

OptimizeRx Corp  
Form SC 13D/A  
October 27, 2015

**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 Per Share**

**(Title of Class of Securities)**

**68401U105**

**(CUSIP Number)**

**Barry L. Fischer**

**Thompson Coburn LLP**

**55 East Monroe Street**

**Suite 3700**

**Chicago, IL 60603**

**(312) 346-7500**

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

**October 26, 2015**

**(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 Rule 13d-1(e), (f) or (g), check the following box " ".

**Note:** Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7(b) for other parties to whom copies are being sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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).

CUSIP No. 68401U105

1 Names of reporting person

Individual Retirement Accounts for the benefit of Ronald L. Chez, the Chez Family Foundation and Ronald L. Chez Individually

2 Check the appropriate box if a member of a group (see instructions)

(a)  (b)

3 SEC use only

4 Source of funds (see instructions)

PF

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

6 Citizenship or place of organization

United States of America

7 Sole voting power

Number of

shares 2,721,976

beneficially 8 Shared voting power

owned by

each 0  
9 Sole dispositive power

reporting

person 2,721,976

with 10 Shared dispositive power

0

11 Aggregate amount beneficially owned by each reporting person

2,721,976

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

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

9.1%<sup>(1)</sup>

14 Type of reporting person (see instructions)

IN

<sup>(1)</sup> See Item 5.

Pursuant to Rule 13d-2 of Regulation 13D-G of the General Rules and Regulations under the Securities Exchange Act of 1934, as amended, the undersigned Ronald L. Chez (the Reporting Person ) hereby amends his statement on Schedule 13D dated as of February 5, 2015 as amended by Amendment No. 1 to Schedule 13D dated March 25, 2015 (collectively, the Schedule 13D ). This Statement constitutes Amendment No. 2 to the Schedule 13D. Unless otherwise indicated herein, there are no material changes to the information set forth in the Schedule 13D.

**Item 5. Interest in Securities of the Issuer** is hereby amended and restated in its entirety as follows:

(a) This statement relates to 1,889,919 shares of Common Stock, as well as warrants to purchase an additional 832,057 shares of Common Stock owned by the Reporting Person. Based on the prospectus contained in the Company s Post-Effective Amendment No. 1 to Form S-1/A dated September 30, 2015, 28,960,925 shares of Common Stock were outstanding as of September 29, 2015. Pursuant to Rule 13d-3(1)(i) under the Securities Exchange Act of 1943, as amended, for purposes of determining the percentage of beneficial ownership, reportable securities which a reporting person has the right to acquire upon a conversion of securities within 60 days are deemed to be reportable securities beneficially owned with respect to that person, as well as reportable securities issued and outstanding with respect to that issuer. Accordingly, the ownership percentage with respect to Shares the Reporting Person owns or has the right to acquire assumes that there are 29,792,982 shares of Common Stock issued and outstanding. Therefore, the 2,721,976 shares of Common Stock reported on this Schedule 13D represent approximately 9.1% of the Company s shares issued and outstanding.

(b) The Reporting Person has the sole power (and no shared power) to vote, dispose of or direct the disposition of the Securities and any Common Stock resulting from the exercise or conversion thereof.

(c) On October 21, the Reporting Person s individual retirement account consummated, in a private transaction, a purchase of a privately issued warrant to purchase 110,974 shares of Common Stock, at an exercise price of \$.7875 per share for \$60,000. On October 26, 2015, the Reporting Person s individual retirement account consummated, in a private transaction, a purchase of a privately issued warrant to purchase 129,470 shares of Common Stock, at an exercise price of \$.7875 per share for \$70,000. Each of the warrants are exercisable until September 24, 2020 and provide for piggy-back registration rights.

In addition, during the last 60 days, the Reporting Person s effected the following purchases of the Company s securities, each through open market transactions, on the dates, in the amounts, and at the prices per share shown below:

Transactions by Reporting Person s individual retirement account:

<b>Date</b>	<b>Shares</b>	<b>Unit Cost</b>
10/23/2015	6,000	\$ 1.3100

Transactions by Reporting Person s foundation:

<b>Date</b>	<b>Shares</b>	<b>Unit Cost</b>
9/30/2015	24,600	\$ 1.19
10/9/2015	2,500	\$ 1.2872

(d) Not applicable.

(e) Not applicable.

**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.

Dated: as of October 27, 2015.

By: /s/ Barry L. Fischer  
Barry L. Fischer, attorney-in-fact for  
Ronald L. Chez