

| OMB APPROVAL                                 |           |
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**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

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

|  |  |   |
|--|--|---|
| 1. Name and Address of Reporting Person*<br><u>FEBBO WILLIAM J</u><br><br>(Last) (First) (Middle)<br>400 WATER STREET, SUITE 200<br><br>(Street)<br>ROCHESTER MI 48307<br><br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>OptimizeRx Corp [ OPRX ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><br><input checked="" type="checkbox"/> Director 10% Owner<br><br><input checked="" type="checkbox"/> Officer (give title below) Other (specify below)<br><b>CHIEF EXECUTIVE OFFICER</b> |
|  | 3. Date of Earliest Transaction (Month/Day/Year)<br>03/24/2021                 |   |
| 4. If Amendment, Date of Original Filed (Month/Day/Year)   |  |   |

**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) | 3. Transaction Code (Instr. 8) |   | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5) |            |         | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|---------|---|--|--|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price   |   |  |  |
| Common Stock                    | 03/24/2021                           |  | S                              |   | 20,000  | D          | \$50.5  | 273,278   | D  |  |
| Common Stock                    | 03/25/2021                           |  | S                              |   | 80,000  | D          | \$46.1  | 193,278   | D  |  |
| Common Stock                    | 03/25/2021                           |  | M                              |   | 394,739   | A          | \$3.21  | 588,017   | D  |  |
| Common Stock                    | 03/25/2021                           |  | F                              |   | 26,710  | D          | \$47.44 | 561,307   | D  |  |

**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. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) |     | 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) | 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 |
| Stock Option                               | \$3.21   | 03/25/2021                           |  | M                              |   | 394,739  |     | 02/22/2019   | 05/21/2021      | Common Stock  | 394,739                                    | (I)  | 0   | D  |       |

**Explanation of Responses:**

1. The transactions reported in the above Table 1 Rows 3 and 4 reflect the cashless exercise of a soon to expire stock option. The cashless exercise of the option is reported in two lines. The first line of the cashless exercise transaction is coded M in Column 3 of Table 1 and reports in Column 4 the number of shares issuable upon exercise of the option had cash been paid to exercise the option, together with the exercise price with code A for acquired. The line coded F in Column 3 of Table 1 relates to the same cashless exercise on the preceding line and reports in Column 4 the number of shares deducted from the total number of shares issuable to pay for the cashless exercise of such options with code D for disposal. The price in Column D reflects the closing price on the date of the cashless exercise. The number of shares on a net basis is actually owned by the Reporting Person after the cashless exercise. The transactions reported in Table II above reflect the disposition of the same stock option whose cashless exercise is disclosed in Table I above. The sales reflected in Table 1, Rows 1 and 2, were sales to generate funds to pay the taxes associated with the cashless exercise.

/s/ William Febbo

03/26/2021

\*\* 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.