

Milligan John C.K. IV
 Form 4
 October 25, 2018

FORM 4

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

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).

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 *
 Milligan John C.K. IV

(Last) (First) (Middle)
 6800 BROKEN SOUND PKWY
 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)
 10/23/2018

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)
 President/Secretary

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 | (D) | Price | | | |
| Common Stock | 10/23/2018 | | M | | 125,000 | A | \$ 0.1018 | 1,597,419 | D | |
| Common Stock | 10/23/2018 | | S ⁽¹⁾ | | 125,000 | D | \$ 5.33 ⁽²⁾ | 1,472,419 | D | |
| Common Stock | 10/24/2018 | | M | | 125,000 | A | \$ 0.1018 | 1,597,419 | D | |
| Common Stock | 10/24/2018 | | S ⁽¹⁾ | | 125,000 | D | \$ 5.37 ⁽³⁾ | 1,472,419 | D | |
| Common Stock | | | | | | | | 434,814 | I | See footnote ⁽⁴⁾ |

Common Stock 3,557,373 I See footnote (5)

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 | A |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 10/23/2018 | | M | 125,000 | 01/01/2012 01/01/2019 | Common Stock | 1 | |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 10/24/2018 | | M | 125,000 | 01/01/2012 01/01/2019 | Common Stock | 1 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milligan John C.K. IV 6800 BROKEN SOUND PKWY NW, THIRD FLOOR BOCA RATON, FL 33487 | X | | President/Secretary | |

Signatures

/s/ John C.K. Milligan 10/25/2018

**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).

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- (1) The sales were made pursuant to the Reporting Person's 10b5-1 trading plan with respect to shares of Common Stock underlying options to purchase Common Stock that expire on or before January 1, 2019.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.15 to \$5.435, inclusive. The reporting person undertakes to provide TherapeuticsMD, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.18 to \$5.535, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3) By the Milligan Irrevocable Nonexempt Trust - 2014. These securities are held in a trust for the benefit of the Reporting Person's spouse and children. The Reporting Person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.
- (4) By John C.K. Milligan Revocable Trust U/A 08/10/2009, as amended.

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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