

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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>Donegan Michael C</u>			2. Issuer Name and Ticker or Trading Symbol <u>TherapeuticsMD, Inc. [ TXMD ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Prin. Fin. and Acctg. Officer</u>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/26/2023</u>			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		
<u>951 YAMATO ROAD</u> <u>SUITE 220</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street)	(City)	(State)	(Zip)	<u>BOCA RATON FL 33431</u>				

**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	01/26/2023		M		2,400	A	\$0.00 <sup>(1)</sup>	10,010	D	
Common Stock	01/26/2023		M		2,400	A	\$0.00 <sup>(1)</sup>	12,410	D	
Common Stock	01/26/2023		M		1,140	A	\$0.00 <sup>(1)</sup>	13,550	D	
Common Stock	01/26/2023		S <sup>(2)</sup>		1,648	D	\$5.0796 <sup>(3)</sup>	11,902	D	
Common Stock	01/27/2023		S <sup>(2)</sup>		49	D	\$5.09	11,853	D	

**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
Performance Stock Units	\$0.00 <sup>(1)</sup>	01/26/2023		M			2,400	(4)	(4)	Common Stock	2,400	\$0.00	0	D	
Performance Stock Units	\$0.00 <sup>(1)</sup>	01/26/2023		M			2,400	(4)	(4)	Common Stock	2,400	\$0.00	0	D	
Performance Stock Units	\$0.00 <sup>(1)</sup>	01/26/2023		M			1,140	(4)	(4)	Common Stock	1,140	\$0.00	0	D	

**Explanation of Responses:**

- Each performance stock unit ("PSU") represents a contingent right to receive one share of issuer common stock upon settlement. On January 26, 2023, the reporting person received 5,940 shares of issuer common stock in settlement of performance stock units (PSUs).
- The reported securities represent shares of issuer common stock sold upon settlement to satisfy tax obligations.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.01 through \$5.17, inclusive. The reporting person undertakes to provide to TherapeuticsMD, Inc., any security holder of TherapeuticsMD, Inc., 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 ranges set forth.
- Vesting of the PSUs was accelerated in connection with the termination of the reporting person's employment agreement without "Good Cause".

**Remarks:**

/s/ Michael C. Donegan 01/30/2023  
\*\* 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.

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 Number.