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Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

## **SECTION 1 – Registrant’s Business and Operations**

### **Item 1.01 Entry into a Material Definitive Agreement**

On January 10, 2013, we entered into a Securities Redemption Option Agreement with Vicis Capital Master Fund (“Vicis”) that provides us with an option to purchase all of the outstanding shares and derivative securities held by Vicis for total payment of nine million dollars (\$9,000,000). The shares and derivative securities include the Series A Convertible Preferred Stock, Series B Convertible Preferred Stock, Common Stock, and warrants to purchase shares of Series A Convertible Preferred Stock and Series B Convertible Preferred Stock held by Vicis. Our option expires on December 31, 2013 and may be extinguished if Vicis sells its securities before we exercise our option.

The foregoing description of the Securities Redemption Option Agreement does not purport to be complete and is qualified in its entirety by reference to the complete text of the Securities Redemption Option Agreement filed as Exhibit 10.1 hereto and incorporated herein by reference.

## **SECTION 9 – Financial Statements and Exhibits**

### **Item 9.01 Financial Statements and Exhibits.**

Exhibit No. Description

10.1 Securities Redemption Option Agreement, dated January 10, 2013

## **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**

/s/ David Lester

David Lester  
Chief Executive Officer

Date: January 11, 2013

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