SEC Form 4

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL OMB Number: 3235-0287

Estimated average burden	
hours per response:	0.5

1. Name and Address of Reporting Person* BAKER DOUGLAS P			2. Issuer Name and Ticker or Trading Symbol <u>OptimizeRx Corp</u> [OPRX]		ionship of Reporting Persor all applicable) Director Officer (give title	n(s) to Issuer 10% Owner Other (specify
(Last) 400 WATER ST	(First) REET, SUITE 200	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 03/31/2017	X	below) CHIEF FINANCIAL	below)
(Street) ROCHESTER	МІ	48307	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indivi Line) X	dual or Joint/Group Filing (C Form filed by One Reporti Form filed by More than C	ng Person
(City)	(State)	(Zip) able I - Non-Deriva	ative Securities Acquired, Disposed of, or Benefic	ially O	Person wned	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Transaction Code (Instr.		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			Beneficially Owned Following	(I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership
			Code	v	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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)	4. Transa Code (8)				6. Date Exerci Expiration Dat (Month/Day/Ye	e	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	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		Transaction(s) (Instr. 4)		
Stock Option	\$0.82	03/31/2017	03/31/2017	Α		200,000		01/01/2018 ⁽¹⁾	03/31/2022	Common Stock	200,000	\$0	400,000	D	
Stock Option	\$0.82	03/31/2017	03/31/2017	A		100,000		09/30/2017 ⁽²⁾	03/31/2022	Common Stock	100,000	\$0	500,000	D	

Explanation of Responses:

1. The Stock Options were issued based on performance criteria and only vest upon target revenue achieved in 2017.

2. The Stock Options will vest as to 50% of the shares on September 30, 2017 and 50% of the shares on March 31, 2018.

/s/ Doug Baker

** Signature of Reporting Person Date

04/04/2017

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

 \ast 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.