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UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D

OMB APPROVAL	
OMB Number:	3235-0076
Estimated average burden hours per response:	4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001448431](#)
Name of Issuer [OptimizeRx Corp](#)
Jurisdiction of Incorporation/Organization [NV](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year) [2008](#)
 Yet to Be Formed

Previous Names None

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [OptimizeRx Corp](#)
Street Address 1 [407 SIXTH STREET](#)
City [ROCHESTER](#) State/Province/Country [MI](#) ZIP/PostalCode [48307](#) Phone Number of Issuer [248-651-6558](#)
Street Address 2

3. Related Persons

Last Name [Lester](#) First Name [David](#) Middle Name
Street Address 1 [407 Sixth Street](#) Street Address 2
City [Rochester](#) State/Province/Country [MI](#) ZIP/PostalCode [48307](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Harrell](#) First Name [David](#) Middle Name
Street Address 1 [407 Sixth Street](#) Street Address 2
City [Rochester](#) State/Province/Country [MI](#) ZIP/PostalCode [48307](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Majerowicz](#) First Name [Thomas](#) Middle Name
Street Address 1 [407 Sixth Street](#) Street Address 2

City Rochester State/Province/Country MI ZIP/PostalCode 48307

Relationship: [] Executive Officer [X] Director [] Promoter

Clarification of Response (if Necessary):

Last Name Hamilton First Name Terrence Middle Name
Street Address 1 407 Sixth Street Street Address 2
City Rochester State/Province/Country MI ZIP/PostalCode 48307
Relationship: [X] Executive Officer [X] Director [] Promoter

Clarification of Response (if Necessary):

4. Industry Group

- [] Agriculture
[] Banking & Financial Services
[] Commercial Banking
[] Insurance
[] Investing
[] Investment Banking
[] Pooled Investment Fund
[] Health Care
[] Biotechnology
[] Health Insurance
[] Hospitals & Physicians
[] Pharmaceuticals
[] Other Health Care
[] Manufacturing
[] Real Estate
[] Commercial
[] Construction
[] REITS & Finance
[] Residential
[] Other Real Estate
[] Retailing
[] Restaurants
Technology
[] Computers
[] Telecommunications
[] Other Technology
Travel
[] Airlines & Airports
[] Lodging & Conventions
[] Tourism & Travel Services
[] Other Travel
[] Other

5. Issuer Size

- Revenue Range OR Aggregate Net Asset Value Range
[] No Revenues [] No Aggregate Net Asset Value
[X] \$1 - \$1,000,000 [] \$1 - \$5,000,000
[] \$1,000,001 - \$5,000,000 [] \$5,000,001 - \$25,000,000
[] \$5,000,001 - \$25,000,000 [] \$25,000,001 - \$50,000,000
[] \$25,000,001 - \$100,000,000 [] \$50,000,001 - \$100,000,000
[] Over \$100,000,000 [] Over \$100,000,000
[] Decline to Disclose [] Decline to Disclose

Not Applicable

Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

Rule 504(b)(1) (not (i), (ii) or (iii))

Rule 504 (b)(1)(i)

Rule 504 (b)(1)(ii)

Rule 504 (b)(1)(iii)

Rule 505

Rule 506

Securities Act Section 4(5)

Investment Company Act Section 3(c)

Section 3(c)(1)

Section 3(c)(2)

Section 3(c)(3)

Section 3(c)(4)

Section 3(c)(5)

Section 3(c)(6)

Section 3(c)(7)

Section 3(c)(9)

Section 3(c)(10)

Section 3(c)(11)

Section 3(c)(12)

Section 3(c)(13)

Section 3(c)(14)

7. Type of Filing

New Notice Date of First Sale 2008-09-08 First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

Equity

Debt

Option, Warrant or Other Right to Acquire Another Security

Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security

Pooled Investment Fund Interests

Tenant-in-Common Securities

Mineral Property Securities

Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient

Midtown Partners

(Associated) Broker or Dealer None

Midtown Partners

Street Address 1

4218 West Linebaugh Avenue

City

Tampa

State(s) of Solicitation (select all that apply) All States Foreign/non-US

Recipient CRD Number None

104223

(Associated) Broker or Dealer CRD Number None

104223

Street Address 2

State/Province/Country

FL

ZIP/Postal Code

33624

NY

13. Offering and Sales Amounts

Total Offering Amount \$3,500,000 USD or Indefinite
Total Amount Sold \$3,500,000 USD
Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$0 USD Estimate
Finders' Fees \$350,000 USD Estimate

Clarification of Response (if Necessary):

The Company paid finder's fees of \$350,000 and issued 7 year warrants to purchase 600,000 shares at \$2.00 per share and 7 year warrants to purchase 350,000 shares at \$1.00 per share

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Rule 505 exemption, the issuer is not disqualified from relying on Rule 505 for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
OptimizeRx Corp	/s/H David Lester	H. David Lester	CEO	2009-05-21

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
