

SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): March 23, 2018

OptimizeRx Corporation

(Exact name of registrant as specified in its charter)

Nevada

(State or other jurisdiction
of incorporation)

000-53605

(Commission File Number)

26-1265381

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

400 Water Street, Suite 200, Rochester, MI

(Address of principal executive offices)

48307

(Zip Code)

Registrant's telephone number, including area code: 248.651.6568

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

SECTION 5 – Corporate Governance and Management

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective March 23, 2018, we have appointed Messrs. Patrick Spangler and Bryan Archambault as members of our Board of Directors.

Mr. Spangler currently serves as Chief Financial Officer of VigiLanz Corporation, a privately held firm in health care information technology. He brings more than 30 years of experience in the health care industry, executing domestic and international growth and exit strategies. He has helped lead high-performance, emerging growth firms, as well as large publically traded companies and has also served in the private equity sector successfully improving operational results with a broad array of portfolio companies. Prior to VigiLanz Corporation, he served as Executive Vice President and Chief Financial Officer of Healthland, Inc. an EHR Company serving the critical access hospital market; Epocrates (EPOC) which he took public in 2011 and was acquired by Athena Health, ev3 (EVVV) which he took public in 2005 and was acquired by Covidien, and EMPI (EMPI) which was acquired by Encore Medical (ENMC). Mr. Spangler holds a B.S. in accounting and an M.B.T. in business taxation from the University of Minnesota and a M. B. A. from the University of Chicago Booth Graduate School of Business. He currently is a member of the Board of Directors of Lifespace Communities Inc and previously served on the Board of Directors of Urologix Inc. (ULGX).

Mr. Archambault is currently the Chief Marketing Officer of greyhealth group and has been since 2010. He has a diverse background that started 20+ years ago in the sales and customer-marketing space. He brought that experience and insight to brand strategy and multichannel marketing for healthcare clients in biopharma, OTC and animal health. He does not serve on the boards of any other public companies.

Mr. Archambault will represent WPP, a strategic investor in our company, replacing Ms. Lynn O'Connor Vos in this role. Ms. Vos, who left her position as CEO of WPP's subsidiary, greyhealth group, to become CEO of the Muscular Dystrophy Association, will remain on our Board of Directors, as now an independent director. Following these appointments, our Board of Directors will be comprised of six board members, with four serving as independent directors.

Aside from the foregoing, there were no arrangements or understandings between either Messrs. Spangler or Archambault and any other persons pursuant to which they were selected as members of our Board of Directors. There are no transactions in which either has an interest requiring disclosure pursuant to Item 404(a) of Regulation S-K.

As non-employee directors, Mr. Spangler and Ms. Vos will be entitled to participate in our Director Compensation Plan.

Also, effective March 23, 2018, because of internal limitations on the size of our Board, Dr. Jack Pinney resigned as a member of our Board of Directors to make room for the new members. There was no known disagreement with Dr. Pinney on any matter relating to our operations, policies or practices. Dr. Pinney continues to serve on our Medical Advisory Board, which is now comprised of five leading physicians.

We have not yet selected committee members for our newly created audit committee and we are currently reassigning board members to serve on our other committees as a result of Mr. Pinney's resignation. It is expected that Mr. Spangler will serve on the audit committee and that his education and financial experience make him qualified to serve as an audit committee financial expert under applicable Securities and Exchange Commission regulations.

We issued a press release on March 27, 2018 announcing the appointment of Messrs. Spangler and Archambault to our Board of Directors. A copy of the press release is attached hereto as Exhibit 99.1.

ITEM 8 – OTHER EVENTS

Item 8.01 Other Events

On March 23, 2018, our Board of Directors established and audit committee and adopted an Audit Committee Charter, a copy of which is attached hereto as Exhibit 99.2.

SECTION 9 – FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated March 27, 2018
99.2	Audit Committee Charter

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

OptimizeRx Corporation

/s/ Doug Baker

Doug Baker
Chief Financial Officer

Date: March 27, 2018



OptimizeRx Appoints Patrick Spangler and Bryan Archambault to Board of Directors

Rochester, MI, (March 27, 2018) — OptimizeRx Corp. (OTCQB: OPRX), the nation’s leading provider of digital health messaging for the pharmaceutical industry, has appointed Patrick Spangler and Bryan Archambault to its board of directors. Spangler will also serve as chair of the board’s newly formed audit committee.

Spangler replaces Dr. Jack Pinney, who has been appointed to serve as head of the company’s medical advisory board, which is now comprised of five leading physicians. Archambault will represent WPP, a strategic investor in OptimizeRx, replacing board member Lynn O’Connor Vos in this role.

Vos, who left her position as CEO of WPP’s subsidiary, ghg, to become CEO of the Muscular Dystrophy Association, will remain on OptimizeRx’s board as now an independent director. Following these appointments, the board of OptimizeRx will be comprised of six board members, with four serving independently.

“These appointments reflect our plans to scale our business and further enhance our product offerings, with WPP continuing to be an important strategic partner,” noted William Febbo, OptimizeRx CEO. “We believe Patrick’s background and experience, particularly as CFO of electronic health record company Healthland and Epocrates, will be invaluable to OptimizeRx as we navigate our opportunities for growth and expansion. He not only brings a wealth of industry knowledge to our board, but also important financial experience to our audit committee.”

“As ghg’s chief marketing officer, we also welcome the deep knowledge and experience in sales and customer-base marketing that Bryan brings to our board,” continued Febbo, “which will be important as we continue to focus on ramping up our sales and marketing efforts.

“We thank Jack for his valuable contributions to the board after joining in 2014, and we now look forward to benefiting from his broad medical knowledge and extensive experience in physician practice as chair of our medical advisory board. This will be a critical role as we advance our product development, which remains focused on introducing relevant solutions to the medical community and improve patient outcomes.”

OptimizeRx's growing point-of-care network now reaches more than 50% of ambulatory HCPs in the U.S., making it the healthcare industry's largest point-of-prescribe network. It delivers real-time access to financial assistance, education, and critical clinical information from pharma companies to HCPs.

Patrick Spangler Bio

Spangler presently serves as CFO of VigiLanz, a digital healthcare intelligence firm, and as a member of the board of directors of Lifespace Communities. He brings to OptimizeRx more than 32 years of experience in the health care industry, executing domestic and international growth and exit strategies. He has helped lead high-performance, emerging growth firms, as well as large publicly-traded companies. He has also served in the private equity sector successfully improving operational results with a broad array of portfolio companies.

Earlier, Spangler served as executive vice president and CFO of Healthland, an EHR company serving the critical access hospital market. He has also served as CFO at the point-of-care medical applications provider, Epocrates, that he helped bring public in 2011, and which was eventually acquired by athenahealth. Prior to Epocrates, he was CFO of the ev3, a vascular therapy that went public in 2005 and then acquired by Covidien, as well as CFO of the medical device manufacturer, Empi, which was acquired by Encore Medical.

Spangler previously served on the board of directors of Urologix, the market leader for in-office minimally invasive medical products for the treatment of benign prostatic hyperplasia. He holds a Bachelor of Science in accounting and a Masters of Business Taxation from Carlson School of Management at the University of Minnesota, and a Masters of Business Administration from Booth School of Business at the University of Chicago.

Bryan Achambault Bio

Achambault serves as chief marketing officer at ghg Kansas City. He brings to the board of OptimizeRx a diverse background in the sales and customer-base marketing spanning more than 20 years. He has applied this experience to the brand and multichannel marketing strategies of clients in biopharma and animal health.

His latest venture involves helping these brands identify population-health opportunities with health systems, retailers, patients, and where it all comes together in the EHR/EMR.

Lynn O'Connor Vos Bio

Vos currently serves as president and CEO of the Muscular Dystrophy Association (MDA), the leader in the fight against muscular dystrophy and ALS through its funding of research, clinical care, support service, and education. Vos has a hands-on appreciation for patient care, and has considerable executive experience and expertise in the fields of pharmacology, medical and clinical education and digital marketing.

Prior to MDA, Vos was the CEO of ghg (greyhealth group) for nearly 23 years. Vos led ghg's global expansion and diversification strategies, and within two years grew the company from a small, domestic industry player into an award-winning global enterprise with fully integrated, multi-channel offerings. She is a recognized thought leader in the industry with published white papers and articles outlining new, successful approaches to health care technology and communication.

Dr. Jack T. Pinney Bio

Dr. Pinney is a board-certified family physician with additional board certification in Sports Medicine. He is also an assistant clinical professor of family medicine at Michigan State University College of Human Medicine, as well as medical director of WellSport at MidMichigan Health Medical Center.

In his role as an assistant clinical professor, Dr. Pinney teaches and mentors both family medicine resident physicians and medical students, and won the Robert E. Bowsher award for clinical teaching in 2010.

Dr. Pinney is graduate of the Wayne State University School of Medicine and the Family Practice Residency Program at MidMichigan Regional Medical Center.

About OptimizeRx

OptimizeRx® (OTCQB: OPRX) is the nation's leading provider of digital health messaging via electronic health records (EHRs), providing a direct channel for pharma companies to communicate with healthcare providers. The company's cloud-based solution supports patient adherence to medications by providing real-time access to financial assistance, prior authorization, education, and critical clinical information. The company's network is comprised of leading EHR platforms like Allscripts, Amazing Charts and Quest, and provides more than half a million healthcare providers access to these benefits within their workflow at the point of care. For more information, follow the company on [Twitter](#), [LinkedIn](#) or visit www.optimizerx.com.

Important Cautions Regarding Forward Looking Statements

This press release contains forward-looking statements within the definition of Section 27A of the Securities Act of 1933, as amended and such section 21E of the Securities Act of 1934, amended. These forward-looking statements should not be used to make an investment decision. The words 'estimate,' 'possible' and 'seeking' and similar expressions identify forward-looking statements, which speak only as to the date the statement was made. The company undertakes no obligation to publicly update or revise any forward-looking statements, whether because of new information, future events, or otherwise. Forward-looking statements are inherently subject to risks and uncertainties, some of which cannot be predicted, or quantified. Future events and actual results could differ materially from those set forth in, contemplated by, or underlying the forward-looking statements. The risks and uncertainties to which forward-looking statements are subject include, but are not limited to, the effect of government regulation, competition and other material risks.

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**AUDIT COMMITTEE CHARTER
OF
OPTIMIZERX CORP.**

MEMBERSHIP

The Audit Committee (the “Committee”) of the board of directors (the “Board”) of OptimizeRx Corp. (the “Company”) shall consist of three or more directors. Each member of the Committee shall be independent in accordance with the requirements of Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the NASDAQ Stock Market. No member of the Committee can have participated in the preparation of the Company’s or any of its subsidiaries’ financial statements at any time during the past three years.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement. At least one member of the Committee must have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background that leads to financial sophistication. At least one member of the Committee must be an “audit committee financial expert” as defined in Item 407(d)(5)(ii) of Regulation S-K. A person who satisfies this definition of audit committee financial expert will also be presumed to have financial sophistication.

The members of the Committee shall be appointed by the Board. The members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death. The Board may remove any member from the Committee at any time with or without cause.

PURPOSE

The purpose of the Committee is to oversee the Company’s accounting and financial reporting processes and the audit of the Company’s financial statements.

The primary role of the Committee is to oversee the financial reporting and disclosure process. To fulfill this obligation, the Committee relies on: management for the preparation and accuracy of the Company’s financial statements; both management and the Company’s internal audit department for establishing effective internal controls and procedures to ensure the Company’s compliance with accounting standards, financial reporting procedures and applicable laws and regulations; and the Company’s independent auditors for an unbiased, diligent audit or review, as applicable, of the Company’s financial statements and the effectiveness of the Company’s internal controls. The members of the Committee are not employees of the Company and are not responsible for conducting the audit or performing other accounting procedures.

DUTIES AND RESPONSIBILITIES

The Committee shall have the following authority and responsibilities:

(a) To (1) select and retain an independent registered public accounting firm to act as the Company's independent auditors for the purpose of auditing the Company's annual financial statements, books, records, accounts and internal controls over financial reporting, subject to ratification by the Company's stockholders of the selection of the independent auditors, (2) set the compensation of the Company's independent auditors, (3) oversee the work done by the Company's independent auditors and (4) terminate the Company's independent auditors, if necessary.

(b) To select, retain, compensate, oversee and terminate, if necessary, any other registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company.

(c) To pre-approve all audit and permitted non-audit and tax services that may be provided by the Company's independent auditors or other registered public accounting firms, and establish policies and procedures for the Committee's pre-approval of permitted services by the Company's independent auditors or other registered public accounting firms on an on-going basis.

(d) At least annually, to obtain and review a report by the Company's independent auditors that describes (1) the accounting firm's internal quality control procedures, (2) any issues raised by the most recent internal quality control review, peer review or Public Company Accounting Oversight Board review or inspection of the firm or by any other inquiry or investigation by governmental or professional authorities in the past five years regarding one or more audits carried out by the firm and any steps taken to deal with any such issues, and (3) all relationships between the firm and the Company or any of its subsidiaries; and to discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors.

(e) At least annually, to evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner; and to assure the regular rotation of the lead audit partner and the primary audit review partner at the Company's independent auditors and consider regular rotation of the accounting firm serving as the Company's independent auditors.

(f) To review and discuss with the Company's independent auditors (1) the auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit.

(g) To review and discuss with the Company's independent auditors (1) all critical accounting policies and practices to be used in the audit; (2) all alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with management, the ramifications of the use of such alternative treatments and the treatment preferred by the auditors; and (3) other material written communications between the auditors and management.

(h) To review and discuss with the Company's independent auditors and management (1) any audit problems or difficulties, including difficulties encountered by the Company's independent auditors during their audit work (such as restrictions on the scope of their activities or their access to information), (2) any significant disagreements with management and (3) management's response to these problems, difficulties or disagreements; and to resolve any disagreements between the Company's auditors and management.

(i) To review with management and the Company's independent auditors: any major issues regarding accounting principles and financial statement presentation, including any significant changes in the Company's selection or application of accounting principles; any significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including the effects of alternative GAAP methods; and the effect of regulatory and accounting initiatives and off-balance sheet structures on the Company's financial statements.

(j) To review with management, the internal audit department and the Company's independent auditors the adequacy and effectiveness of the Company's internal controls, including any significant deficiencies or material weaknesses in the design or operation of, and any material changes in, the Company's internal controls and any special audit steps adopted in light of any material control deficiencies, and any fraud involving management or other employees with a significant role in such internal controls, and review and discuss with management and the Company's independent auditors disclosure relating to the Company's internal controls, the independent auditors' report on the effectiveness of the Company's internal control over financial reporting and the required management certifications to be included in or attached as exhibits to the Company's annual report on Form 10-K or quarterly report on Form 10-Q, as applicable.

(k) To review and discuss with the Company's independent auditors any other matters required to be discussed by *PCAOB Auditing Standards No. 16, Communications with Audit Committees*, including, without limitation, the auditors' evaluation of the quality of the company's financial reporting, information relating to significant unusual transactions and the business rationale for such transactions and the auditors' evaluation of the company's ability to continue as a going concern.

(l) To review and discuss with the Company's independent auditors and management the Company's annual audited financial statements (including the related notes), the form of audit opinion to be issued by the auditors on the financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's annual report on Form 10-K before the Form 10-K is filed.

(m) To recommend to the Board that the audited financial statements and the MD&A section be included in the Company's Form 10-K and produce the audit committee report required to be included in the Company's proxy statement.

(n) To review and discuss with the Company's independent auditors and management the Company's quarterly financial statements and the disclosure under "Management's Discussion and Analysis of Financial Condition and Results of Operations" to be included in the Company's quarterly report on Form 10-Q before the Form 10-Q is filed.

(o) To review and approve the functions of the Company's internal audit department, including its purpose, organization, responsibilities, budget and performance; and to review the scope, performance and results of such department's internal audit plans, including any reports to management and management's response to those reports.

(p) To review and discuss with management and the Company's independent auditors: the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma or adjusted non-GAAP information; and any financial information and earnings guidance provided to analysts and ratings agencies, including the type of information to be disclosed and type of presentation to be made.

(q) To annually review and discuss with management the Company's methodology, processes and procedures for establishing and publishing earnings guidance, including the type of information to be disclosed and type of presentation to be made.

(r) To review and discuss with management and the internal audit department policies and guidelines to govern the process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.

(s) To review the Company's compliance with applicable laws and regulations and to review and oversee material policies, procedures and programs designed to promote such compliance.

(t) To set clear Company hiring policies for employees or former employees of the Company's independent auditors.

(u) To establish and oversee procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by Company employees of concerns regarding questionable accounting or auditing matters.

(v) To review and make recommendations to the Company's independent directors regarding any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) and any other potential conflict of interest situations involving directors and executive officers on an ongoing basis, in accordance with Company policies and procedures.

OUTSIDE ADVISORS

The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of independent outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of any outside counsel and other advisors.

The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to the Company's independent auditors, any other accounting firm engaged to perform services for the Company, any outside counsel and any other advisors to the Committee.

STRUCTURE AND OPERATIONS

The Board shall designate a member of the Committee as the chairperson. The Committee shall meet at least quarterly at such times and places as it deems necessary to fulfill its responsibilities. Subject to the foregoing, the chairperson will, in consultation with Committee members and members of management, determine the frequency and length of Committee meetings and develop the Committee's agenda for each meeting. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

The Committee shall meet separately, and periodically, with management, members of the Company's internal audit department and representatives of the Company's independent auditors, and shall invite such members to its meetings as it deems appropriate, to assist in carrying out its duties and responsibilities. However, the Committee shall meet regularly without such members present.

The Committee shall review this Charter at least annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.