

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**

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

## OMB APPROVAL

OMB  
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response... 0.5

(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)
Common Stock	03/19/2018		J <sup>(1)</sup>	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.

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form  
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SEC 1474  
(9-02)

**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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				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).

- 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.
- 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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