

OptimizeRx Corp
Form SC 13G/A
February 10, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

SCHEDULE 13G/A
(Amendment No. 1)
(Rule 13d-102)
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

OptimizeRx Corporation
(Name of Issuer)
Common Stock, \$0.001 par value
(Title of Class of Securities)
68401U105
(CUSIP Number)
December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

CUSIP No. 68401U105

13G/A

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

2 Bradley Louis Radoff
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

3 (a) " (b) "
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

5 SOLE VOTING POWER

NUMBER OF

SHARES 950,000

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 950,000

8 SHARED DISPOSITIVE POWER

WITH

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

950,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

..

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

4.1%

12 TYPE OF REPORTING PERSON*

IN

* SEE INSTRUCTIONS BEFORE FILLING OUT

SCHEDULE 13G/A

This Amendment No. 1 (this Amendment) to Schedule 13G (the Schedule 13G) is being filed on behalf of Bradley Louis Radoff relating to common stock, par value \$0.001 per share (the Common Stock), of OptimizeRx Corporation, a Nevada corporation (the Issuer), purchased by Mr. Radoff.

Item 1(a) Name of Issuer.

OptimizeRx Corporation

Item 1(b) Address of Issuer s Principal Executive Offices.

400 Water Street, Ste. 200

Rochester, Michigan 48307

Item 2(a) Name of Person Filing.

Mr. Bradley Louis Radoff

Item 2(b) Address of Principal Business Office, or, if none, Residence

1177 West Loop South

Suite 1625

Houston, Texas 77027

Item 2(c) Place of Organization.

Mr. Radoff is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common stock, par value \$0.001 per share (the Common Stock)

Item 2(e) CUSIP Number.

68401U105

Item 3 Reporting Person.

The person filing is not listed in Items 3(a) through 3(j).

Item 4 Ownership.

- (a) Mr. Radoff is the beneficial owner of 950,000 shares of Common Stock.

- (b) Mr. Radoff beneficially owns 950,000 shares of Common Stock, which represents approximately 4.1% of the shares of Common Stock issued and outstanding. This percentage is determined by dividing the number of shares beneficially held by Mr. Radoff by 23,404,819, the number of shares of Common Stock issued and outstanding as of November 12, 2014, as reported in the Issuer's Form 10-Q filed with the Securities and Exchange Commission on November 13, 2014.
- (c) Mr. Radoff may direct the vote and disposition of 950,000 shares of Common Stock.

Item 5 Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following [X].

Item 6 Ownership of More Than Five Percent on Behalf of Another Person.

Inapplicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.

Inapplicable.

Item 8 Identification and Classification of Members of the Group.

Inapplicable.

Item 9 Notice of Dissolution of Group.

Inapplicable.

Item 10 Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

Date: February 10, 2015

/s/ Bradley Louis Radoff
Bradley Louis Radoff