TherapeuticsMD, Inc.
Form 4
March 10, 2014

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bernick Brian

(Last) (First) (Middle)

6800 BROKEN SOUND PARKWAY NW, THIRD FLOOR

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
TherapeuticsMD, Inc. [TXMD]

3. Date of Earliest Transaction (Month/Day/Year)
03/06/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

__X__ Director _____ 10% Owner
_____ Officer (give title below) _____ Other (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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2014		S		17,893.17	D	(1)	7,157,267 (1) (2)	I	By BF Investment Enterprises, Ltd.
Common Stock	03/06/2014		J(3)		1,842,280.53	D	$ 0	7,157,267 (2) (3)	I	By BF Investment Enterprises, Ltd.
Common Stock	03/07/2014		S		1,771,423.58	D	(4)	7,157,267 (2) (4)	I	By BF Investment Enterprises, Ltd.

Common Stock	300,000	D

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)

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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Stock Option (right to buy)	$ 0.1018	03/06/2014		S			3,682.28	(5)	01/01/2019	Common Stock	3,6
Warrant (right to buy)	$ 0.4074	03/06/2014		S			153.43	(6)	06/06/2021	Common Stock	15
Stock Option (right to buy)	$ 2.55	03/06/2014		S			125	12/31/2012	04/16/2022	Common Stock	
Stock Option (right to buy)	$ 2.55	03/06/2014		S			375	04/16/2013	04/16/2022	Common Stock	
Stock Option (right to buy)	$ 2.64	03/06/2014		S			125	12/31/2013	05/01/2023	Common Stock	
Stock Option (right to buy)	$ 5.05	03/06/2014		S			112	12/31/2014	01/06/2024	Common Stock	
Stock Option (right to	$ 0.1018	03/06/2014		J			379,127.03	(5)	01/01/2019	Common Stock	379,

buy)								
Warrant (right to buy)	$ 0.4074	03/06/2014	J	15,797.15	(6)	06/06/2021	Common Stock	15,7
Stock Option (right to buy)	$ 2.55	03/06/2014	J	12,870	12/31/2012	04/16/2022	Common Stock	12
Stock Option (right to buy)	$ 2.55	03/06/2014	J	38,610	04/16/2013	04/16/2022	Common Stock	38
Stock Option (right to buy)	$ 2.64	03/06/2014	J	12,870	12/31/2013	05/01/2023	Common Stock	12
Stock Option (right to buy)	$ 5.05	03/06/2014	J	11,583	12/31/2014	01/06/2024	Common Stock	11
Stock Option (right to buy)	$ 0.1018	03/07/2014	S	364,545.23	(5)	01/01/2019	Common Stock	364,
Warrant (right to buy)	$ 0.4074	03/07/2014	S	15,189.57	(6)	06/06/2021	Common Stock	15,
Stock Option (right to buy)	$ 2.55	03/07/2014	S	12,375	12/31/2012	04/16/2022	Common Stock	12
Stock Option (right to buy)	$ 2.55	03/07/2014	S	37,125	04/16/2013	04/16/2022	Common Stock	37
Stock Option (right to buy)	$ 2.64	03/07/2014	S	12,375	12/31/2013	05/01/2023	Common Stock	12
Stock Option (right to buy)	$ 5.05	03/07/2014	S	11,137.5	12/31/2014	01/06/2024	Common Stock	11,

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bernick Brian 6800 BROKEN SOUND PARKWAY NW THIRD FLOOR BOCA RATON, FL 33487		X		

Signatures

Brian Bernick	03/10/2014
**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 reported securities are held by BF Investment Enterprises, Ltd. ("BF Investment"), a limited partnership of which BF Management, LLC (the "GP") is the general partner. The reporting person and his wife, as tenants by the entirety, are the sole member of the GP (the "Member"). On March 6, 2014, the Member sold 25% of the membership interest in the GP for an aggregate purchase price of $100,000. The percentage of membership interest in the GP sold by the Member may be subject to further adjustment, if any, as may be required by the results of a post-closing valuation, which adjustment will be reflected in an amended Form 4. The reporting person disclaims beneficial ownership of TherapeuticsMD, Inc. (the "Company") common stock and derivative securities except to the extent of his pecuniary interest therein.

(2) Excludes 300,000 shares previously held indirectly by the reporting person by virtue of sole ownership by the reporting person and his spouse, as tenants by the entirety, of BF Investment, which shares were distributed to the reporting person and his wife, as tenants by the entirety, on February 28, 2014 and are now owned directly.

(3) On March 6, 2013, the reporting person and his spouse, as tenants by the entirety, assigned 13% of their limited parter interest in BF Investment to each of the reporting person and his wife in their individual capacities and not as tenants by the entirety.

(4) The reported securities are held by BF Investment, of which the reporting person, together with his spouse as tenants by the entirety, hold 76% limited partner interest and of which the reporting person and his spouse, in their individual capacities, each hold 13% limited partner interest of BF Investment. On March 7, 2014, both the reporting person and his spouse, in their individual capacities, sold in even part an aggregate of 25% of their limited partner interest in BF Investment for an aggregate purchase price of $7,500,000. The percentage of limited partner interest sold the reporting person and his spouse may be subject to further adjustment, if any, as may be required by the results of a post-closing valuation, which adjustment will be reflected in an amended Form 4. The reporting person disclaims beneficial ownership of the Company common stock and derivative securities except to the extent of his pecuniary interest therein.

(5) The stock option vested at the rate of 40,914 shares per month over three years from February 1, 2009. This stock option was assumed and re-issued pursuant to the Agreement and Plan of Merger among the Company, VitaMedMD, LLC, and VitaMed Acquisition, LLC, dated as of October 4, 2011. The stock option, as assumed, retained the vesting schedule of the original stock option.

(6) The warrant vested upon issuance on June 6, 2011. This warrant was assumed and re-issued pursuant to the Agreement and Plan of Merger among the Company, VitaMedMD, LLC, and VitaMed Acquisition, LLC, dated as of October 4, 2011.

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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