

TherapeuticsMD, Inc.
Form 4/A
March 27, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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)
03/06/2014

4. If Amendment, Date Original Filed(Month/Day/Year)
03/10/2014

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 | | 21,042.36 | D | <u>(1)</u> <u>(2)</u> 7,157,267 | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 03/06/2014 | | J ⁽³⁾ | | 1,860,889.42 | D | \$ 0 <u>(2)</u> <u>(3)</u> 7,157,267 | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 03/07/2014 | | S | | 1,626,703.64 | D | <u>(2)</u> <u>(4)</u> 7,157,267 | I | By BF Investment Enterprises, Ltd. |

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| | | | |
|--------------|------------------------|---|-----------------------|
| Common Stock | 297,000 ⁽⁵⁾ | D | |
| Common Stock | 3,000 ⁽⁶⁾ | I | By BF Management, LLC |

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 displays a currently valid OMB control number. SEC 1474 (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 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 | 4,330.36 | ⁽⁷⁾ | 01/01/2019 | Common Stock | 4,330.36 |
| Warrant (right to buy) | \$ 0.4074 | 03/06/2014 | | S | 180.43 | ⁽⁸⁾ | 06/06/2021 | Common Stock | 180.43 |
| Stock Option (right to buy) | \$ 2.55 | 03/06/2014 | | S | 147 | 12/31/2012 | 04/16/2022 | Common Stock | 147 |
| Stock Option (right to buy) | \$ 2.55 | 03/06/2014 | | S | 441 | 04/16/2013 | 04/16/2022 | Common Stock | 441 |
| Stock Option (right to buy) | \$ 2.64 | 03/06/2014 | | S | 147 | 12/31/2013 | 05/01/2023 | Common Stock | 147 |
| Stock Option (right to buy) | \$ 5.05 | 03/06/2014 | | S | 132.3 | 12/31/2014 | 01/06/2024 | Common Stock | 132.3 |

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| | | | | | | | | |
|-----------------------------|-----------|------------|---|------------|------------|------------|--------------|------------|
| Stock Option (right to buy) | \$ 0.1018 | 03/06/2014 | J | 382,956.6 | <u>(7)</u> | 01/01/2019 | Common Stock | 382,956.6 |
| Warrant (right to buy) | \$ 0.4074 | 03/06/2014 | J | 15,956.72 | <u>(8)</u> | 06/06/2021 | Common Stock | 15,956.72 |
| Stock Option (right to buy) | \$ 2.55 | 03/06/2014 | J | 13,000 | 12/31/2012 | 04/16/2022 | Common Stock | 13,000 |
| Stock Option (right to buy) | \$ 2.55 | 03/06/2014 | J | 39,000 | 04/16/2013 | 04/16/2022 | Common Stock | 39,000 |
| Stock Option (right to buy) | \$ 2.64 | 03/06/2014 | J | 13,000 | 12/31/2013 | 05/01/2023 | Common Stock | 13,000 |
| Stock Option (right to buy) | \$ 5.05 | 03/06/2014 | J | 11,700 | 12/31/2014 | 01/06/2024 | Common Stock | 11,700 |
| Stock Option (right to buy) | \$ 0.1018 | 03/07/2014 | S | 334,762.98 | <u>(7)</u> | 01/01/2019 | Common Stock | 334,762.98 |
| Warrant (right to buy) | \$ 0.4074 | 03/07/2014 | S | 13,948.63 | <u>(8)</u> | 06/06/2021 | Common Stock | 13,948.63 |
| Stock Option (right to buy) | \$ 2.55 | 03/07/2014 | S | 11,364 | 12/31/2012 | 04/16/2022 | Common Stock | 11,364 |
| Stock Option (right to buy) | \$ 2.55 | 03/07/2014 | S | 34,092 | 04/16/2013 | 04/16/2022 | Common Stock | 34,092 |
| Stock Option (right to buy) | \$ 2.64 | 03/07/2014 | S | 11,364 | 12/31/2013 | 05/01/2023 | Common Stock | 11,364 |
| | \$ 5.05 | 03/07/2014 | S | 10,227.6 | 12/31/2014 | 01/06/2024 | | 10,227.6 |

Stock
Option
(right to
buy)

Common
Stock

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 03/27/2014

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 (holding 1% interest in BF Investment). 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 29.4% of the membership interest in the GP for an aggregate purchase price of \$100,000. The percentage of the membership interest in the GP that was previously reported as sold by the Member has been revised herein as a result of valuation results and correction to prior calculations. 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, of which (i) 297,000 shares were distributed to the reporting person and his wife, as tenants by the entirety, and are now owned directly by the reporting person, and (ii) 3,000 shares were distributed to the GP and are now owned indirectly by the reporting person in proportion disclosed in footnote 1 above.

(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 (i) of which the reporting person, together with his spouse as tenants by the entirety, hold 73% limited partner interest, and (ii) of which the reporting person and his spouse, in their individual capacities, each hold 13% limited partner interest. On March 7, 2014, both the reporting person and his spouse, in their individual capacities, sold in even part an aggregate of 22.728% of their limited partner interest in BF Investment for an aggregate purchase price of \$7,500,000. The percentage of limited partner interest that was previously reported as sold by the reporting person and his spouse has been revised herein as a result of valuation results and correction to prior calculations. 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 shares held directly were erroneously reported in the Form 4 filed on March 10, 2014 as 300,000.

(6) The reported shares are held by the GP, of which the reporting person, together with his wife as tenants by the entirety, own 70.6% membership interest. The reporting person disclaims beneficial ownership of the Company common stock except to the extent of his pecuniary interest therein.

(7) 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.

(8)

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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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.