UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

☒ Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended **September 30, 2019**

☐ Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from ________ to __________

Commission File Number: **001-38543**

OptimizeRx Corporation
(Exact name of registrant as specified in its charter)

Nevada	**26-1265381**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)

400 Water Street, Suite 200
Rochester, MI, 48307
(Address of principal executive offices)

248-651-6568
(Registrant's telephone number)

(Former name, former address and former fiscal year, if changed since last report)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "small reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

☐ Large accelerated filer	x Accelerated filer
☐ Non-accelerated filer	x Smaller reporting company
	☐ 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. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date: 14,173,850 common shares as of November 1, 2019.

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

Title of each class	**Trading symbol**	**Name of each exchange on which registered**
Common Stock	OPRX	Nasdaq Capital Market

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PART I - FINANCIAL INFORMATION

Item 1. Financial Statements

Our condensed consolidated financial statements included in this Form 10-Q are as follows:

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2	Condensed Consolidated Balance Sheets as of September 30, 2019 (unaudited) and December 31, 2018;
3	Condensed Consolidated Statements of Operations for the three and nine months ended September 30, 2019 and 2018 (unaudited);
4	Condensed Consolidated Statements of Changes in Stockholders’ Equity for the three and nine months ended September 30, 2019 (unaudited)
5	Condensed Consolidated Statements of Changes in Stockholders’ Equity for the three and nine months ended September 30, 2018 (unaudited)
6	Condensed Consolidated Statements of Cash Flows for the nine months ended September 30, 2019 and 2018 (unaudited);
7	Notes to Condensed Consolidated Financial Statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

	September 30, 2019	December 31, 2018
	(Unaudited)	
ASSETS		
Current Assets		
Cash and cash equivalents	$ 29,759,967	$ 8,914,034
Accounts receivable	7,158,390	6,457,841
Prepaid expenses	973,177	360,146
Total Current Assets	37,891,534	15,732,021
Property and equipment, net	156,809	149,330
Other Assets		
Goodwill	3,678,513	3,678,513
Patent rights, net	2,604,677	2,766,944
Other intangible assets, net	3,542,462	2,492,123
Right of use assets, net	587,497	-
Other assets and deposits	92,239	235,647
Total Other Assets	10,505,388	9,173,227
TOTAL ASSETS	$ 48,553,731	$ 25,054,578
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable – trade	$ 1,095,474	$ 411,010
Accrued expenses	607,000	1,300,882
Revenue share payable	1,668,287	1,908,616
Current portion of lease obligations	113,476	-
Current portion of contingent purchase price payable	810,000	-
Deferred revenue	1,115,904	610,625
Total Current Liabilities	5,410,141	4,231,133
Non-current Liabilities		
Lease obligations, net of current portion	478,201	-
Contingent purchase price payable, net of current portion	1,530,000	2,365,000
Total Non-current liabilities	2,008,201	2,365,000
Total Liabilities	7,418,342	6,596,133
Commitments and contingencies (See Note 5)		
Stockholders' Equity		
Preferred stock, $0.001 par value, 10,000,000 shares authorized, no issued and outstanding at September 30, 2019 or December 31, 2018	-	-
Common stock, $0.001 par value, 500,000,000 shares authorized, 14,173,850 and 12,038,618 shares issued and outstanding at September 30, 2019 and December 31, 2018, respectively	14,174	12,039
Additional paid-in-capital	72,561,045	48,725,211
Accumulated deficit	(31,439,830)	(30,278,805)
Total Stockholders' Equity	41,135,389	18,458,445
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	$ 48,553,731	$ 25,054,578

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(UNAUDITED)

	For the Three Months Ended September 30,		For the Nine Months Ended September 30,	
	2019	2018	2019	2018
NET REVENUE	$ 5,002,767	$ 5,415,384	$ 17,218,492	$ 14,627,094
COST OF REVENUES	1,981,143	2,268,968	6,251,766	6,513,810
GROSS MARGIN	3,021,624	3,146,416	10,966,726	8,113,284
OPERATING EXPENSES	5,008,934	2,923,238	12,341,827	7,807,705
INCOME (LOSS) FROM OPERATIONS	(1,987,310)	223,178	(1,375,101)	305,579
OTHER INCOME				
Interest income	136,368	21,750	192,305	30,679
Change in Fair Value of Contingent Consideration	280,000	-	25,000	-
TOTAL OTHER INCOME	416,368	21,750	217,305	30,679
INCOME (LOSS) BEFORE PROVISION FOR INCOME TAXES	(1,570,942)	244,928	(1,157,796)	336,258
PROVISION FOR INCOME TAXES	-	-	-	-
NET INCOME (LOSS)	$ (1,570,942)	$ 244,928	$ (1,157,796)	$ 336,258
WEIGHTED AVERGE SHARES OUTSTANDING				
BASIC	14,146,489	11,755,500	12,996,590	10,840,584
DILUTED	14,146,489	12,921,768	12,996,590	11,766,754
EARNINGS (LOSS) PER SHARE				
BASIC	$ (0.11)	$ 0.02	$ (0.09)	$ 0.03
DILUTED	$ (0.11)	$ 0.02	$ (0.09)	$ 0.03

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2019
(UNAUDITED)

	Common Stock		Additional Paid in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance January 1, 2019	12,038,618	$ 12,039	$ 48,725,211	$ (30,278,805)	$ 18,458,445
Cumulative effect of change in accounting principle related to lease accounting	-	-	-	(3,229)	(3,229)
Shares issued for restricted stock awards	130,001	130	(130)	-	-
Shares issued for stock options exercised	101,878	102	343,683	-	343,785
Shares issued as compensation	8,336	8	106,026	-	106,034
Stock-based compensation expense	-	-	530,312	-	530,312
Net income	-	-	-	6,529	6,529
Balance March 31, 2019	12,278,833	$ 12,279	$ 49,705,102	$ (30,275,505)	$ 19,441,876
Public offering of common shares for cash, net of offering costs	1,769,275	1,769	21,302,057	-	21,303,826
Shares issued for stock options exercised	60,295	61	214,253	-	214,314
Shares issued as compensation	8,336	8	135,035	-	135,043
Stock-based compensation expense			408,087	-	408,087
Net income	-	-	-	406,617	406,617
Balance June 30, 2019	14,116,739	$ 14,117	$ 71,764,534	$ (29,868,888)	$ 41,909,763
Shares issued for stock options exercised	48,775	49	206,275	-	206,324
Shares issued as compensation	8,336	8	120,697	-	120,705
Stock-based compensation expense	-	-	469,539	-	469,539
Net loss	-	-	-	(1,570,942)	(1,570,942)
Balance September 30, 2019	14,173,850	$ 14,174	$ 72,561,045	$ (31,439,830)	$ 41,135,389

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2018
(UNAUDITED)

	Common Stock		Additional Paid in	Accumulated	
	Shares	Amount	Capital	Deficit	Total
Balance January 1, 2018	9,772,694	$ 9,773	$ 36,573,888	$ (30,363,122)	$ 6,220,539
Cumulative effect of change in accounting principle related to revenue recognition	-	-	-	(142,027)	(142,027)
Shares issued for revenue share	100,000	100	446,900	-	447,000
Shares issued as compensation	6,249	6	28,869	-	28,875
Stock-based compensation expense	-	-	468,247	-	468,247
Net loss	-	-	-	(189,179)	(189,179)
Balance March 31, 2018	9,878,943	$ 9,879	$ 37,517,904	$ (30,694,328)	$ 6,833,455
Public offering of common shares for cash, net of offering costs	1,666,669	1,667	8,162,807	-	8,164,474
Shares issued in connection with reverse split	908	1	(1)	-	-
Shares issued for stock options exercised	2,002	2	4,918	-	4,920
Shares issued as compensation	8,336	8	89,937	-	89,945
Stock-based compensation expense	-	-	426,755	-	426,755
Net income	-	-	-	280,509	280,509
Balance June 30, 2018	11,556,858	$ 11,557	$ 46,202,320	$ (30,413,819)	$ 15,800,058
Shares issued for cashless exercise of warrants	251,046	251	(251)	-	-
Shares issued for stock options exercised	141,403	141	450,881	-	451,022
Shares issued as compensation	21,489	22	354,825	-	354,847
Stock-based compensation expense	-	-	353,311	-	353,511
Net income	-	-	-	244,928	244,928
Balance September 30, 2018	11,970,976	$ 11,971	$ 47,361,086	$ (30,168,891)	$ 17,204,366

The accompanying notes are an integral part of these condensed consolidated financial statements.

OPTIMIZERx CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(UNAUDITED)

	For the Nine Months Ended September 30,	
	2019	2018
CASH FLOWS FROM OPERATING ACTIVITIES:		
Net (loss) income	$ (1,157,796)	$ 336,258
Adjustments to reconcile net (loss) income to net cash used in operating activities:		
Depreciation and amortization	745,928	163,418
Stock-based compensation	1,407,938	1,242,776
Stock issued for services	361,782	479,203
Change in fair value of contingent consideration	(25,000)	-
Changes in:		
Accounts receivable	(700,549)	(1,734,128)
Prepaid expenses and other assets	(469,623)	54,108
Accounts payable	184,464	(291,831)
Revenue share payable	(240,329)	(414,722)
Accrued expenses and other liabilities	(772,953)	(139,417)
Deferred revenue	505,279	164,129
NET CASH USED IN OPERATING ACTIVITIES	(160,859)	(140,206)
CASH FLOWS FROM INVESTING ACTIVITIES:		
Purchase of equipment	(61,457)	(23,131)
Purchase of intangible assets	(1,000,000)	(56,651)
NET CASH USED IN INVESTING ACTIVITIES	(1,061,457)	(79,782)
CASH FLOWS FROM FINANCING ACTIVITIES:		
Proceeds from issuance of common stock, net of commission costs	22,369,960	9,455,943
Offering costs related to issuance of common stock	(301,711)	(835,526)
NET CASH PROVIDED BY FINANCING ACTIVITIES	22,068,249	8,620,417
NET INCREASE IN CASH AND CASH EQUIVALENTS	20,845,933	8,400,429
CASH AND CASH EQUIVALENTS - BEGINNING OF PERIOD	8,914,034	5,122,573
CASH AND CASH EQUIVALENTS - END OF PERIOD	$ 29,759,967	$ 13,523,002
SUPPLEMENTAL CASH FLOW INFORMATION:		
Cash paid for interest	$ -	$ -
Cash paid for income taxes	$ -	$ -
NON-CASH INVESTING AND FINANCING ACTIVITIES:		
Intangible asset additions included in accounts payable	$ 500,000	$ -
Non-cash effect of cumulative adjustments to accumulated deficit	$ 3,229	$ -
Lease liabilities arising from right of use assets	$ 672,809	-
Non-cash issuance of shares to WPP, plc	$ -	$ 447,000

The accompanying notes are an integral part of these condensed consolidated financial statements.

NOTE 1 – NATURE OF BUSINESS AND BASIS OF PRESENTATION

The accompanying condensed consolidated financial statements include OptimizeRx Corporation and its wholly owned subsidiaries (collectively, the “Company”, “we”, “our”, or “us”).

We are a leading provider of digital health messaging via electronic health records (EHRs), providing a direct channel for pharmaceutical companies to communicate with healthcare providers and patients. Our cloud-based solution supports patient adherence to medications by providing real-time access to financial assistance, prior authorization, education and critical clinical information. Our network is comprised of leading EHR platforms and provides more than half a million healthcare providers access to these services within their workflow at the point of care.

The condensed consolidated financial statements for the three and nine months ended September 30, 2019 and 2018 are unaudited and have been prepared pursuant to the rules and regulations of the U.S. Securities and Exchange Commission (“SEC”). In the opinion of management, all adjustments necessary to present fairly our consolidated financial position as of September 30, 2019, and our results of operations and changes in stockholders’ equity for the three and nine months ended September 30, 2019 and 2018 and the statements of cash flows for the nine months ended September 30, 2019 and 2018 have been made. Those adjustments consist of normal and recurring adjustments. The condensed consolidated balance sheet as of December 31, 2018 has been derived from the audited consolidated balance sheet as of that date.

Certain information and note disclosures, including a detailed discussion about the Company’s significant accounting policies, normally included in our annual financial statements prepared in accordance with generally accepted accounting principles (“GAAP”) have been condensed or omitted. These consolidated condensed financial statements should be read in conjunction with a reading of the financial statements and notes thereto included in our Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the U.S. Securities and Exchange Commission on March 12, 2019.

The results of operations for the three and nine months ended September 30, 2019 are not necessarily indicative of the results to be expected for the full year. Certain reclassifications have been made in the prior period’s condensed consolidated financial statements to conform to the current period’s presentation.

NOTE 2 – NEW ACCOUNTING STANDARDS

In February 2016, the Financial Accounting Standards Board (“FASB”) issued new accounting guidance on leases. The accounting standard, effective January 1, 2019, requires virtually all leases to be recognized on the balance sheet. Effective January 1, 2019, we adopted the standard using the modified retrospective method, under which we elected the package of practical expedients and transition provisions allowing us to bring our existing operating leases onto the consolidated balance sheet without adjusting comparative periods, but recognizing a cumulative-effect adjustment to the opening balance of accumulated deficit on January 1, 2019. Under the guidance, we have also elected not to separate lease and non-lease components in recognition of the lease-related assets and liabilities, as well as the related lease expense.

We have operating leases with terms greater than 12 months for office space in three multitenant facilities, which are recorded as assets and liabilities. The lease on our headquarters space in Rochester, Michigan expires November 30, 2022, with a three-year renewal option through 2025, with monthly rent payable at rates ranging from $6,384 to $6,688. We have assumed renewal of the lease. We also have a lease on office space in Cranbury, New Jersey, expiring in 2022 with monthly payments ranging from $2,707 to $2,808, as well as a lease of approximately $1,800 per month in Zagreb, Croatia expiring in 2022.

NOTE 2 – NEW ACCOUNTING STANDARDS (continued)

Lease-related assets, or right-of-use assets, are recognized at the lease commencement date at amounts equal to the respective lease liabilities, adjusted for prepaid lease payments, initial direct costs, and lease incentives received. Lease-related liabilities are recognized at the present value of the remaining contractual fixed lease payments, discounted using our incremental borrowing rate. Operating lease expense is recognized on a straight-line basis over the lease term, while variable lease payments are expensed as incurred.

Upon adoption of the standard on January 1, 2019, we recorded approximately $462,000 of right of use assets and $465,000 of lease-related liabilities, with the difference recorded in accumulated deficit as the cumulative effect of change in accounting principle at that date.

For the three and nine months ended September 30, 2019, the Company's lease cost consisted of the following components, each of which is included in operating expenses within the Company's consolidated statements of operations:

	Three Months Ended September 30, 2019	Nine Months Ended September 30, 2019
Operating lease cost	$ 33,868	$ 98,043
Short-term lease cost (1)	11,771	30,663
Total lease cost	$ 45,639	$ 128,706

(1) Short-term lease cost includes any lease with a term of less than 12 months.

The table below presents the future minimum lease payments to be made under operating leases as of September 30, 2019:

For the year ending December 31,	
2019(a)	$ 33,977
2020	138,019
2021	140,367
2022	102,367
2023	99,209
Thereafter	150,599
Total	664,538
Less: present value discount	72,861
Total lease liabilities	$ 591,677

(a) For the remaining three-month period beginning October 1, 2019.

The weighted average remaining lease term for operating leases is 5.2 years and the weighted average discount rate used in calculating the operating lease asset and liability is 4.5%. Cash paid for amounts included in the measurement of lease liabilities is $94,105. For the nine months ended September 30, 2019, payments on lease obligations were $79,071 and amortization on the right of use assets was $80,022.

NOTE 2 – NEW ACCOUNTING STANDARDS (continued)

Recent Accounting Pronouncements

In June 2016, the FASB issued Accounting Standards Update ("ASU") 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 provides for a new impairment model, which requires measurement and recognition of expected credit losses for most financial assets and certain other instruments, including but not limited to accounts receivable and available for sale debt securities. ASU 2016-13 will become effective for the Company on January 1, 2020 and early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. ASU 2017-04 simplifies the subsequent measurement of goodwill by eliminating the second step of the goodwill impairment test. The second step measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. Under ASU 2017-04, a company will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. ASU 2017-04 will be applied prospectively and is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 modifies the disclosure requirements on fair value measurements and will become effective for the Company on January 1, 2020 and early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

NOTE 3 – STOCKHOLDERS' EQUITY

During the quarter ended June 30, 2019, in an underwritten primary offering, we issued 1,769,275 shares of our common stock for gross proceeds of $23,000,575. In connection with this transaction, we incurred equity issuance costs of $1,696,749 related to payments to the underwriter, advisors and legal fees associated with the transaction, resulting in net proceeds to the Company of $21,303,826.

During the quarter ended June 30, 2018, in a private transaction, we issued 1,666,669 shares of our common stock for gross proceeds of $9,000,000. In connection with this transaction, we incurred equity issuance costs of $835,526 related to payments to advisors and legal fees associated with the transaction, resulting in net proceeds to the Company of $8,164,474.

During the quarters ended September 30, 2019, June 30, 2019, and March 31, 2019, we issued 48,775, 60,295 and 89,826 shares, respectively, of our common stock and received proceeds of $206,324, $214,314, and $343,785, respectively, in connection with the exercise of stock options under our 2013 equity compensation plan. We issued an additional 12,052 shares of our common stock in the quarter ended March 31, 2019 in connection with the exercise of options using the net-settled method, whereby no cash was received, but rather the exercise price was paid by the surrender of shares underlying the options. We also issued 130,001 shares of our common stock in the quarter ended March 31, 2019 in connection with restricted stock awards awarded in 2018. We issued 141,403 and 2,002 shares of our common stock and received proceeds of $451,022 and $4,920 in connection with the exercise of options in the quarters ended September 30, 2018 and June 30, 2018, respectively.

NOTE 3 – STOCKHOLDERS' EQUITY (continued)

Our Director Compensation Plan calls for issuance of 2,084 shares per quarter to each independent director. In 2019, we issued 8,336 shares each quarter, valued at $106,034, $135,043, and $120,705 for the quarters ended March 31, June 30, and September 30, respectively. In 2018, we issued 6,249 shares valued at $28,875, 8,336 shares valued at $89,945, and 11,489 shares valued at $206,082 for the quarters ended March 31, June 30, and September 30, respectively.

Effective May 14, 2018, in connection with our listing on the Nasdaq Capital Market, we implemented a reverse split of our common stock by exchanging each three shares of our common stock for one share. The effect of this reverse split is presented in the accompanying condensed consolidated financial statements as if it had been effective as of the beginning of the earliest period presented. We elected to round fractional shares up to the nearest whole number rather than redeem them for cash, and as a result we issued 908 additional shares.

In the quarter ended March 31, 2018, we issued 100,000 shares of common stock to a subsidiary of WPP, plc, a shareholder at the time, in full payment of all amounts due under a co-marketing agreement that covered certain WPP, plc agencies, whereby we shared a portion of our revenue with those agencies related to programs awarded to us by those agencies. The shares were valued at $447,000, the market value of the stock on the date of issuance. The amount due was recorded as a liability in revenue share payable at December 31, 2017.

In the quarter ended September 30, 2018, we issued 10,000 shares valued at $148,050 in connection with investor relations services.

NOTE 4 – STOCK BASED COMPENSATION

We use the fair value method to account for stock-based compensation. We recorded $1,329,713 and $878,768 in compensation expense in the nine months ended September 30, 2019 and 2018, respectively, related to options issued under our stock-based incentive compensation plan. This includes expense related to options issued in prior years for which the requisite service period for those options includes the current period as well as options issued in the current period. The fair value of these instruments was calculated using the Black-Scholes option pricing model. There is $1,462,423 of remaining expense related to unvested options to be recognized in the future over a weighted average remaining period of less than one year. The total intrinsic value of outstanding options at September 30, 2019 is $13,318,970.

The company also recorded expense related to restricted stock awards of $78,225 and $364,008 for the nine months ended September 30, 2019 and 2018, respectively. As of September 30, 2019, there is $1,513,475 of remaining expense related to unvested restricted stock awards to be recognized in the future related to 140,000 shares of restricted stock awards that are unvested at September 30, 2019.

NOTE 5 – CONTINGENCIES

Litigation

The Company is not currently involved in any legal proceedings.

NOTE 6 – (LOSS) EARNINGS PER SHARE

The following table sets forth the computation of basic and diluted (loss) earnings per share.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Numerator				
Net (loss) income	$ (1,570,942)	$ 244,928	$ (1,157,796)	$ 336,258
Denominator				
Weighted average shares outstanding used in computing (loss) earnings per share				
Basic	14,146,489	11,755,500	12,996,590	10,840,584
Effect of dilutive stock options, warrants, and unvested restricted stock awards	-	1,166,268	-	936,170
Diluted	14,146,489	12,921,768	12,996,590	11,776,754
(Loss) earnings per share				
Basic	$ (0.11)	$ 0.02	$ (0.09)	$ 0.03
Diluted	$ (0.11)	$ 0.02	$ (0.09)	$ 0.03

No calculation of diluted earnings per share is included for 2019 as the effect of the calculation would be antidilutive.

NOTE 7 – SUBSEQUENT EVENTS

In October 2019, we completed the acquisition of 100% of the outstanding shares of RMDY Health, Inc., a privately held leading provider of collaborative digital therapeutics SaaS solutions for the healthcare industry. This strategic acquisition allows us to extend our ability to engage doctors and patients for our pharmaceutical clients, introduce important client segments to our solution site, and continue expanding on our patient engagement revenue stream. The purchase price was $16.0 million, which will be adjusted for final working capital acquired. Total cash paid in October as part of the transaction was $8.7 million, which included payments for closing indebtedness, transaction expenses, escrows, and payments to RMDY Health stockholders. There were approximately $300,000 of costs directly related to the acquisition included in the condensed consolidated statements of operations for the three and nine months ended September 30, 2019 as well.

Additionally, a portion of the purchase price, $5.9 million, is payable in shares of our common stock, and 382,893 shares will be issued in November 2019 in connection with this acquisition. Additional shares may be issued in future years at the time of the escrow release. Two additional payments not to exceed $30.0 million may become due as part of an earnout in the amount of 1.75 times the amount that we exceed $4.0 million of revenues related to the “RMDY” product in 2020, and 1.75 times the amount that we exceed 2020 revenues related to the "RMDY" product in 2021.

Since the acquisition occurred subsequent to September 30, 2019, no results from operations of RMDY Health are included in our consolidated statement of operations for the three and nine months ended September 30, 2019. It is currently impractical to disclose a preliminary purchase price allocation of RMDY Health or pro forma financial information combining both companies as of the earliest period presented in these financial statements as RMDY Health is currently in the process of both closing its books and records and converting them to U.S. GAAP.

Notwithstanding the foregoing, all required financial information concerning the RMDY Health acquisition will be included in an amended 8K with a due date of December 19, 2019.

In accordance with ASC 855-10, we have analyzed events and transactions that occurred subsequent to September 30, 2019 through the date these financial statements were issued and have determined that other than as discussed above, we do not have any material subsequent events to disclose or recognize in these financial statements.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Forward-Looking Statements

Certain statements, other than purely historical information, including estimates, projections, statements relating to our business plans, objectives, and expected operating results, and the assumptions upon which those statements are based, are "forward-looking statements" within the meaning of the Private Securities Litigation Reform Act of 1995, Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. These forward-looking statements generally are identified by the words "believes," "project," "expects," "anticipates," "estimates," "intends," "strategy," "plan," "may," "will," "would," "will be," "will continue," "will likely result," and similar expressions. We intend such forward-looking statements to be covered by the safe-harbor provisions for forward-looking statements contained in the Private Securities Litigation Reform Act of 1995, and are including this statement for purposes of complying with those safe-harbor provisions. Forward-looking statements are based on current expectations and assumptions that are subject to risks and uncertainties which may cause actual results to differ materially from the forward-looking statements. Our ability to predict results or the actual effect of future plans or strategies is inherently uncertain. Factors which could have a material adverse effect on our operations and future prospects on a consolidated basis include, but are not limited to: changes in economic conditions, legislative/regulatory changes, availability of capital, interest rates, competition, and generally accepted accounting principles. These risks and uncertainties should also be considered in evaluating forward-looking statements and undue reliance should not be placed on such statements. We undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information concerning our business, including additional factors that could materially affect our financial results, is included herein and in our other filings with the SEC.

Overview

Company Highlights through November 2019

1. Our revenues for the nine months ended September 30, 2019 were $17.2 million, an 18% increase over the same period in 2018.
2. Our revenues for the three months ended September 30, 2019 were $5.0 million, an 8% decrease over the same period in 2018.
3. We raised additional net equity of $21.3 million in an underwritten primary offering to solidify our balance sheet and to provide growth capital for potential acquisitions.
4. In October 2019, we completed the acquisition of RMDY Health, a leading provider of collaborative digital therapeutics SaaS solutions for the healthcare industry used by pharmaceutical companies, payers, MedTech companies, and medical associations nationwide to improve medication adherence and care coordination. This strategic acquisition allows us to extend our ability to engage doctors and patients for our pharmaceutical clients, introduce important client segments to our solution suite, and continue expanding on our patient engagement revenue stream with a recurring revenue element.
5. We signed a three-year exclusive agreement with NewCrop to deliver real-time digital health messages to NewCrop's eprescribing network and act as our innovation lab for additional solutions.
6. We continue to promote from within, hire opportunistically on the commercial, marketing and product teams. This will continue as we scale the business.

With the growth of our number of clients, we believe our legacy and new solutions, as well as our evolving network, will continue to expand and show strong growth throughout the year.

Results of Operations for the Three and Nine Months Ended September 30, 2019 and 2018

Revenues

Our total revenue reported for the nine months ended September 30, 2019 was approximately $17.2 million, an increase of 18% over the approximately $14.6 million from the same period in 2018. Our total revenue for the three months ended September 30, 2019 was approximately $5.0 million, a decrease of 8% over the approximately $5.4 million from the same period in 2018. The increased revenue in the nine-month period resulted primarily from increases in sales in our clinical and brand messaging products as a result of the launch of new channel partners since the third quarter of 2018. The decrease in the three-month period resulted from a decline in revenue related to our financial messaging product, primarily because two high volume brands running in 2018 were not running in 2019, one of which shifted their funds from financial messaging to clinical messaging. We do not breakout revenue by service at this stage, but as we achieve greater scale we plan to determine the best way to present the growth by service.

Cost of Revenues

Our cost of revenue percentage, comprised primarily of revenue share expense, declined as a percentage of revenues in both the three and nine-month periods ended September 30, 2019, as compared to the same periods in 2018, as set forth in the table below. This decrease was a result of product mix and our focus on reducing our cost of revenues through improved revenue share contracts and our focus on products with higher margins.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Cost of Revenues %	39.6%	41.9%	36.3%	44.5%
Gross Margin %	60.4%	58.1%	63.7%	55.5%

Gross Margin

Our gross margins improved from 2018 to 2019 in both the three and nine-month periods ended September 30, as reflected in the table above and for the reasons reflected in the discussion of cost of revenues. We have been focused on improving our margins. We expect to maintain gross margins of at least 60% on a quarterly basis for the balance of the year.

Operating Expenses

Operating expenses increased from approximately $2.9 million for the three months ended September 30, 2018 to approximately $5.0 million for the same period in 2019. Operating expenses increased from approximately $7.8 million for the nine months ended September 30, 2018 to approximately $12.3 million for the same period in 2019. The detail by major category is reflected in the table below.

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2019	2018	2019	2018
Salaries, Wages, & Benefits	$ 1,882,433	$ 1,381,237	$ 5,672,775	$ 3,898,222
Stock-based compensation	590,244	708,163	1,769,720	1,721,985
Professional Fees	201,878	51,807	576,509	231,206
Acquisition Related Costs	323,406	45,580	323,406	45,580
Board Fees	34,250	45,875	102,750	104,500
Investor Relations	19,258	32,816	63,075	85,681
Consultants	81,411	66,830	176,911	106,639
Advertising and Promotion	137,276	106,920	491,989	225,648
Depreciation and Amortization	320,055	54,473	745,927	163,418
Research, Development, and Maintenance	1,034,281	114,604	1,432,390	439,916
Integration Incentives	47,032	70,626	136,825	151,878
Office, Facility, and other	117,028	137,889	363,191	364,861
Travel and Entertainment	220,382	106,418	486,359	268,171
Total Operating Expense	$ 5,008,934	$ 2,923,238	$ 12,341,827	$ 7,807,705

The largest increases in operating expenses related to salaries, wages, and benefits and other human resource related costs. Since the beginning of the first quarter of 2018, we have hired a Chief Commercial Officer, four additional Vice Presidents of sales, a vice president of marketing and communications, a controller, a financial analyst, a vice president of strategy, 10 employees associated with our CareSpeak acquisition, and other related support personnel. These new hires also resulted in increases in benefits, payroll taxes, and related travel. The stock-based compensation is impacted by both the number of options granted and the price of the stock at the time of grant. We expect stock-based compensation to increase slightly in the fourth quarter as a result of grants to employees associated with the RMDY acquisition.

The increase in research, development, and maintenance costs reflects an increased level of activity to support our overall growth. Specifically, we are investing in research initiatives to develop new offerings to expand our overall product portfolio.

Advertising and promotion increased substantially in 2019 because of our increased focus on marketing activities. This increase includes costs associated with our physician survey on drug price transparency and patient cost challenges, our sponsorship of a healthcare panel on digital pharma marketing, and attendance at several industry conferences. We also hired a public relations firm in late 2018 that is included in 2019 costs, but was not there in 2018.

Professional fees increased in 2019 as a result of our move to the Nasdaq Capital Market in June 2018, our subsequent increase in market capitalization, and our acquisition of CareSpeak Communications in late 2018. This increased the complexity of our year-end audit, and we were required to obtain an audit opinion on our internal controls under Sarbanes Oxley as of December 31, 2018 for the first time. We also were required to obtain third party valuations of the allocation of our purchase price of CareSpeak and the fair value of those assets and liabilities as of December 31, 2018, and on a quarterly basis moving forward.

Acquisition related costs in 2018 are related to the acquisition of CareSpeak Communications and in 2019 are related to the acquisition of RMDY Health. While both transactions actually closed in the fourth quarter of the respective years, due diligence and document drafting began in the quarters ended in September. The increase in 2019 is because the RMDY transaction was a larger and more complex transaction requiring more due diligence and more complex documents.

Depreciation and amortization increased primarily because of the amortizable assets acquired in connection with our acquisition of CareSpeak Communications. Office, facility, and other expenses also increased as a result of our acquisition of CareSpeak, which resulted in two additional office locations for us, as well as the normal increased costs associated with increased business activity.

The decrease in the fair value of contingent consideration relates to our acquisition of CareSpeak Communications. The purchase price included potential additional consideration to be paid if certain revenue levels are achieved in 2019 and 2020. That liability is required to be adjusted to fair value each quarter and this represents the decrease in the fair value of the liability during the three and nine months ended September 30, 2019. While we still expect the maximum contingent consideration, the fair value methodology results in changes to the fair value whenever adjustments are made to future revenue projections.

Travel expenses increased both because of the larger number of employees, as well as increased conference activity both related to investor relations and industry conferences.

All other variances in the table above are the result of normal fluctuations in activity.

We expect our overall operating expenses to continue at the 2019 level, or slightly above as we further implement our business plan and expand our operations to grow the business in a very dynamic and active marketplace. However, we have established a strong team as a base to support growth and do not expect human resource costs to increase as quickly as revenues.

Net Income (Loss)

We had a net loss of approximately $1.57 million for the three months ended September 30, 2019, as compared to approximately $245,000 of net income during the same period in 2018. Our net loss for the nine months ended September 30, 2019 was approximately $1.16 million, as compared to net income of approximately $336,000 during the same period in 2018. The reasons for specific components are discussed above, however our increased gross margin has been offset by growth related expenses.

Liquidity and Capital Resources

As of September 30, 2019, we had total current assets of approximately $37.9 million, compared with current liabilities of approximately $5.4 million, resulting in working capital of approximately $32.5 million and a current ratio of 7.0 to 1. This represents an improvement from working capital of approximately $11.5 million and current ratio of 3.7 to 1 at December 31, 2018.

Our operating activities used approximately $161,000 in cash flow during the nine months ended September 30, 2019, compared with cash used of approximately $140,000 in the same period in 2018. The cash used in the 2019 period was the result of our net loss and offset noncash items included in the loss. The cash used in the 2018 period was the result of cash used for working capital. The main use of cash in 2018 resulted from a change in payment terms for one of our key partners, as well as payment of certain year end liabilities. We expect to have negative cash flow from operations in the fourth quarter as a result of expenses associated with the acquisition of RMDY Health.

We used approximately $1.06 million in investing activities in the nine months ended September 30, 2019, $1.0 million of which was related to the acquisition of a perpetual software license. The total cost of the license was $1.5 million. The remaining $500,000 is in accounts payable and is due in September 2019. We used insignificant amounts in investing activities in the nine months ended September 30, 2018 related to purchases of equipment.

We had proceeds from financing activities of approximately $22.1 million and $8.6 million during the nine months ended September 30, 2019 and 2018, respectively. These resulted from offerings our common stock, as well as the exercise of stock options. We did, as discussed in Note 3 to the accompanying condensed consolidated financial statements, issue 300,000 shares valued at $447,000 in 2018 in a non-cash transaction in payment of revenue share due under a co-marketing agreement and the accompanying termination of the agreement.

We do not anticipate the need to raise additional capital for operating purposes in 12 months from the issuance of this quarterly report. We are focused on growing our revenue, channel and partner networks. However, as a company in a market that is active with merger and acquisition activity, we may have opportunities, such as for acquisitions or strategic partner relationships, which may require additional capital. We will assess these opportunities as they arise with the view of maximizing shareholder value. We used approximately $9.0 million of our cash in October 2019 related to the acquisition of RMDY Health, which still leaves us approximately $20 million of cash for operations and potential future acquisitions.

Critical Accounting Policies

In December 2001, the SEC requested that all registrants list their most “critical accounting polices” in the Management Discussion and Analysis. The SEC indicated that a “critical accounting policy” is one which is both important to the portrayal of a company’s financial condition and results, and requires management’s most difficult, subjective or complex judgments, often as a result of the need to make estimates about the effect of matters that are inherently uncertain. Our accounting policies are discussed in the footnotes to our financial statements included in our annual report on Form 10-K for the year ended December 31, 2018; however, we consider our critical accounting policies to be those related to determining the timing and amount of revenue recognition, calculation of revenue share expense, stock-based compensation, capitalization and related amortization of intangible assets, impairment of assets, and the fair value of contingent purchase price payable.

Recently Issued Accounting Pronouncements

In June 2016, the Financial Accounting Standards Board (the "FASB") issued ASU 2016-13, Financial Instruments-Credit Losses (Topic 326): Measurement of Credit Losses on Financial Instruments. ASU 2016-13 provides for a new impairment model which requires measurement and recognition of expected credit losses for most financial assets and certain other instruments, including but not limited to accounts receivable and available for sale debt securities. ASU 2016-13 will become effective for the Company on January 1, 2020 and early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In January 2017, the FASB issued ASU 2017-04, Intangibles-Goodwill and Other (Topic 350): Simplifying the Test for Goodwill Impairment. ASU 2017-04 simplifies the subsequent measurement of goodwill by eliminating the second step of the goodwill impairment test. The second step measures a goodwill impairment loss by comparing the implied fair value of a reporting unit's goodwill with the carrying amount of that goodwill. Under ASU 2017-04, a company will record an impairment charge based on the excess of a reporting unit's carrying amount over its fair value. ASU 2017-04 will be applied prospectively and is effective for annual or interim goodwill impairment tests in fiscal years beginning after December 15, 2019. Early adoption is permitted for interim or annual goodwill impairment tests performed on testing dates after January 1, 2017. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

In August 2018, the FASB issued ASU 2018-13, Fair Value Measurement (Topic 820): Disclosure Framework-Changes to the Disclosure Requirements for Fair Value Measurement. ASU 2018-13 modifies the disclosure requirements on fair value measurements and will become effective for the Company on January 1, 2020 and early adoption is permitted. The Company is currently evaluating the impact of this guidance on its consolidated financial statements.

Off Balance Sheet Arrangements

As of September 30, 2019, there were no off-balance sheet arrangements.

Item 3. Quantitative and Qualitative Disclosures about Market Risk

We are not required to provide the information required by this Item.

Item 4. Controls and Procedures

Disclosure Controls and Procedures

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, we conducted an evaluation of the effectiveness of the design and operation of our disclosure controls and procedures, as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 (the “Exchange Act”), as of the end of the period covered by this report (the “Evaluation Date”). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that, as of September 30, 2019, our disclosure controls and procedures were not yet effective due to the presence of material weaknesses in internal control over financial reporting.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company’s annual or interim financial statements will not be prevented or detected on a timely basis. As described in more detail in our annual report on Form 10-K for the year ended December 31, 2018, management identified the following material weaknesses which have caused management to conclude that our disclosure controls and procedures were not effective: (i) inadequate segregation of duties; and (ii) inadequate information technology reporting systems to ensure that accurate financial information is provided for accounting and financial reporting with respect to the requirements and application of both US GAAP and SEC guidelines. Those weaknesses have not been completely remediated as of September 30, 2019.

Changes in Internal Control over Financial Reporting

During 2019, we hired two additional people in our accounting department to address the segregation of duties issue and improve our internal control over financial reporting. We also evaluated and selected new accounting software to address the information technology issues and implemented those systems in August 2019. We also improved the documentation of the review of data entered into our system. We are currently evaluating and testing this new system, along with associated controls. We expect that this new system will remediate our material weakness in internal controls; however a thorough assessment will not be completed until the end of Q4.

While we made other routine ongoing improvements in our internal control and processes, no other material changes were made during the period.

Limitations on the Effectiveness of Controls

Our management, including our Chief Executive Officer and Chief Financial Officer, does not expect that our disclosure controls and procedures or our internal controls will prevent all errors and all fraud. A control system, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints and the benefits of controls must be considered relative to their costs. Due to the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within our company have been detected.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material pending legal proceeding. We are not aware of any pending legal proceeding to which any of our officers, directors, or any beneficial holders of 5% or more of our voting securities are adverse to us or have a material interest adverse to us.

Item 1A: Risk Factors

See risk factors included in our Annual Report on Form 10-K for 2018.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

In September 2019, we issued 8,336 shares of common stock to our independent directors in connection with our Director Compensation Plan. We also issued a total 48,775 shares of stock during the three months ended September 30, 2019, in connection with the exercise of options under our 2013 equity compensation plan.

These securities were issued pursuant to Section 4(2) of the Securities Act and/or Rule 506 promulgated thereunder. The holders represented their intention to acquire the securities for investment only and not with a view towards distribution. The investors were given adequate information about us to make an informed investment decision. We did not engage in any general solicitation or advertising. We directed our transfer agent to issue the stock certificates with the appropriate restrictive legend affixed to the restricted stock.

Item 3. Defaults upon Senior Securities

None

Item 4. Mine Safety Disclosure

N/A

Item 5. Other Information

None

Item 6. Exhibits

Exhibit Number	Description of Exhibit
31.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
32.1	Certification of Chief Executive Officer and Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101**	The following materials from the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2019 formatted in Extensible Business Reporting Language (XBRL).

** Provided herewith

SIGNATURES

In accordance with the requirements of the Securities and Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: November 5, 2019	**OptimizeRx Corporation**	
	By:	/s/ William J. Febbo
		William J. Febbo
	Title:	**Chief Executive Officer, Principal Executive Officer, and Director**
Date: November 5, 2019	**OptimizeRx Corporation**	
	By:	/s/ Douglas P. Baker
		Douglas P. Baker
	Title:	**Chief Financial Officer, Principal Financial Officer and Principal Accounting Officer**

Exhibit 31.1

CERTIFICATIONS

I, William J. Febbo, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended September 30, 2019 of OptimizeRx Corp (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 5, 2019

/s/ William J. Febbo

By: William J. Febbo
Title: Chief Executive Officer

Exhibit 31.2

CERTIFICATIONS

I, Douglas P. Baker, certify that;

1. I have reviewed this quarterly report on Form 10-Q for the quarter ended June 30, 2019 of OptimizeRx Corp (the “registrant”);

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

    a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

    b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

    c. Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

    d. Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of the registrant’s board of directors (or persons performing the equivalent functions):

    a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

    b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: November 5, 2019

/s/ Douglas P. Baker

By: Douglas P. Baker
Title: Chief Financial Officer

Exhibit 32.1

**CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND
CHIEF FINANCIAL OFFICER
PURSUANT TO
18 U.S.C. SECTION 1350,
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the quarterly Report of OptimizeRx Corp (the "Company") on Form 10-Q for the quarter ended September 30, 2019 filed with the Securities and Exchange Commission (the "Report"), I, Will Febbo, Chief Executive Officer and I, Douglas Baker, Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that:

1. The Report fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and

2. The information contained in the Report fairly presents, in all material respects, the consolidated financial condition of the Company as of the dates presented and the consolidated result of operations of the Company for the periods presented.

By: /s/ William J Febbo
Name: Willian J Febbo
Title: Principal Executive Officer, and Director
Date: November 5, 2019

By: /s/ Douglas P. Baker
Name: Douglas P. Baker
Title: Principal Financial Officer
Date: November 5, 2019

This certification has been furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.