

UNITED STATES
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): June 5, 2024

OptimizeRx Corporation

(Exact name of registrant as specified in charter)

Nevada

(State or other jurisdiction
of incorporation)

001-38543

(Commission File Number)

26-1265381

(IRS Employer
Identification No.)

260 Charles Street, Suite 302, Waltham, MA

(Address of principal executive offices)

02453

(Zip Code)

Registrant's telephone number, including area code: 248.651.6568

Not Applicable

(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 (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 Par Value	OPRX	The Nasdaq Capital Market

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.

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

On June 5, 2024, at the OptimizeRx Corporation (the “Company”) 2024 Annual Meeting of Stockholders (“Annual Meeting”) stockholders approved an amendment (the “Amendment”) to the OptimizeRx Corporation 2021 Equity Incentive Plan (the “Equity Plan”) to increase the number of shares of common stock available for awards under the Equity Plan by 1,950,000 shares to 4,450,000 shares. A summary of the material terms of the 2021 Plan is incorporated herein by reference from pages 43-51 of the Company’s proxy statement for the Annual Meeting, as filed with the SEC on April 29, 2024 (the “Proxy Statement”). The Amendment is attached as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated by reference herein.

Item 5.07 Submission of Matters to a Vote of Security Holders.

The Company’s 2024 Annual Meeting was held on June 5, 2024. During the Annual Meeting, stockholders were asked to consider and vote upon four proposals: (1) to elect six directors, each to serve for a term that expires at the next annual meeting of stockholders and until their successor has been elected and qualified or until their earlier death, resignation or removal; (2) to approve, on an advisory basis, the compensation of the Company’s named executive officers; (3) to approve the Amendment to the Equity Plan to increase the aggregate number of shares of common stock available for awards under the Equity Plan by 1,950,000 shares; and (4) to ratify UHY LLP as the Company’s independent registered public accounting firm for the 2024 fiscal year.

On the record date of April 11, 2024, there were 18,183,914 shares of the Company’s common stock issued and outstanding and entitled to vote at the Annual Meeting. For each proposal, the results of the stockholder voting were as follows:

1. The following nominees were each elected to serve as director for a term that expires at the next annual meeting of stockholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal based upon the following votes:

Nominee	Votes For	Votes Withheld	Broker Non-Votes
William J. Febbo	13,303,897	259,769	1,966,973
Lynn O’Connor Vos	10,828,860	2,734,806	1,966,973
James Lang	10,364,595	3,199,071	1,966,973
Patrick Spangler	11,108,503	2,455,163	1,966,973
Gregory D. Wasson	12,800,662	763,004	1,966,973
Catherine D. Klema	13,107,201	456,465	1,966,973

2. The compensation of the Company’s named executive officers was approved on an advisory basis based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
8,790,190	4,676,450	97,026	1,966,973

3. The amendment to the OptimizeRx 2021 Equity Incentive Plan to increase the aggregate number of shares of common stock available for awards under the Equity Plan by 1,950,000 shares was approved based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
10,129,247	3,425,566	8,853	1,966,973

4. UHY LLP as the Company's independent registered public accounting firm for the 2024 fiscal year was ratified based upon the following votes:

Votes in Favor	Votes Against	Abstain
13,628,263	24,012	1,878,364

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment No. 1 to the OptimizeRx 2021 Equity Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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

Date: June 7, 2024

By: /s/ Marion Odence-Ford

Name: Marion Odence-Ford

Title: General Counsel

**AMENDMENT NO.1 TO
THE OPTIMIZERX CORPORATION
2021 EQUITY INCENTIVE PLAN**

This Amendment No. 1 (this “*Amendment No. 1*”) to the OptimizeRx Corporation 2021 Equity Incentive Plan (the “*2021 Equity Plan*”), is hereby adopted as of April 25, 2024, by the Board of Directors (the “*Board*”) of OptimizeRx Corporation (the “*Company*”). All capitalized terms used in this Amendment No. 1 not otherwise defined herein shall have the meanings set forth in the 2021 Equity Plan.

WITNESSETH:

WHEREAS, the Company adopted the 2021 Equity Plan for the purposes set forth therein; and

WHEREAS, pursuant to Section 12(c) of the 2021 Equity Plan, the Board has the right to amend the 2021 Equity Plan;

NOW, THEREFORE, BE IT RESOLVED, that the 2021 Equity Plan is hereby amended as follows:

1. That Section 3(a) of the 2021 Equity Plan is amended to read as follows:

(a) *Plan Maximums*. Subject to adjustment as described in Section 3(e) below, the maximum aggregate number of shares of Common Stock that may be issued or transferred under the Plan with respect to Awards shall be 4,450,000 shares of Common Stock. The aggregate number of shares of Common Stock that may be issued or transferred under the Plan pursuant to Incentive Stock Options on and after the Effective Date shall not exceed 4,450,000. Shares issued or transferred under the Plan may be authorized but unissued shares of Common Stock or reacquired shares of Common Stock, including shares purchased by the Company on the open market for purposes of the Plan.

2. Except as specifically set forth herein, the terms of the 2021 Equity Plan shall be and remain unchanged, and the 2021 Equity Plan as amended shall remain in full force and effect.

The foregoing is hereby acknowledged as being Amendment No. 1 to the 2021 Equity Plan, as adopted by the Board on April 25, 2024, subject to the approval of the Company’s stockholders in accordance with the terms of the 2021 Equity Plan.