

TherapeuticsMD, Inc.
Form 4/A
March 27, 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)
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> 7,157,267 <u>(2)</u>	I	By BF Investment Enterprises, Ltd.
Common Stock	03/06/2014		J ⁽³⁾	1,860,889.42	D \$ 0 <u>(2)</u> 7,157,267 <u>(3)</u>	I	By BF Investment Enterprises, Ltd.
Common Stock	03/07/2014		S	1,626,703.64	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	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.

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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	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.