

OptimizeRx Corp
Form SC 13G/A
February 14, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

OPTIMIZERX Corporation

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

68401U204

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule 13G is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* 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 the disclosures provided in a prior cover page.

The information required in 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. 68401U204

(1) Names of Reporting
Persons

Park West Asset
Management LLC

(2) Check the
Appropriate Box(a)
if a Member of a []
Group

(b)
[]

(3) SEC Use Only
(4) Citizenship or Place of
Organization

Delaware

Number of Shares
Beneficially Owned By
Each Reporting Person
With

(5) Sole
Voting 0

Power:

(6) Shared
Voting 967,448*

Power:

(7) Sole
Dispositive 0

Power:

(8) Shared
Dispositive 967,448*

Power:

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

967,448*

(10) Check if the
Aggregate Amount in Row
(9) Excludes Certain Shares
(See Instructions):

[]

(11) Percent of Class
Represented by Amount in
Row (9)

8.1%*

(12) Type of Reporting
Person

IA

* Beneficial ownership percentage is based upon 12,013,682 shares of common stock, \$0.001 par value per share (“Common Stock”), of OptimizeRx Corporation, a Nevada corporation (the “Company”), issued and outstanding as of October 31, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2018. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”), and Peter S. Park (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”) is the sole member and manager of PWAM. As of December 31, 2018, PWIMF held 871,411 shares of Common Stock and PWPI held 96,037 shares of Common Stock. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 967,448 shares of Common Stock held in the aggregate by the PW Funds for an aggregate beneficial ownership percentage of approximately 8.1% of the shares of Common Stock deemed issued and outstanding as of December 31, 2018.

CUSIP No. 68401U204

(1) Names of Reporting
Persons

Park West
Investors Master
Fund, Limited

(2) Check the

Appropriate
Box if a Member of a
Group

(a)
[]

(b)
[]

(3) SEC Use Only

(4) Citizenship or Place of
Organization

Cayman Islands

Number of Shares
Beneficially Owned By
Each Reporting Person
With

(5) Sole
Voting Power: 0

(6) Shared
Voting Power: 871,411*

(7) Sole
Dispositive Power: 0

(8) Shared
Dispositive Power: 871,411*

(9) Aggregate Amount
Beneficially Owned by
Each Reporting Person

871,411*

(10) Check if the
Aggregate Amount in Row
(9) Excludes Certain
Shares (See Instructions):

[]

(11) Percent of Class
Represented by Amount in
Row (9)

7.3%*

(12) Type of Reporting

Person

CO

* Beneficial ownership percentage is based upon 12,013,682 shares of Common Stock of the Company issued and outstanding as of October 31, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2018. PWAM is the investment manager to the PW Funds, and Mr. Park is the sole member and manager of PWAM. As of December 31, 2018, PWIMF held 871,411 shares of Common Stock. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWIMF may be deemed to beneficially own 871,411 shares of Common Stock of the Company for an aggregate beneficial ownership percentage of approximately 7.3% of the shares of Common Stock deemed issued and outstanding as of December 31, 2018.

CUSIP No. 68401U204

(1) Names of Reporting Persons

Peter S. Park

(2) Check the

Appropriate

Box if a Member of a

(a)

[]

Group

(b)

[]

(3) SEC Use Only

(4) Citizenship or Place of Organization

United States of America

Number of Shares

Beneficially Owned By Each Reporting Person

With

(5) Sole

Voting 0

Power:

(6) Shared

Voting 967,448*

Power:

(7) Sole

Dispositive 0

Power:

(8) Shared

Dispositive 967,448*

Power:

(9) Aggregate Amount

Beneficially Owned by Each Reporting Person

967,448*

(10) Check if the

Aggregate Amount in Row

(9) Excludes Certain Shares

(See Instructions):

[]

(11) Percent of Class

Represented by Amount in

Row (9)

8.1%*

(12) Type of Reporting

Person

IN

* Beneficial ownership percentage is based upon 12,013,682 shares of Common Stock of the Company issued and outstanding as of October 31, 2018, based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2018. Park West Asset Management LLC (“PWAM”) is the investment manager to Park West Investors Master Fund, Limited, a Cayman Islands exempted company (“PWIMF”), and Park West Partners International, Limited, a Cayman Islands exempted company (“PWPI” and, collectively with PWIMF, the “PW Funds”), and Peter S. Park (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”) is the sole member and manager of PWAM. As of December 31, 2018, PWIMF held 871,411 shares of Common Stock and PWPI held 96,037 shares of Common Stock. As a result of the foregoing, for purposes of Reg. Section 240.13d-3, PWAM and Mr. Park may be deemed to beneficially own the 967,448 shares of Common Stock held in the aggregate by the PW Funds for an aggregate beneficial ownership percentage of approximately 8.1% of the shares of Common Stock deemed issued and outstanding as of December 31, 2018.

Item 1(a). Name Of Issuer: OptimizeRx Corporation (the “Company”)

Item 1(b). Address of Issuer’s Principal Executive Offices:

400 Water Street, Suite 200

Rochester, MI 48307

Item 2(a). Name of Person Filing:

This report on Schedule 13G (this “Schedule 13G”), is being jointly filed by (i) Park West Asset Management LLC (“PWAM”), a Delaware limited liability company and the investment manager to (a) Park West Investors Master Fund, Limited (“PWIMF”), a Cayman Islands exempted company that is the holder of 871,411 shares of common stock, \$0.001 par value per share (“Common Stock”), of the Company and (b) Park West Partners International, Limited (“PWPI” and, collectively with PWIMF, the “PW Funds”), a Cayman Islands exempted company that is the holder of 96,037 shares of Common Stock; (ii) PWIMF; and (iii) Peter S. Park, as the sole member and manager of PWAM (“Mr. Park” and, collectively with PWAM and PWIMF, the “Reporting Persons”).

The 967,448 shares of Common Stock of the Company held in the aggregate by the PW Funds, which constitute approximately 8.1% of the shares of Common Stock of the Company deemed to be issued and outstanding as of the date hereof, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment manager to the PW Funds, and (y) indirectly by Mr. Park, as the managing member of PWAM.

As of December 31, 2018, PWIMF held 871,411 shares of Common Stock, constituting approximately 7.3% of the Common Stock deemed to be issued and outstanding as of December 31, 2018.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address for the Reporting Persons is: 900 Larkspur Landing Circle, Suite 165, Larkspur, California 94939.

Item 2(c). Citizenship:

PWAM is organized under the laws of the State of Delaware. PWIMF is a Cayman Islands exempted company. Mr. Park is a citizen of the United States.

Item 2(d). Title of Class of Securities:

Common Stock, \$0.001 par value per share.

Item 2(e). CUSIP No.:

68401U204

Item 3. If This Statement Is Filed Pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the Person Filing is a:

Not Applicable.

Item 4. Ownership:

As reported in the cover pages to this report, the ownership information with respect to each of PWAM and Mr. Park is as follows:

(a) Amount Beneficially Owned:	967,448*
(b) Percent of Class:	8.1%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	967,448*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	967,448*

As reported in the cover pages to this report, the ownership information with respect to PWIMF is as follows:

(a) Amount Beneficially Owned:	871,411*
(b) Percent of Class:	7.3%*
(c) Number of Shares as to which such person has:	
(i) Sole power to vote or to direct the vote:	0
(ii) Shared power to vote or to direct the vote:	871,411*
(iii) Sole power to dispose or to direct the disposition of:	0
(iv) Shared power to dispose or to direct the disposition of:	871,411*

* This Schedule 13G is being jointly filed by (i) PWAM, a Delaware limited liability company and the investment manager to (a) PWIMF, a Cayman Islands exempted company that is the holder of 871,411 shares of Common Stock and (b) PWPI, a Cayman Islands exempted company that is the holder of 96,037 shares of Common Stock; (ii) PWIMF; and (iii) Mr. Park, as the sole member and manager of PWAM.

The 967,448 shares of Common Stock held in the aggregate by the PW Funds, which constitutes approximately 8.1% of the shares of Common Stock deemed issued and outstanding as of December 31, 2018, may be deemed to be beneficially owned (x) indirectly by PWAM, as the investment adviser to PWIMF and PWPI, and (y) indirectly by Mr. Park, as the sole member and manager of PWAM. The foregoing beneficial ownership percentage as of December 31, 2018, is based on information reported by the Company in its Quarterly Report on Form 10-Q, filed with the Securities and Exchange Commission on November 5, 2018.

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following: []

Item 6. Ownership of More Than Five Percent on Behalf of Another Person

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person

Not Applicable.

Item 8. Identification and Classification of Members of the Group

Not Applicable.

Item 9. Notice of Dissolution of Group

Not Applicable.

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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.

February 14, 2019

**PARK WEST ASSET
MANAGEMENT LLC**

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

PARK WEST INVESTORS MASTER FUND, LIMITED

By: Park West Asset Management LLC, its Investment Manager

By: /s/ Grace Jimenez
Name: Grace Jimenez
Title: Chief Financial Officer

/s/ Peter S. Park
Peter S. Park

Attention: Intentional misstatements or omissions of fact constitute

Federal criminal violations (See 18 U.S.C. 1001)

Exhibit Index

Exhibit

99. Joint Filing Agreement dated as of May 14, 2018, by and among Park West Asset Management, LLC, Park West Investors Master Fund, Limited, and Peter S. Park (incorporated by reference to Exhibit A to the Schedule 13G filed with the Securities and Exchange Commission on May 14, 2018).