provide us with effective internal control over financial reporting.

Item 9B. Other Information

None.

PART III

Item 10. Directors, Executive Officers and Corporate Governance

The following information sets forth the names, ages, and positions of our current directors and executive officers as of December 31, 2009.

<u>Name</u>	<u>Age</u>	<u>Position(s) and Office(s) Held</u>
David Lester	52	Chief Executive Officer and Director
David A. Harrell	43	Chairman and Director
Thomas E. Majerowicz	58	Secretary and Director
Terence J. Hamilton	44	Director and VP of Sales

Set forth below is a brief description of the background and business experience of each of our current executive officers and directors.

David Lester

Mr. Lester is a business veteran whom has accumulated over thirty years of executive experience in the areas of business, marketing, sales, operations, technology, and leadership. Prior to accepting his new role with us, Mr. Lester held the title of Director, Consumer & Industrial Products Marketing for Deloitte LLP. During his tenure at Deloitte, he established Deloitte as a leader through innovative programs and strategic partnerships. Prior to Deloitte, he worked with Sun Microsystems as Director, Industry Strategy & Marketing, and Manufacturing Industries.

David Lester has worked with Governor Tommy Thompson, former Secretary of Health & Human Services, on health care reform and cost control; partnered with Governor Tom Ridge, former head of Homeland Security on defending cyber security initiatives; and as a active participant within the National Association of Manufacturers and the Manufacturing Institute worked with former Michigan Governor John Engler, now President of the National Association of Manufacturers, on challenges inhibiting the competitiveness of manufacturers like health care reform, trade policy, renewable energy, business tax reform, and sustainability.

David A. Harrell

Mr. Harrell founded the Company in January of 2006 and has served as our President and Chief Executive Officer. He became a director when the Company changed from a limited liability to a corporation in 2007. Mr. Harrell was the Vice President of Development for Meridian Incorporated from 2003-2005 and, prior to that, had been Vice President of Sales and Marketing since 1999 at Advance Graphic Systems. Mr. Harrell has spent two decades leading sales, marketing and business development units within the pharmaceutical and national retail industries. Prior to his work at Advance Graphic Systems, Mr. Harrell served for ten years at SmithKline Beecham, specializing in the managed markets healthcare segment. As part of the Integrated Health Division, Mr. Harrell was responsible for contracting and achieving regional revenue growth for SmithKline Beecham's four business units: Pharmaceuticals, Consumer Health, Clinical Labs and Diversified Pharmaceutical Services (PBM). During his tenure with SmithKline Beecham, he was a recipient of numerous national awards and served as a member of the Division's Strategic Planning Committee. Mr. Harrell graduated from Oakland University with a Bachelor of Science in Business Administration.

Thomas E. Majerowicz

Mr. Majerowicz joined the Company as our Director in 2007. Mr. Majerowicz has been a partner at the law firm of Puzzuoli, Hribar, Iafrate, Majerowicz & Kohler since 1979.

Terence J. Hamilton

Mr. Hamilton joined the Company as a Director and VP of Sales in February 2008. Prior to that, Mr. Hamilton was Manager at MedImmune since 2005 and was Senior National Account Manager for Glaxo SmithKline pharmaceuticals for 13 years prior to that. Mr. Hamilton has spent the last 19 years working in the pharmaceutical and biotech arenas within various sales, marketing and managed markets management positions. He also has held many positions within the pharmaceutical and biotech industries, including District Manager, Brand Manager, Managed Market Specialist, Contract Manager, Government Account Manager.

Directors

Our bylaws authorize two (2) directors unless changed by the Board of Directors. The board has since changed the number of directors authorized, and we currently have three (3) Directors.

Term of Office

Our Directors are appointed for a one-year term to hold office until the next annual general meeting of our shareholders or until removed from office in accordance with our bylaws. Our officers are appointed by our board of directors and hold office until removed by the board.

Significant Employees

We have no significant employees other than our officers and directors.

Family Relationships

There are no family relationships between or among the directors, executive officers or persons nominated or chosen by us to become directors or executive officers.

Involvement in Certain Legal Proceedings

To the best of our knowledge, during the past five years, none of the following occurred with respect to a present or former director, executive officer, or employee: (1) any bankruptcy petition filed by or against any business of which such person was a general partner or executive officer either at the time of the bankruptcy or within two years prior to that time; (2) any conviction in a criminal proceeding or being subject to a pending criminal proceeding (excluding traffic violations and other minor offenses); (3) being subject to any order, judgment or decree, not subsequently reversed, suspended or vacated, of any court of competent jurisdiction, permanently or temporarily enjoining, barring, suspending or otherwise limiting his or her involvement in any type of business, securities or banking activities; and (4) being found by a court of competent jurisdiction (in a civil action), the SEC or the Commodities Futures Trading Commission to have violated a federal or state securities or commodities law, and the judgment has not been reversed, suspended or vacated.

Audit Committee

We do not have a separately-designated standing audit committee. The entire board of directors performs the functions of an audit committee, but no written charter governs the actions of the board of directors when performing the functions of that would generally be performed by an audit committee. The board of directors approves the selection of our independent accountants and meets and interacts with the independent accountants to discuss issues related to financial reporting. In addition, the board of directors reviews the scope and results of the audit with the independent accountants, reviews with management and the independent accountants our annual operating results, considers the adequacy of our internal accounting procedures and considers other auditing and accounting matters including fees to be paid to the independent auditor and the performance of the independent auditor.

We do not have an audit committee financial expert because of the size of our company and our board of directors at this time. We believe that we do not require an audit committee financial expert at this time because we retain outside consultants who possess these attributes as needed.

For the fiscal year ending December 31, 2009, the board of directors:

1. Reviewed and discussed the audited financial statements with management, and
2. Reviewed and discussed the written disclosures and the letter from our independent auditors on the matters relating to the auditor's independence.

Based upon the board of directors' review and discussion of the matters above, the board of directors authorized inclusion of the audited financial statements for the year ended December 31, 2009 to be included in this Annual Report on Form 10-K and filed with the Securities and Exchange Commission.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires our directors and executive officers and persons who beneficially own more than ten percent of a registered class of the Company's equity securities to file with the SEC initial reports of ownership and reports of changes in ownership of common stock and other equity securities of the Company. Officers, directors and greater than ten percent beneficial shareholders are required by SEC regulations to furnish us with copies of all Section 16(a) forms they file. To the best of our knowledge based solely on a review of Forms 3, 4, and 5 (and any amendments thereof) received by us during or with respect to the year ended December 31, 2008, the following persons have failed to file, on a timely basis, the identified reports required by Section 16(a) of the Exchange Act during fiscal year ended December 31, 2008:

Name and principal position	Number of late reports	Transactions not timely reported	Known failures to file a required form
David Lester CEO and Director	1	3	0
David A. Harrell Chairman and Director	1	1	0
Thomas E. Majerowicz Secretary and Director	1	1	0
Terence J. Hamilton VP of Sales and Director	1	1	0

Code of Ethics

As of December 31, 2009, we had not adopted a Code of Ethics for Financial Executives, which would include our principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions.

Item 11. Executive Compensation

Summary Compensation Table

The table below summarizes all compensation awarded to, earned by, or paid to our former or current executive officers for the fiscal years ended December 31, 2009 and 2008.

SUMMARY COMPENSATION TABLE									
Name and principal position	Year	Salary		Stock Awards	Option Awards	Non-Equity Incentive Plan Compensation	Nonqualified Deferred Compensation Earnings	All Other Compensation	Total
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
David Lester ⁽¹⁾ CEO and Director	2009	150,000	-	-	552,343 ⁽²⁾	-	-	-	702,343
	2008	-	-	-	-	-	-	-	-
Thomas E. Majerowicz Secretary	2009		-	12,240 ⁽²⁾	-	-	-	-	12,240
	2008		-	-	-	-	-	-	-
Terence J. Hamilton VP of Sales and Director ⁽⁴⁾	2009	123,500	-	-	461,330 ⁽²⁾	-	-	-	584,830
	2008	120,000	-	-	-	-	-	-	120,000
David Harrell, Former President and CEO ⁽⁵⁾	2009	152,000	70,000	-	307,553 ⁽²⁾	-	-	-	529,553
	2008	144,000	-	-	-	-	-	-	144,000
James Vandeberg, Former CEO of RFID Ltd.	2009	-	-	-	-	-	-	-	-
	2008	-	-	-	-	-	-	-	-

(1) Mr. Lester has held office as our Chief Executive Officer since April 1, 2009.

(2) This amount reflects the dollar amount recognized for financial statement reporting purposes for the fiscal year indicated in accordance with SFAS No. 123R, Share Based Payments of awards of restricted stock and stock options, as applicable.

(3) Supplement.

(4) Mr. Hamilton has held office as our VP of Sales since March 1, 2007.

(5) Mr. Harrell has held office as our Chairman since April 2008.

Narrative Disclosure to the Summary Compensation Table

On April 6, 2009, we entered into an employment agreement with Mr. Lester to serve as our Chief Executive Officer. Under the agreement, we agreed to compensate Mr. Lester \$150,000 annually and we granted him options to purchase 500,000 shares of our common stock, with 25% vesting immediately and 25% vesting after the completion of each quarter of hire. Mr. Lester is also eligible for additional quarterly and annual bonus compensation, stock options, and stock grants based on performance metrics outlined by our board of directors. He is entitled to vacation and sick days, and other benefits included in the agreement.

On August 1, 2008, we entered into an employment agreement with Mr. Hamilton to serve as our VP of Sales. Under the agreement, we agreed to compensate Mr. Hamilton \$120,000 annually and we granted him options to purchase 150,000 shares of our common stock in 2009. Mr. Hamilton is also eligible for additional quarterly and annual bonus compensation, stock options, and stock grants based on performance metrics outlined by our board of directors. He is entitled to vacation and sick days, and other benefits included in the agreement. On March 18, 2010, we entered into an addendum to the employment agreement to increase his compensation to \$150,000 annually.

On June 1, 2008, we entered into an employment agreement with Mr. Harrell to serve as our CEO. Mr. Harrell is no longer our CEO, but will be our Chairman and we intend to enter into an employment agreement with him in that capacity in the near future. The terms of his compensation as our CEO, which is still in effect, are an annual salary of \$144,000 with a 5% cost of living increase on each 12 month anniversary. Mr. Harrell is also eligible for additional quarterly and annual bonus compensation, stock options, and stock grants based on performance metrics outlined by our board of directors. He is entitled to vacation and sick days, and other benefits included in the agreement. On March 18, 2010, we entered into an addendum to the employment agreement to increase his compensation to \$152,000 annually.

Outstanding Equity Awards at Fiscal Year-End

The table below summarizes all unexercised options, stock that has not vested, and equity incentive plan awards for each named executive officers as of December 31, 2009.

OUTSTANDING EQUITY AWARDS AT FISCAL YEAR-END									
	OPTION AWARDS					STOCK AWARDS			
	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Options (#)	Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)	Equity Incentive Plan Awards: Number of Shares, Units or Rights That Have Not Vested (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Rights That Have Not Vested (\$)
David Lester, CEO, CFO and Director	375,000	125,000		\$0.35 ⁽¹⁾	10/1/14				
Thomas E. Majerowicz Secretary				\$0.35 ⁽¹⁾	12/22/14				
David Harrell, Former President and CEO	100,000			\$0.35	3/5/14				
Terence J. Hamilton VP of Sales	150,000			\$0.35 ⁽¹⁾	3/5/14				

(1) Options were revalued on October 1, 2009 to \$0.35 per share.

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related

The following table sets forth certain information known to us with respect to the beneficial ownership of our Common Stock as of December 31, 2009, by (1) all persons who are beneficial owners of 5% or more of our voting securities, (2) each director, (3) each executive officer, and (4) all directors and executive officers as a group. The information regarding beneficial ownership of our common stock has been presented in accordance with the rules of the Securities and Exchange Commission. Under these rules, a person may be deemed to beneficially own any shares of capital stock as to which such person, directly or indirectly, has or shares voting power or investment power, and to beneficially own any shares of our capital stock as to which such person has the right to acquire voting or investment power within 60 days through the exercise of any stock option or other right. The percentage of beneficial ownership as to any person as of a particular date is calculated by dividing (a) (i) the number of shares beneficially owned by such person plus (ii) the number of shares as to which such person has the right to acquire voting or investment power within 60 days by (b) the total number of shares outstanding as of such date, plus any shares that such person has the right to acquire from us within 60 days. Including those shares in the tables does not, however, constitute an admission that the named stockholder is a direct or indirect beneficial owner of those shares. Unless otherwise indicated, each person or entity named in the table has sole voting power and investment power (or shares that power with that person's spouse) with respect to all shares of capital stock listed as owned by that person or entity.

Except as otherwise indicated, all shares are owned directly and the percentage shown is based on 12,826,117 shares of common stock issued and outstanding on December 31, 2009. Except as otherwise indicated, the address of each person named in this table is c/o OptimizeRx Corporation, 407 Sixth Street, Rochester, MI 48307.

Title of className and address of beneficial owner		Amount of beneficial ownership	Percent of class
Executive Officers & Directors:			
Common	David Lester ⁽¹⁾	500,000 shares	3.75%
Common	David A. Harrell ⁽²⁾	3,612,250 shares	27.94%
Common	Thomas E. Majerowicz	246,750 shares	1.92%
Common	Terence J. Hamilton ⁽³⁾	595,000 shares	4.58%
Total of All Directors and Executive Officers:		4,954,000 shares	36.49%
More Than 5% Beneficial Owners:			
Common	Cypress Trust ⁽⁴⁾	1,150,000 shares	8.96%
Common	Vicis Capital Master Fund ⁽⁵⁾	9,500,000 shares	42.55%

(1) Includes options to purchase 500,000 shares of common stock at a price of \$0.35 per share.

(2) Includes options to purchase 100,000 shares of common stock at a price of \$0.35 per share.

(3) Includes options to purchase 150,000 shares of common stock at a price of \$0.35 per share.

(4) Linwood C. Meehan III has voting and dispositive control over the shares held by Cypress Trust, which is located at 13750 W. Colonial Dr., Ste. 250-317, Winter Garden, Florida 34787.

(5) Chris Phillips holds investment and dispositive power of the shares held by Vicis Capital Master Fund. Shares beneficially owned represent an aggregate of 9,500,000 shares of Common Stock, consisting of (i) 3,500,000 shares issuable upon the conversion of the Series A Preferred Stock; and (ii) 6,000,000 shares issuable upon the exercise of the Series A Warrants. The selling stockholder has informed us that it is not a broker-dealer or affiliate of a broker-dealer.

Item 13. Certain Relationships and Related Transactions, and Director Independence

Except as follows, none of our directors or executive officers, nor any proposed nominee for election as a director, nor any person who beneficially owns, directly or indirectly, shares carrying more than 5% of the voting rights attached to all of our outstanding shares, nor any members of the immediate family (including spouse, parents, children, siblings, and in-laws) of any of the foregoing persons has any material interest, direct or indirect, in any transaction since the beginning of our last fiscal year on January 1, 2009 or in any presently proposed transaction which, in either case, has or will materially affect us.

§ Please refer to the section titled Executive Compensation for employment agreements with our named executive officers.

§ We engaged David Harrell for management services under a contract that paid him \$48,000 for the period ended April 30, 2008 and \$114,500 for the year ended December 31, 2008. Mr. Harrell became an employee of our company beginning on June 1, 2008.

§ Upon the transfer of the assets and liabilities from the Optimizer Systems, LLC to OptimizeRx Corporation, the LLC members were issued promissory notes totaling \$253,750 under a dilution agreement for a portion of their interests in Optimizer Systems, LLC, except for David Harrell, our director. Under the exchange agreement, dated April 8, 2008, Mr. Harrell is entitled to the same benefits other LLC members received, only against our company in exchange for waiving his anti-dilution rights.

Item 14. Principal Accounting Fees and Services

Below is the table of Audit Fees (amounts in US\$) billed by our auditor in connection with the audit of the Company's annual financial statements for the years ended:

Financial Statements for the Year Ended December 31	Audit Services	Audit Related Fees	Tax Fees	Other Fees
2009	\$23,981	\$0	\$0	\$0
2008	\$16,475	\$0	\$0	\$0

PART IV

Item 15. Exhibits, Financial Statements Schedules

(a) *Financial Statements and Schedules*

The following financial statements and schedules listed below are included in this Form 10-K.
Financial Statements (See Item 8)

(b) *Exhibits*

<u>Exhibit Number</u>	<u>Description</u>
3.1	Articles of Incorporation of OptimizeRx Corporation (the “Company”) ¹ .
3.2	Amended and Restated Bylaws of the Company ¹ .
3.3	Certificate of Designation, filed on September 5, 2008, with the Secretary of State of the State of Nevada by the Company ¹ .
10.1	Agreement Concerning the Exchange of Securities, dated on April 14, 2008 by and among RFID, Ltd., OptimizeRx Corporation and the Security Holders of OptimizeRx Corporation ¹ .
10.2	Securities Purchase Agreement, dated September 8, 2008, by and between the Company and Vicis Capital Master Fund (“Vicis”) ¹ .
10.3	Form of Series A Warrant ¹ .
10.4	Registration Rights Agreement, dated September 8, 2008, by and between the Company and Vicis ¹ .
10.5	Security Agreement, dated September 8, 2008, by and between the Company and Vicis ¹ .
10.6	Guaranty Agreement, dated September 8, 2008, by and between the Company and Vicis ¹ .
10.7	Guarantor Security Agreement, dated September 8, 2008, by and between the Company and Vicis ¹ .
10.8	Form of Partnership Agreement between the Company and Dendrite International, Inc. d/b/a/ Cegedim Dendrite, as entered into on June 24, 2008 ¹ .
10.9	Letter of Intent between the Company and Sudler & Hennessy, dated September 30, 2008 ¹ .
10.10	Employment Agreement David Lester
10.11	Employment Agreement Terry Hamilton
10.12	Employment Agreement David Harrell
10.13	Employment Agreement Addendum Terry Hamilton
10.14	Employment Agreement Addendum David Harrell
21.1	List of Subsidiaries ¹
23.1	Consent of Silberstein Ungar, PLLC
31.1	Section 302 Certification of Principal Executive Officer
32.2	Section 302 Certification of Principal Financial Officer
32.1	Section 906 Certification of Principal Executive Officer and Principal Financial Officer

¹Incorporated by reference to the Form S-1, filed by the Company with the Securities and Exchange Commission on November 12, 2008.

SIGNATURES

In accordance with Section 13 or 15(d) of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

OptimizeRx Corporation

By: /s/ David Lester
David Lester
Chief Executive Officer, Principal Executive Officer,
Chief Financial Officer, Principal Financial Officer, Principal Accounting Officer and Director

March 31, 2010

In accordance with Section 13 or 15(d) of the Exchange Act, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated:

By: /s/ David Harrell
David Harrell
Director
March 31, 2010

By: /s/ Terence J. Hamilton
Terence J. Hamilton
Director
March 31, 2010

By: /s/ Thomas E. Majerowicz
Thomas E. Majerowicz
Director
March 31, 2010

March 30, 2010

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors
OptimizeRx Corporation
Rochester, MI

To Whom It May Concern:

Silberstein Ungar, PLLC hereby consents to the use in the Form 10-K, Annual Report under Section 13 or 15(d) of the Securities Exchange Act of 1934, filed by OptimizeRx Corporation of our report dated March 30, 2010, relating to the consolidated financial statements of OptimizeRx Corporation, a Nevada Corporation, as of and for the periods ending December 31, 2009 and 2008.

Sincerely,

/s/ Silberstein Ungar, PLLC

Silberstein Ungar, PLLC

CERTIFICATIONS

I, David Lester, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 of OptimizeRx Corporation (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's fourth fiscal quarter in the case of an annual report that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 31, 2010

/s/David Lester

By: David Lester

Title: Chief Executive Officer

CERTIFICATIONS

I, David Lester, certify that;

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2009 of OptimizeRx Corporation (the “registrant”);
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s fourth fiscal quarter in the case of an annual report that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting.
5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: March 31, 2010

/s/David Lester

By: David Lester

Title: Chief Financial Officer

CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

In connection with the annual Report of OptimizeRx Corporation (the "Company") on Form 10-K for the year ended December 31, 2009 filed with the Securities and Exchange Commission (the "Report"), I, David Lester, Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/David Lester

Name: David Lester

Title: Principal Executive Officer,
Principal Financial Officer and Director

Date: March 31, 2010

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.



EMPLOYMENT AGREEMENT

THIS AGREEMENT, made and entered into this March 20th day of 2009, by and between OptimizeRx Corporation, a Nevada Company, hereinafter referred to as "Employer" and David Lester, hereinafter referred to as the "Employee".

Recitals

The Employer is engaged in the business of internet marketing, sales, and product promotion, and desires the Employee as Chief Executive Officer

IT IS THEREFORE AGREED:

Term of Employment

1. The Employer hereby employs the Employee and the Employee hereby accepts employment with the Employer beginning on the 1 st day of April, 2009.

Duties of Employee

2. As CEO, you are responsible for the overall planning and execution of the company, including directing management to reach the corporate goals and objectives as outlined by the board. See Appendix A: CEO Job Description for further details of overall responsibilities.

Change in Duties

(c) The principal duties of the Employee, as specified in Paragraph 2 of this Agreement, may be changed at any time by the mutual consent of the Employer and the Employee. Notwithstanding any such change, the employment of the Employee shall be construed as continuing under this Agreement as modified.

Effect of Disability

(d) If the Employee at any time during the term of this Agreement should be unable to perform his duties under this Agreement because of personal injury, illness, or any other cause, the Employer may assign the Employee to other duties, and the compensation to be paid thereafter to

the Employee shall be determined by the Employer in its sole discretion. If the Employee is unwilling to accept the modification in duties and compensation made by the Employer, or if the Employee's inability to perform is of such extent as to make a modification of duties hereunder not feasible, this Agreement shall terminate within 90 days.

Place of Performance

3. At the commencement of this employment, the Employee shall perform his duties at the office of the Employer located at 407 Sixth Street, Rochester, MI 48307. However, at any time deemed necessary or advisable by the Employer for business purposes, the Employee shall work at such other place or places as may be determined by the Employer.

Hours of Employment

4. The Employee shall work 8+ hours daily during the periods to be designated by the Employer and 5 days each week, for a total of 40+ hours per week actually devoted to the business of the Employer.

Engaging in Other Employment

5. The Employee shall devote his entire productive time, ability, and attention during the normal business hours to the business of the Employer. The Employee shall not, during the term of this Agreement, directly or indirectly, render any services of a business, commercial, or a professional nature, whether for compensation or otherwise, to any person or organization which competes, directly or indirectly, with the business of the employer, without the prior written consent of the Employer.

Compensation

6. As compensation for services rendered under this Agreement, the Employee shall be entitled to receive from the Employer a salary of \$ 150,000 per year, payable in semi-monthly installments in which such payment becomes due, prorated for any partial employment period. In addition, David Lester is eligible for additional quarterly and annual bonus compensation, stock options and stock grants based on performance metrics outlined by the board of directors. This includes stock options of 500,000 at hire, with 25% immediately vested and 25% vested after completion of each quarter of hire.

Employee Benefit Plans

7. The Employee shall be entitled to participate in any qualified pension plan, qualified profit-sharing plan, medical or dental reimbursement plan, group term life insurance plan, or any other employee benefit plan which is presently existing or which may be established in the future by the Employer. Such right to participation shall be in

accordance with the terms of the particular plans involved.

Paid Vacations

8. The Employee shall immediately have an annual vacation leave of 3 weeks in 2009 and 4 weeks within following calendar at full pay. The time for such vacation shall be selected by the Employee, but must be approved by the Employer.

Holidays

9. The Employee shall be entitled to full payment on each traditional.

Paid Sick Leave

10. The Employee shall be entitled to 5 days per year as sick leave with full pay. Such sick leave can be accumulated up to a total of 10 days or without limitation.

Business Expenses

11. The Employer, in accordance with the rules and regulations that it may issue from time to time, shall reimburse the Employee for business expenses properly incurred during the performance of his duties.

Termination of Employment

12.

(a) If the Employee willfully breaches or habitually neglects the duties which he is required to perform under the terms of this Agreement, the Employer may at its option terminate this Agreement by giving 14 days' written notice of termination to the Employee, without prejudice to any other remedy to which the Employer may be entitled either at law, in equity, or under this Agreement; or

(b) The employment of the Employee shall continue only for as long as the services rendered by him are satisfactory to the Employer, regardless of any other provision contained in this Agreement. The Employer shall be the sole judge as to whether the services of the Employee are satisfactory; or

(c) This Agreement may be terminated without cause by either party giving 15 days' notice of termination to the other party. Such termination shall not prejudice any other remedy to which either party may be entitled either at law, in equity, or under this Agreement.

Severance Pay

13. In the event of the termination of this Agreement prior to the completion of the term of the employment specified herein, the Employee shall be entitled to the compensation earned by him prior to the date of termination as provided for in this Agreement, computed pro rata up to and including that date. In addition, if the Employer terminates the employment of the Employee, the Employee shall be entitled to receive a cash severance pay in an amount equal to 1 month of salary.

Amendment and Waiver

14. Any provision of this Agreement may be altered or amended by a written document signed by both parties hereto setting forth such alteration or amendment without affecting the obligations created by the other provisions of this Agreement. The Employer and the Employee agree that the failure to enforce any provision or obligation under this Agreement shall not constitute a waiver thereof or serve as a bar to the subsequent enforcement of such provision or obligation or any other provision or obligation under this Agreement.

Survival of Covenants

15. This Agreement shall be binding upon any successors or heirs or representatives of the parties hereto. The restrictive covenants and promises of the Employee contained in this Agreement shall survive any termination or rescission of this Agreement unless the Employer executes a written agreement specifically releasing the Employee from such covenants.

Governing Law

16. This Agreement is to be construed in accordance with the laws of the State of Michigan.

Construction

17. Throughout this Agreement, the use of the singular number shall be construed to include the plural, the plural the singular, and the use of any gender shall include all genders, whenever required by the context.

Obligation to Execute Documents

18. Each party to this Agreement shall, from time to time, upon request by the other party, execute any additional documents which reasonably may be required to effectuate the purposes of this Agreement.

Severability

19. If any provision of this Agreement is held invalid by any tribunal in a final decision from which no appeal is or can be taken, such provision shall be deemed modified to eliminate the invalid element, and, as so modified, such provision shall be deemed a part of this Agreement. If it is not possible to modify any such provision to eliminate the invalid element, such provision shall be deemed eliminated from this Agreement. The invalidity of any provision of this Agreement shall not affect the force and effect of the remaining provisions.

Notices and Written Consents

20. All notices or written consents to be given hereunder by either party to the other may be effected either by personal delivery or by registered or certified mail, return receipt requested. When mailed, notices or written consents shall be addressed to the parties at the addresses appearing above, unless a party has notified the other party of a change in address. Personal delivery to the Employer of any notice or written consent may be effected by personal delivery to the Employee's immediate supervisor at his place of employment. Notice shall be considered communicated, and consent shall be considered given, as of the date it is actually received.

Executed at 407 Sixth Street, Rochester, Michigan, on the day and year first above written.

Employer:

/s/ David Harrell

David Harrell, Chairman

Employee:

/s/ David Lester

Appendix A: CEO JOB DESCRIPTION

Job Title: Chief Executive

Key Function:

To implement the strategic goals and objectives of the organization to accelerate profitability and growth of company. The CEO/ Director is a major contributor to the long-term vitality, viable development and autonomy of the company. The CEO/ Director reports to the Chair of the Board and is responsible to the Board of Directors.

Major Duties/ Accountabilities:

1. Board Administration and Support -- Supports operations and administration of Board by advising and informing Board members, interfacing between Board and staff, and supporting Board's evaluation of chief executive
2. Program, Product and Service Delivery -- Oversees design, marketing, promotion, delivery and quality of existing and new programs, products and services.
3. Financial, Tax, Risk and Facilities Management -- Recommends yearly budget for Board approval and prudently manages organization's resources within those budget guidelines according to current laws and regulations. Responsible for overseeing and final preparation of all filings as required by SEC.
4. Human Resource Management -- Effectively manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations
5. Community, Public and Investor Relations -- Assures the organization and its mission, programs, products and services are consistently presented in strong, positive image to relevant stakeholders.



EMPLOYMENT AGREEMENT

THIS AGREEMENT, made and entered into this August 1st day of 2008, by and between OptimizeRx Corporation, a Colorado Company, hereinafter referred to as "Employer" and Terry Hamilton, hereinafter referred to as the "Employee".

Recitals

The Employer is engaged in the business of internet marketing, sales, and product promotion, and desires the Employee as Vice President of Sales.

IT IS THEREFORE AGREED:

Term of Employment

1. The Employer hereby employs the Employee and the Employee hereby accepts employment with the Employer beginning on the 1st day of August, 2008. This Agreement may be terminated prior to its expiration date as hereinafter provided.

Duties of Employee

2. VP of Sales full responsibilities, as outlined in the VP Sales job description, include directing and achieving overall corporate sales goals. This includes direct new business activities with key prospects, managing sales personal and overall sales strategies. You will also advise and consult on general marketing and business matters as a senior management within company.

Change in Duties

(c) The principal duties of the Employee, as specified in Paragraph 2 of this Agreement, may be changed at any time by the mutual consent of the Employer and the Employee. Notwithstanding any such change, the employment of the Employee shall be construed as continuing under this Agreement as modified.

Effect of Disability

(d) If the Employee at any time during the term of this Agreement

should be unable to perform his duties under this Agreement because of personal injury, illness, or any other cause, the Employer may assign the Employee to other duties, and the compensation to be paid thereafter to the Employee shall be determined by the Employer in its sole discretion. If the Employee is unwilling to accept the modification in duties and compensation made by the Employer, or if the Employee's inability to perform is of such extent as to make a modification of duties hereunder not feasible, this Agreement shall terminate within 90 days.

Place of Performance

3. At the commencement of this employment, the Employee shall perform his duties at the office of the Employer located at 407 Sixth Street, Rochester, MI 48307. However, at any time deemed necessary or advisable by the Employer for business purposes, the Employee shall work at such other place or places as may be determined by the Employer.

Hours of Employment

4. The Employee shall work 8+ hours daily during the periods to be designated by the Employer and 5 days each week, for a total of 40+ hours per week actually devoted to the business of the Employer.

Engaging in Other Employment

5. The Employee shall devote his entire productive time, ability, and attention during the normal business hours to the business of the Employer. The Employee shall not, during the term of this Agreement, directly or indirectly, render any services of a business, commercial, or a professional nature, whether for compensation or otherwise, to any person or organization which competes, directly or indirectly, with the business of the employer, without the prior written consent of the Employer.

Compensation

6. As compensation for services rendered under this Agreement, the Employee shall be entitled to receive from the Employer a salary of \$ 120,000 per year, payable in 12 equal installments of \$10,000 on the last working day of the week in which such payment becomes due, prorated for any partial employment period. In addition, Terry Hamilton is eligible for additional quarterly and annual bonus compensation, stock options and stock grants based on performance metrics outlined by his direct supervisor.

Employee Benefit Plans

7. The Employee shall be entitled to participate in any qualified pension plan, qualified profit-sharing plan, medical or dental reimbursement plan, group term life insurance plan, or any other employee benefit plan which is presently existing or which may be established in the future by the Employer. Such right to participation shall be in accordance with the terms of the particular plans involved.

Paid Vacations

8. The Employee shall immediately have an annual vacation leave of 3 weeks at full pay. The time for such vacation shall be selected by the Employee, but must be approved by the Employer.

Holidays

9. The Employee shall be entitled to full payment on each traditional.

Paid Sick Leave

10. The Employee shall be entitled to 5 days per year as sick leave with full pay. Such sick leave can be accumulated up to a total of 10 days or without limitation.

Business Expenses

11. The Employer, in accordance with the rules and regulations that it may issue from time to time, shall reimburse the Employee for business expenses properly incurred during the performance of his duties.

Termination of Employment

12.

(a) If the Employee willfully breaches or habitually neglects the duties which he is required to perform under the terms of this Agreement, the Employer may at its option terminate this Agreement by giving 14 days' written notice of termination to the Employee, without prejudice to any other remedy to which the Employer may be entitled either at law, in equity, or under this Agreement; or

(b) The employment of the Employee shall continue only for as long as the services rendered by him are satisfactory to the Employer, regardless of any other provision contained in this Agreement. The Employer shall be the sole judge as to whether the services of the Employee are satisfactory; or

(c) This Agreement may be terminated without cause by either party giving 3 days' notice of termination to the other party. Such termination shall not prejudice any other remedy to which either party may be entitled either at law, in equity, or under this Agreement.

Severance Pay

13. In the event of the termination of this Agreement prior to the completion of the term of the employment specified herein, the Employee shall be entitled to the compensation earned by him prior to the date of termination as provided for in this Agreement, computed pro rata up to and including that date. In addition, if the Employer terminates the employment of the Employee for reasons other than willful breach or habitual neglect of duty, the Employee shall be entitled to receive a cash severance pay in an amount equal to 2 months salary.

Amendment and Waiver

14. Any provision of this Agreement may be altered or amended by a written document signed by both parties hereto setting forth such alteration or amendment without affecting the obligations created by the other provisions of this Agreement. The Employer and the Employee agree that the failure to enforce any provision or obligation under this Agreement shall not constitute a waiver thereof or serve as a bar to the subsequent enforcement of such provision or obligation or any other provision or obligation under this Agreement.

Survival of Covenants

15. This Agreement shall be binding upon any successors or heirs or representatives of the parties hereto. The restrictive covenants and promises of the Employee contained in this Agreement shall survive any termination or rescission of this Agreement unless the Employer executes a written agreement specifically releasing the Employee from such covenants.

Governing Law

16. This Agreement is to be construed in accordance with the laws of the State of Michigan.

Construction

17. Throughout this Agreement, the use of the singular number shall be construed to include the plural, the plural the singular, and the use of any gender shall include all genders, whenever required by the context.

Obligation to Execute Documents

18. Each party to this agreement shall, from time to time, upon request by the other party, execute any additional documents which reasonably may be required to effectuate the purposes of this Agreement.

Severability

19. If any provision of this Agreement is held invalid by any tribunal in a final decision from which no appeal is or can be taken, such provision shall be deemed modified to eliminate the invalid element, and, as so modified, such provision shall be deemed a part of this Agreement. If it is not possible to modify any such provision to eliminate the invalid element, such provision shall be deemed eliminated from this Agreement. The invalidity of any provision of this Agreement shall not affect the force and effect of the remaining provisions.

Notices and Written Consents

20. All notices or written consents to be given hereunder by either party to the other may be effected either by personal delivery or by registered or certified mail, return receipt requested. When mailed, notices or written consents shall be addressed to the parties at the addresses appearing above, unless a party has notified the other party of a change in address. Personal delivery to the Employer of any notice or written consent may be effected by personal delivery to the Employee's immediate supervisor at his place of employment. Notice shall be considered communicated, and consent shall be considered given, as of the date it is actually received.

Executed at 407 Sixth Street, Rochester, Michigan, on the day and year first above written.

Employer:

/s/ David Harrell

Employee:

/s/ Terry Hamilton



EMPLOYMENT AGREEMENT

THIS AGREEMENT, made and entered into this June 1st day of 2008, by and between OptimizeRx Corporation, a Colorado Company, hereinafter referred to as "Employer" and David Harrell, hereinafter referred to as the "Employee".

Recitals

The Employer is engaged in the business of internet marketing, sales, and product promotion, and desires the Employee as & Chief Executive Officer

IT IS THEREFORE AGREED:

Term of Employment

1. The Employer hereby employs the Employee and the Employee hereby accepts employment with the Employer beginning on the 1st day of May, 2008. This Agreement is for a period of four years and may be terminated prior to its expiration date as hereinafter provided.

Duties of Employee

2. As CEO, you are responsible for the overall planning and execution of the company, including directing senior management to reach the corporate goals and objectives as outlined by the board.

Change in Duties

(c) The principal duties of the Employee, as specified in Paragraph 2 of this Agreement, may be changed at any time by the mutual consent of the Employer and the Employee. Notwithstanding any such change, the employment of the Employee shall be construed as continuing under this Agreement as modified.

Effect of Disability

(d) If the Employee at any time during the term of this Agreement should be unable to perform his duties under this Agreement because of

personal injury, illness, or any other cause, the Employer may assign the Employee to other duties, and the compensation to be paid thereafter to the Employee shall be determined by the Employer in its sole discretion. If the Employee is unwilling to accept the modification in duties and compensation made by the Employer, or if the Employee's inability to perform is of such extent as to make a modification of duties hereunder not feasible, this Agreement shall terminate within 90 days.

Place of Performance

3. At the commencement of this employment, the Employee shall perform his duties at the office of the Employer located at 407 Sixth Street, Rochester, MI 48307. However, at any time deemed necessary or advisable by the Employer for business purposes, the Employee shall work at such other place or places as may be determined by the Employer.

Hours of Employment

4. The Employee shall work 8+ hours daily during the periods to be designated by the Employer and 5 days each week, for a total of 40+ hours per week actually devoted to the business of the Employer.

Engaging in Other Employment

5. The Employee shall devote his entire productive time, ability, and attention during the normal business hours to the business of the Employer. The Employee shall not, during the term of this Agreement, directly or indirectly, render any services of a business, commercial, or a professional nature, whether for compensation or otherwise, to any person or organization which competes, directly or indirectly, with the business of the employer, without the prior written consent of the Employer.

Compensation

6. As compensation for services rendered under this Agreement, the Employee shall be entitled to receive from the Employer a salary of \$ 144,000 per year, payable in 12 equal installments of \$12,000 on the last working day of the week in which such payment becomes due, prorated for any partial employment period. Within each twelve month anniversary, a 5% cost of living increase the monthly salary will take place along with any additional raise as determined by the board. In addition, David Harrell is eligible for additional quarterly and annual bonus compensation, stock options and stock grants based on performance metrics outlined by the board of directors.

Employee Benefit Plans

7. The Employee shall be entitled to participate in any qualified pension plan,

qualified profit-sharing plan, medical or dental reimbursement plan, group term life insurance plan, or any other employee benefit plan which is presently existing or which may be established in the future by the Employer. Such right to participation shall be in accordance with the terms of the particular plans involved.

Paid Vacations

8. The Employee shall immediately have an annual vacation leave of 4 weeks at full pay. The time for such vacation shall be selected by the Employee, but must be approved by the Employer.

Holidays

9. The Employee shall be entitled to full payment on each traditional.

Paid Sick Leave

10. The Employee shall be entitled to 5 days per year as sick leave with full pay. Such sick leave can be accumulated up to a total of 10 days or without limitation.

Business Expenses

11. The Employer, in accordance with the rules and regulations that it may issue from time to time, shall reimburse the Employee for business expenses properly incurred during the performance of his duties.

Termination of Employment

12.

(a) If the Employee willfully breaches or habitually neglects the duties which he is required to perform under the terms of this Agreement, the Employer may at its option terminate this Agreement by giving 14 days' written notice of termination to the Employee, without prejudice to any other remedy to which the Employer may be entitled either at law, in equity, or under this Agreement; or

(b) The employment of the Employee shall continue only for as long as the services rendered by him are satisfactory to the Employer, regardless of any other provision contained in this Agreement. The Employer shall be the sole judge as to whether the services of the Employee are satisfactory; or

(c) This Agreement may be terminated without cause by either

party giving 3 days' notice of termination to the other party. Such termination shall not prejudice any other remedy to which either party may be entitled either at law, in equity, or under this Agreement.

Severance Pay

13. In the event of the termination of this Agreement prior to the completion of the term of the employment specified herein, the Employee shall be entitled to the compensation earned by him prior to the date of termination as provided for in this Agreement, computed pro rata up to and including that date. In addition, if the Employer terminates the employment of the Employee, the Employee shall be entitled to receive a cash severance pay in an amount equal to 24 month's salary.

Amendment and Waiver

14. Any provision of this Agreement may be altered or amended by a written document signed by both parties hereto setting forth such alteration or amendment without affecting the obligations created by the other provisions of this Agreement. The Employer and the Employee agree that the failure to enforce any provision or obligation under this Agreement shall not constitute a waiver thereof or serve as a bar to the subsequent enforcement of such provision or obligation or any other provision or obligation under this Agreement.

Survival of Covenants

15. This Agreement shall be binding upon any successors or heirs or representatives of the parties hereto. The restrictive covenants and promises of the Employee contained in this Agreement shall survive any termination or rescission of this Agreement unless the Employer executes a written agreement specifically releasing the Employee from such covenants.

Governing Law

16. This Agreement is to be construed in accordance with the laws of the State of Michigan.

Construction

17. Throughout this Agreement, the use of the singular number shall be construed to include the plural, the plural the singular, and the use of any gender shall include all genders, whenever required by the context.

Obligation to Execute Documents

18. Each party to this Agreement shall, from time to time, upon request by the other party, execute any additional documents which reasonably may be required to effectuate the purposes of this Agreement.

Severability

19. If any provision of this Agreement is held invalid by any tribunal in a final decision from which no appeal is or can be taken, such provision shall be deemed modified to eliminate the invalid element, and, as so modified, such provision shall be deemed a part of this Agreement. If it is not possible to modify any such provision to eliminate the invalid element, such provision shall be deemed eliminated from this Agreement. The invalidity of any provision of this Agreement shall not affect the force and effect of the remaining provisions.

Notices and Written Consents

20. All notices or written consents to be given hereunder by either party to the other may be effected either by personal delivery or by registered or certified mail, return receipt requested. When mailed, notices or written consents shall be addressed to the parties at the addresses appearing above, unless a party has notified the other party of a change in address. Personal delivery to the Employer of any notice or written consent may be effected by personal delivery to the Employee's immediate supervisor at his place of employment. Notice shall be considered communicated, and consent shall be considered given, as of the date it is actually received.

Executed at 407 Sixth Street, Rochester, Michigan, on the day and year first above written.

Employer:

/s/ David Harrell

Employee:

/s/ David Harrell



Employment Agreement Addendum

For

Terry Hamilton

3/18/2010

This addendum is to reference increase in base compensation for Terry Hamilton as follows:

1-09 thru 8-09 Compensations was \$10,500 per month

9-09 to current level Compensation is \$12,500 per month

Executed at 407 Sixth Street, Rochester, Michigan on 3/18/2010

Employer:

/s/ David Harrell

Employee:

/s/ Terry Hamilton



Employment Agreement Addendum

For

David Harrell

3/18/2010

This addendum is to reference increase in base compensation for David Harrell as follows:

6-09 to current level Compensations is \$12,667 per month

Executed at 407 Sixth Street, Rochester, Michigan on 3/18/2010

Employer:

/s/ David Harrell

Employee:

/s/ David Harrell