AWM Investment Company, Inc.

Form 3

May 14, 2018

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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SECURITIES

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting

Person *

AWM Investment Company,

Inc.

(First)

(Middle)

(Month/Day/Year)

Statement

05/04/2018

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

OptimizeRx Corp [OPRX]

(Check all applicable)

(Last)

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

527 MADISON

AVENUE. SUITE 2600

(Street)

Director Officer

__X__ 10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group

Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

NEW YORK. NYÂ 10022

(City) (State)

(Instr. 4)

1. Title of Security

(Zip)

Table I - Non-Derivative Securities Beneficially Owned

2. Amount of Securities Beneficially Owned

(Instr. 4)

3. Ownership 4. Nature of Indirect Beneficial

Ownership Form: (Instr. 5)

Direct (D) or Indirect (I)

(Instr. 5)

4,103,774 (1) (2) (3) Common Stock $I_{\frac{(1)}{(2)}} \stackrel{(2)}{(3)}$ By Limited Partnerships $\frac{(1)}{(2)} \stackrel{(2)}{(3)}$

Reminder: Report on a separate line for each class of securities beneficially

owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(Instr. 4)

1. Title of Derivative Security

(Instr. 4)

Expiration Date

(Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security

4. Conversion

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

or Exercise (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Amount or Security Direct (D)

Exercisable Date Number of or Indirect
Shares (I)

(Instr. 5)

Reporting Owners

Reporting Owner Name / Address Relationships

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Director 10% Owner Officer Other

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AWM Investment Company, Inc. 527 MADISON AVENUE

SUITE 2600

NEW YORK, NYÂ 10022

Signatures

Adam C. 05/14/2018 Stettner

**Signature of Date
Reporting Person

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- AWM Investment Company, Inc., a Delaware Corporation (AWM), is the investment adviser to Special Situations Fund III QP, L.P. (QP), Special Situations Cayman Fund, L.P. (CAYMAN) and Special Situations Private Equity Fund, L.P. (PE together with QP and CAYMAN the Funds). As the investment adviser to the Funds, AWM holds sole voting and investment power over 2,436,390 of Common Stock of the Issuer (the Shares) held by QP, 911,189 Shares held by CAYMAN and 756,195 Shares held by PE.
- Austin W. Marxe (Marxe), David M. Greenhouse (Greenhouse) and Adam C. Stettner (Stettner) are the controlling principals of AWM.

 The reporting person disclaims beneficial ownership of the Shares, except to the extent of its pecuniary interest therein. This report shall not be deemed an admission that the reporting person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.
- (3) These shares do not reflect the 1 for 3 reverse split effective 5/14/2018.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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