

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 9, 2026

OptimizeRx Corporation

(Exact name of registrant as specified in its 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 9, 2026, at the OptimizeRx Corporation (the “Company”) 2026 Annual Meeting of Shareholders (“Annual Meeting”), shareholders approved an amendment (the “Amendment No. 2”) to the OptimizeRx Corporation 2021 Equity Incentive Plan (the “Equity Plan”) to increase the number of shares of common stock (“Common Stock”) available for awards under the Equity Plan by 1,000,000 shares to 5,450,000 shares. A summary of the material terms of the 2021 Plan is incorporated herein by reference from pages 46-54 of the Company’s proxy statement for the Annual Meeting, as filed with the SEC on April 30, 2026 (the “Proxy Statement”). The Amendment No. 2 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.

During the Annual Meeting, on June 9, 2026, shareholders were asked to consider and vote upon five proposals: (1) to elect seven directors, each to serve for a term that expires at the next annual meeting of shareholders and until his or her successor has been elected and qualified or until his or her earlier death, resignation or removal; (2) to approve, on an advisory basis, the compensation of the Company’s named executive officers; (3) to approve an amendment to the Equity Plan to increase the aggregate number of shares of Common Stock available for awards under the Equity Plan by 1,000,000 shares; (4) to approve an amendment to the Equity Plan to adopt an evergreen provision providing for an automatic annual increase in the shares of Common Stock available for issuance under the Equity Plan; and (5) to ratify Grant Thornton, LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2026.

On the record date of April 10, 2026, there were 18,765,075 shares of Common Stock issued and outstanding and entitled to vote at the Annual Meeting. For each proposal, the results of the shareholder 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 shareholders 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
Lynn O’Connor Vos	8,327,850	4,325,946	3,138,456
Catherine Klema	9,079,088	3,574,708	3,138,456
James Lang	10,329,173	2,324,623	3,138,456
Patrick Spangler	8,092,151	4,561,645	3,138,456
Mariyamma Varghese Presti	11,766,568	887,228	3,138,456
Gregory Wasson	10,324,948	2,328,848	3,138,456
Stephen Silvestro	12,160,558	493,238	3,138,456

2. The compensation of the Company's named executive officers, as described in the proxy statement, was approved on an advisory basis based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
11,660,549	895,095	98,152	3,138,456

3. The amendment to the Equity Plan to increase the aggregate number of shares of Common Stock available for awards under the Equity Plan by 1,000,000 shares was approved based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
11,541,123	1,096,197	16,476	3,138,456

4. The amendment to the Equity Plan to adopt an evergreen provision providing for an automatic annual increase in the shares of Common Stock available for issuance under the Equity Plan was not approved based upon the following votes:

Votes in Favor	Votes Against	Abstain	Broker Non-Votes
5,627,324	7,001,699	24,773	3,138,456

5. Grant Thornton LLP was ratified as the Company's independent registered public accounting firm for the 2026 fiscal year based upon the following votes:

Votes in Favor	Votes Against	Abstain
15,750,329	27,585	14,338

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	Amendment No. 2 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 12, 2026

By: /s/ Marion Odence-Ford

Name: Marion Odence-Ford

Title: Chief Legal & Administrative Officer

**AMENDMENT NO. 2 TO
THE OPTIMIZERX CORPORATION
2021 EQUITY INCENTIVE PLAN**

Dated: June 9, 2026

WHEREAS, the Board of Directors (the “Board”) of OptimizeRx Corporation (the “Company”) established the OptimizeRx Corporation 2021 Equity Incentive Plan (the “Plan”); and

WHEREAS, the Board desires to amend the Plan to increase the maximum number of shares of the Company’s common stock, par value \$0.001 per share (“Common Stock”) available for grants of Awards thereunder by 1,000,000 shares to 5,450,000 shares, as of the date on which shareholders of the Company approve this amendment; and

WHEREAS, Section 12(c) of the Plan authorizes the Board to amend the Plan, subject to shareholder approval to the extent that such approval is desired or required by applicable law;

NOW, THEREFORE, effective the date hereof, the Plan is hereby amended as follows:

Subject to approval of the Company’s shareholders, Section 3(a) of the Plan is hereby amended and restated in its entirety, 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 5,450,000 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 5,450,000. Shares issued or 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.

IN WITNESS WHEREOF, the undersigned has executed this Amendment as evidence of its adoption by the Board on the date set forth above.

OPTIMIZERX CORPORATION

/s/ Stephen Silvestro

Stephen Silvestro
Chief Executive Officer & Director