

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Bernick Brian</u> <hr/> (Last) (First) (Middle) 6800 BROKEN SOUND PARKWAY NW THIRD FLOOR <hr/> (Street) BOCA RATON FL 33487 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TherapeuticsMD, Inc. [TXMD]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year) 03/10/2014	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> 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	(1)	7,157,267 ⁽¹⁾⁽²⁾	I	By BF Investment Enterprises, Ltd.
Common Stock	03/06/2014		J ⁽³⁾		1,860,889.42	D	\$0.00	7,157,267 ⁽²⁾⁽³⁾	I	By BF Investment Enterprises, Ltd.
Common Stock	03/07/2014		S		1,626,703.64	D	(4)	7,157,267 ⁽²⁾⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Common Stock								297,000 ⁽⁵⁾	D	
Common Stock								3,000 ⁽⁶⁾	I	By BF Management, LLC

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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or 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	(1)	1,472,910 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Warrant (right to buy)	\$0.4074	03/06/2014		S			180.43	(8)	06/06/2021	Common Stock	180.43	(1)	61,372 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		S			147	12/31/2012	04/16/2022	Common Stock	147	(1)	50,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		S			441	04/16/2013	04/16/2022	Common Stock	441	(1)	150,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/06/2014		S			147	12/31/2013	05/01/2023	Common Stock	147	(1)	50,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/06/2014		S			132.3	12/31/2014	01/06/2024	Common Stock	132.3	(1)	45,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares					
Stock Option (right to buy)	\$0.1018	03/06/2014		J			382,956.6	(7)	01/01/2019	Common Stock	382,956.6	(3)	1,472,910 ⁽³⁾	I	By BF Investment Enterprises, Ltd.	
Warrant (right to buy)	\$0.4074	03/06/2014		J			15,956.72	(8)	06/06/2021	Common Stock	15,956.72	(3)	61,372 ⁽³⁾	I	By BF Investment Enterprises, Ltd.	
Stock Option (right to buy)	\$2.55	03/06/2014		J			13,000		12/31/2012	04/16/2022	Common Stock	13,000	(3)	50,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		J			39,000		04/16/2013	04/16/2022	Common Stock	39,000	(3)	150,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/06/2014		J			13,000		12/31/2013	05/01/2023	Common Stock	13,000	(3)	50,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/06/2014		J			11,700		12/31/2014	01/06/2024	Common Stock	11,700	(3)	45,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$0.1018	03/07/2014		S			334,762.98	(7)	01/01/2019		Common Stock	334,762.98	(4)	1,472,910 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Warrant (right to buy)	\$0.4074	03/07/2014		S			13,948.63	(8)	06/06/2021		Common Stock	13,948.63	(4)	61,372 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/07/2014		S			11,364		12/31/2012	04/16/2022	Common Stock	11,364	(4)	50,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/07/2014		S			34,092		04/16/2013	04/16/2022	Common Stock	34,092	(4)	150,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/07/2014		S			11,364		12/31/2013	05/01/2023	Common Stock	11,364	(4)	50,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/07/2014		S			10,227.6		12/31/2014	01/06/2024	Common Stock	10,227.6	(4)	45,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.

Explanation of Responses:

- 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.
- 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.
- 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.
- 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.
- The shares held directly were erroneously reported in the Form 4 filed on March 10, 2014 as 300,000.
- 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.
- 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.
- 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.

Remarks:

Brian Bernick 03/27/2014

** Signature of Reporting Person Date

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

* 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).

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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