

TherapeuticsMD, Inc.  
Form 4  
June 09, 2014

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
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)  
06/05/2014

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 (D) Price  |   |  |   |
| Common Stock                    | 06/05/2014                           |  | M                              | 10,000 A \$ 0.1018  | 6,745,999 <sup>(1)</sup>  | I  | By BF Investment Enterprises, Ltd.                    |
| Common Stock                    |                                      |  |                                |   | 297,000   | D  |   |
| Common Stock                    |                                      |  |                                |   | 3,000 <sup>(2)</sup>  | I  | By BF Management, LLC                                 |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy)                | \$ 0.1018  | 06/05/2014                           |  | M                              | 10,000  | <sup>(3)</sup> 01/01/2019                                | Common Stock  | 10,000                        |

## Reporting Owners

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

## Signatures

/s/ Brian Bernick  
06/09/2014  
 \*\*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 owned by BF Investment Enterprises, Ltd. ("BF Investment"). The reporting person (i) holds, together with his spouse as tenants by the entirety, 70.6% membership interest in BF Management, LLC (the "GP"), the general partner of BF Investment, (ii) holds, together with his spouse as tenants by the entirety, 73% limited partner interest in BF Investment, (iii) holds in the aggregate, with his spouse in their individual capacities, 3.272% limited partner interest in BF Investment, and (iv) serves as the Manager of the GP. The reporting person disclaims beneficial ownership of TherapeuticsMD, Inc. (the "Company") common stock except to the extent of his pecuniary interest therein.
- (2)

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The reported securities are held by the GP. As disclosed in footnote 1 above, the reporting person, together with his spouse as tenants by the entirety, hold 70.6% membership interest in the GP. The reporting person disclaims beneficial ownership of the Company common stock except to the extent of his pecuniary interest therein.

- (3) 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.

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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