

OptimizeRx Corp  
Form 10-Q  
August 17, 2011

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

**FORM 10-Q**

Quarterly Report pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended June 30, 2011

Transition Report pursuant to 13 or 15(d) of the Securities Exchange Act of 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-53605

**OptimizeRx Corporation**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of incorporation or organization)

**26-1265381**

(IRS Employer Identification No.)

**407 6th Street**

**Rochester, MI, 48307**

(Address of principal executive offices)

**248-651-6568**

(Registrant's telephone number)

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(Former name, former address and former fiscal year, if changed since last report)

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days  Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  
 Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

State the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date:  
13,969,202 shares as of June 30, 2011.

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**PART I - FINANCIAL INFORMATION**

**Item 1. Financial Statements**

Our consolidated financial statements included in this Form 10-Q are as follows:

- F-1 Consolidated Balance Sheets as of June 30, 2011 (unaudited) and December 31, 2009 (audited);
- F-2 Consolidated Statements of Operations for the three months ended June 30, 2011 and 2010 (unaudited);
- F-3 Consolidated Statements of Operations for the six months ended June 30, 2011 and 2010 (unaudited);
- F-4 Consolidated Statements of Cash Flow for the six months ended June 30, 2011 and 2010 (unaudited);
- F-5 Notes to Consolidated Financial Statements.

These consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and the SEC instructions to Form 10-Q. In the opinion of management, all adjustments considered necessary for a fair presentation have been included. Operating results for the interim period ended June 30, 2011 are not necessarily indicative of the results that can be expected for the full year.

Table of Contents**OPTIMIZERx CORPORATION****(A DEVELOPMENT STAGE COMPANY)****CONSOLIDATED BALANCE SHEETS****AS OF JUNE 31, 2011 (UNAUDITED) AND DECEMBER 31, 2010 (UNAUDITED)**

## ASSETS

	June 30, 2011	December 31, 2010
Current Assets		
Cash and cash equivalents	\$969,765	\$1,278,094
Accounts receivable	140,100	226,000
Prepaid expenses	114,863	80,051
Debt discount-current portion	500,000	500,000
Total Current Assets	1,724,728	2,084,145
Property and equipment, net	12,155	13,061
Other Assets		
Patent rights, net	875,294	902,647
Website development costs, net	383,116	332,107
Debt discount-net of current portion	166,667	416,667
Total Other Assets	1,425,077	1,651,421
<b>TOTAL ASSETS</b>	<b>\$3,161,960</b>	<b>\$3,748,627</b>

## LIABILITIES AND STOCKHOLDERS' EQUITY

Current Liabilities		
Accounts payable - trade	\$37,460	\$38,409
Accounts payable - related party	570,000	570,000
Accrued expenses	57,500	5,700
Accrued interest	45,000	15,000
Deferred revenue	152,610	225,720
Total Current Liabilities	862,570	854,829
Long-Term Liabilities		
Notes payable - investor	1,000,000	1,000,000
Total Long-Term Liabilities	1,000,000	1,000,000
Total Liabilities	1,862,570	1,854,829
Stockholders' Equity		
Common stock, \$.001 par value, 500,000,000 shares authorized, 13,869,202 shares issued and outstanding (13,606,676 - 2010)	13,869	13,607

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Preferred stock, \$.001 par value, 10,000,000 shares authorized, 50 shares issued and outstanding	0	0
Stock warrants	20,281,328	20,281,328
Additional paid-in-capital	3,658,450	3,355,615
Accumulated deficit	(22,654,367)	(21,756,752)
Total Stockholders' Equity	1,299,390	1,893,798
<b>TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY</b>	<b>\$3,161,960</b>	<b>\$3,748,627</b>

The accompanying notes are an integral part of these financial statements.

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Table of Contents**OPTIMIZERx CORPORATION****(A DEVELOPMENT STAGE COMPANY)****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE THREE MONTHS ENDED JUNE 30, 2011 AND 2010****(UNAUDITED)**

	For the three months ended June 30, 2011	For the three months ended June 30, 2010
REVENUE		
Sales	\$200,174	\$16,720
TOTAL REVENUE	200,174	16,720
EXPENSES		
Operating expenses	493,154	892,083
TOTAL EXPENSES	493,154	892,083
OPERATING LOSS	(292,980 )	(875,363 )
OTHER INCOME (EXPENSE)		
Interest income	395	625
Interest expense	(140,098 )	(165 )
TOTAL OTHER INCOME (EXPENSE)	(139,703 )	460
LOSS BEFORE PROVISION FOR INCOME TAXES	(432,683 )	(874,903 )
PROVISION FOR INCOME TAXES	-0-	-0-
NET LOSS	\$(432,683 )	\$(874,903 )
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	13,869,202	13,378,759
NET LOSS PER SHARE: BASIC AND DILUTED	\$(0.03 )	\$(0.07 )

The accompanying notes are an integral part of these financial statements.

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Table of Contents**OPTIMIZERx CORPORATION****(A DEVELOPMENT STAGE COMPANY)****CONSOLIDATED STATEMENTS OF OPERATIONS****FOR THE SIX MONTHS ENDED JUNE 30, 2011 AND 2010****(UNAUDITED)**

	For the six months ended June 30, 2011	For the six months ended June 30, 2010
REVENUE		
Sales	\$594,017	\$18,003
TOTAL REVENUE	594,017	18,003
EXPENSES		
Operating expenses	962,435	1,155,177
TOTAL EXPENSES	962,435	1,155,177
NET OPERATING LOSS	(368,418 )	(1,137,174 )
OTHER INCOME (EXPENSE)		
Interest income	835	1,530
Other income	66	-0-
Interest expense	(280,098 )	(226 )
TOTAL OTHER INCOME (EXPENSE)	(279,197 )	1,304
LOSS BEFORE PROVISION FOR INCOME TAXES	(647,615 )	(1,135,870 )
PROVISION FOR INCOME TAXES	-0-	-0-
NET LOSS	\$(647,615 )	\$(1,135,870 )
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING: BASIC AND DILUTED	13,749,300	13,115,405
NET LOSS PER SHARE: BASIC AND DILUTED	\$(0.05 )	\$(0.09 )

The accompanying notes are an integral part of these financial statements.

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