

WPP Luxembourg Gamma Three S.a.r.l.
 Form 4
 May 11, 2018

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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 *
 WPP plc

(Last) (First) (Middle)
 27 FARM STREET
 (Street)

LONDON, X0 W1J 5RJ

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
 OptimizeRx Corp [OPRX]

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/19/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
 ___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
 ___X___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/19/2018 | | J ⁽¹⁾ | | 300,000 | A | \$ 1.5 |
| | | | | | 6,311,106 | I | |

See Footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

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| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code V (A) (D) | | Date Exercisable Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| WPP plc 27 FARM STREET LONDON, X0 W1J 5RJ | | X | | |
| WPP Luxembourg Gamma Three S.a.r.l. 124 BOULEVARD DE LA PETRUSSE LUXEMBOURG, N4 L-2330 | | X | | |

Signatures

| | |
|---|------------|
| WPP plc, By: /s/ Paul W.G. Richardson, Group Finance Director | 05/11/2018 |
| __Signature of Reporting Person | Date |
| WPP Luxembourg Gamma Three S.a.r.l., By: /s/ Anne Ehrismann, Manager | 05/11/2018 |
| __Signature of Reporting Person | Date |
| WPP Luxembourg Gamma Three S.a.r.l., By: /s/ Thierry Lenders, Manager | 05/11/2018 |
| __Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

(1) The 300,000 shares of Common Stock of the Issuer (the "Shares") were acquired by WPP Luxembourg Gamma Three S.a.r.l. ("Lux Gamma Three") from the Issuer on March 19, 2018. The Shares were issued pursuant to a Termination Letter (the "Termination Letter") dated as of February 23, 2018 between the Issuer and Grey Healthcare Group, LLC, an affiliate of Lux Gamma Three ("GHG"), as consideration for GHG's performance of its obligations pursuant to the Amended and Restated Co-Marketing Agreement dated as of September 24, 2015, between the Issuer and GHG, which was terminated by such Termination Letter. The price reported in column 4 is the price as of market close on March 16, 2018, the trading day preceding the acquisition.

(2) These shares are owned directly by Lux Gamma Three, which is a wholly-owned subsidiary of WPP plc that WPP plc owns indirectly through a series of intervening holding companies. WPP plc is an indirect beneficial owner of the reported securities.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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