FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington,	D.C. 20549
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OMB APPROVAL								
OMB Number:	3235-0287							
Estimated average burden								
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Name and Address of Reporting Person* <u>KLEMA CATHY</u>			<u>O</u> p	2. Issuer Name and Ticker or Trading Symbol OptimizeRx Corp [ OPRX ]						(Ch	Relationship leck all appli X Direct	cable)	Person(s) to Is				
(Last)	(Fi	rst) (	(Middle)		3. Date of Earliest Transaction (Month/Day/Year) 02/02/2024							Office below	(give title	Other ( below)	specify		
C/O OPTIMIZERX CORPORATION				4. 1	If Amendment, Date of Original Filed (Month/Day/Year)						6.1	6. Individual or Joint/Group Filing (Check Applicable					
260 CHARLES STREET, SUITE 302				,, <b>3</b>						Lin	Line)						
				-										rm filed by One Reporting Person rm filed by More than One Reporting			
(Street)			22450										Perso		tnan One Repo	orting	
WALTHAM MA 02459		J2459		Pule 10h5 1(e) Transaction Indication								<u> </u>					
(City)	(0)	tate) (	(Zin)	_   \	Rule 10b5-1(c) Transaction Indication												
(Oity)	(3)	(ate)	(Zip)  Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.								lan that is intend	ed to					
	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned																
1. Title of Security (Instr. 3)  2. Transac Date (Month/Date)					Execution Date,		e, Transaction Di Code (Instr. 5)		Dispose	I. Securities Acquired (A Disposed Of (D) (Instr. 3, D)		Benefic Owned	es Formially (D) (I) (I)	i. Ownership Form: Direct D) or Indirect I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership		
								Code	v	Amount	ınt (A) or (D)		Reporte Transac (Instr. 3	tion(s)		(Instr. 4)	
	Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)																
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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	Transa Code (	4. Transaction Code (Instr. 8)		of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D) or Indirect (I) (Instr. 4	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable		xpiration ate	Title	Amount or Number of Shares					
Restricted Stock Units	(1)	02/02/2024		A		5,109		(2)		(2)	Common Stock	5,109	\$0	5,109	D		

## **Explanation of Responses:**

- 1. Each restricted stock unit represents a contingent right to receive one share of OptimizeRx common stock.
- 2. The restricted stock units will vest in full on the first anniversary of the date of grant.

## Remarks:

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

/s/ Marion Odence-Ford, by Power of Attorney

02/06/2024

\*\* Signature of Reporting Person

Date

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

- \* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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