
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

OptimizeRx Corporation

(Name of Issuer)

Common Stock, par value \$0.001

(Title of Class of Securities)

68401U204

(CUSIP Number)

David Atterbury
Whetstone Capital Advisors, LLC, 2001 Shawnee Mission Pkwy
Mission Woods, KS, 66205
(913) 951-2700

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

04/18/2025

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No. 68401U204

Name of reporting person

1

Whetstone Capital Advisors, LLC

2

Check the appropriate box if a member of a Group (See Instructions)

(a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 KANSAS
7 Sole Voting Power

Number of Shares Beneficially Owned by Each Reporting Person With:

8 Shared Voting Power

1,508,303.00

9 Sole Dispositive Power

Shared Dispositive Power

10 1,508,303.00

Aggregate amount beneficially owned by each reporting person

11 1,508,303.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)

12
Percent of class represented by amount in Row (11)

13 8.2 %

Type of Reporting Person (See Instructions)

14 IA, OO

SCHEDULE 13D

CUSIP No. 68401U204

Name of reporting person

1 David Atterbury

Check the appropriate box if a member of a Group (See Instructions)

2 (a)

(b)

3 SEC use only
Source of funds (See Instructions)

4 AF
Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)

5
Citizenship or place of organization

6 UNITED STATES

7 Sole Voting Power

Number of Shares Beneficially

Owned by 8 Shared Voting Power
Each
Reporting 1,508,303.00
Person
With: 9 Sole Dispositive Power

Shared Dispositive Power
10
1,508,303.00

Aggregate amount beneficially owned by each reporting person

11
1,508,303.00

Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)



Percent of class represented by amount in Row (11)

13
8.2 %

Type of Reporting Person (See Instructions)

14
HC, IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)
Common Stock, par value \$0.001

Name of Issuer:

(b)
OptimizeRx Corporation

Address of Issuer's Principal Executive Offices:

(c)
260 CHARLES STREET, SUITE 302, WALTHAM, MASSACHUSETTS , 02453.

Item 1 This Amended No 2. to the Schedule 13D (this "Amendment") that relates to the Common Stock, par value \$0.001
Comment: (the "Common Stock") of OptimizeRx Corporation, a Nevada corporation (the "Issuer"). The address of the Issuer's principal executive offices is 260 Charles Street, Suite 302, Waltham, MA 02453. This Amendment amends and restates the Schedule 13D filed by the Reporting Persons on February 5, 2025, as subsequently amended on March 10, 2025 (together, the "Schedule 13D").

Item 2. Identity and Background

(a) This Amendment is being filed by Whetstone Capital Advisors, LLC ("WCA") and Mr. David Atterbury (together, the "Reporting Persons").

(b) The principal business addresses of the Reporting Persons are as follows: 2001 Shawnee Mission Pkwy Mission Woods, KS 66205

(c) WCA is a Kansas limited liability company and Mr. David Atterbury is the manager of WCA. WCA serves as the investment advisor to certain private investment funds (the "Funds"), which hold Common Stock of the Issuer, and may direct the vote and disposition of the Common Stock held by the Funds. As the manager of WCA, Mr. Atterbury may direct the vote and disposition of the Common Stock held by the Funds.

(d) During the last five years, neither the Reporting Persons (or a controlling entity thereof) nor any executive officer or director of any of the Reporting Persons (or a controlling entity thereof) has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) During the last five years, neither the Reporting Persons (or a controlling entity thereof) nor any executive officer or director of any of the Reporting Persons (or a controlling entity thereof) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction.

(f) See Item 2(c) above for the place of organization of WCA. Mr. Atterbury is a citizen of the United States of America.

Item 3. Source and Amount of Funds or Other Consideration

The Common Stock reported herein as being beneficially owned by the Reporting Persons was purchased using working capital of the Funds. An aggregate of approximately \$7,557,310 (excluding brokerage commissions) was used to purchase the Common Stock reported as beneficially owned by the Reporting Persons in this Schedule 13D.

Item 4. Purpose of Transaction

This Amendment hereby amends and supplements Item 4 of the Schedule 13D by inserting the following: On April 18, 2025, WCA submitted to the Issuer a conditional withdrawal of its notice of intent to nominate two candidates for election to the Board at the Issuer's 2025 annual meeting of stockholders (the "Conditional Withdrawal"). The Conditional Withdrawal became effective on the same day, following the Issuer's issuance of a press release announcing its intention to appoint a new independent director to its Board prior to the end of 2025. The Conditional Withdrawal followed discussions held between WCA and the Issuer, and was in connection with a number of actions announced by the Issuer regarding Board refreshment and future strategy. The Reporting Persons intend to review their investments in the Issuer on a continuing basis. Depending on various factors, including, without limitation, the Issuer's financial position and strategic direction, the outcome of the discussions and matters referenced above, actions taken by the Issuer's management or Board, price levels of the Common Stock, liquidity requirements and other investment opportunities available to the Reporting Persons, conditions in the securities market and general economic and industry conditions, the Reporting Persons may in the future take actions with respect to their investment position in the Issuer as they deem appropriate, including, without limitation, purchasing additional shares of Common Stock or other instruments that are based upon or relate to the value of the Common Stock or the Issuer in the open market or otherwise, selling some or all of the securities reported herein, and/or engaging in hedging or similar transactions with respect to the shares of Common Stock.

Item 5. Interest in Securities of the Issuer

See rows (11) and (13) of the cover pages to this Schedule 13D for the aggregate number of shares of Common Stock and percentage of the Common Stock beneficially owned by each of the Reporting Persons. The percentages reported in this Schedule 13D were calculated based upon the 18,490,385 shares of Common Stock issued and outstanding as of March 11, 2025, as reported in the Issuer's Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 20, 2025.

(a)

See rows (7) through (10) of the cover pages to this Schedule 13D for the number of shares of Common Stock as to which each Reporting Person has the sole or shared power to vote or direct the vote and sole or shared power to dispose or to direct the disposition.

(b)

There were no transactions effected by the Reporting Persons in the Common Stock of the Issuer during the past sixty (60) days.

(c)

Other than the Funds and the Reporting Persons, no other person is known to have the right to receive, or the power to direct the receipt of, dividends from or proceeds from the sale, of the Common Stock.

(d)

Not applicable.

(e)

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

There are no contracts, arrangements, understandings or relationships (legal or otherwise) among any Reporting Person or between such persons and any person with respect to any securities of the Issuer, including any class of the Issuer's securities used as a reference security, in connection with any of the following: call options, put options, security-based swaps or any other derivative securities, transfer or voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Whetstone Capital Advisors, LLC

Signature: /s/ David Atterbury

Name/Title: David Atterbury, Manager

Date: 04/21/2025

David Atterbury

Signature: /s/ David Atterbury

Name/Title: David Atterbury

Date: 04/21/2025