

TherapeuticsMD, Inc.
Form 4
March 10, 2014

FORM 4

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

OMB APPROVAL

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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 *
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)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 | <u>(1)</u> |
| | | | | | | | 7,157,267 <u>(1)</u> <u>(2)</u> |
| | | | | | | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 03/06/2014 | | J ⁽³⁾ | | 1,842,280.53 | D | \$ 0 |
| | | | | | | | 7,157,267 <u>(2)</u> <u>(3)</u> |
| | | | | | | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 03/07/2014 | | S | | 1,771,423.58 | D | <u>(4)</u> |
| | | | | | | | 7,157,267 <u>(2)</u> <u>(4)</u> |
| | | | | | | I | By BF Investment Enterprises, Ltd. |

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

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buy)

| | | | | | | | | |
|--------------------------------------|-----------|------------|---|------------|------------|------------|-----------------|------|
| Warrant (right to buy) | \$ 0.4074 | 03/06/2014 | J | 15,797.15 | <u>(6)</u> | 06/06/2021 | Common Stock | 15, |
| 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 | <u>(5)</u> | 01/01/2019 | Common Stock | 364, |
| Warrant (right to buy) | \$ 0.4074 | 03/07/2014 | S | 15,189.57 | <u>(6)</u> | 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).

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.

(1) 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 partner 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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