

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934**

DATE OF REPORT (DATE OF EARLIEST EVENT REPORTED): September 6, 2022

TherapeuticsMD, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-00100
(Commission
File Number)

87-0233535
(IRS Employer
Identification No.)

951 Yamato Road, Suite 220
Boca Raton, FL 33431
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (561) 961-1900

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of Each Exchange on Which Registered
Common Stock, par value \$0.001 per share	TXMD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230-405) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 6, 2022, the board of directors (the “Board”) of TherapeuticsMD, Inc., a Nevada corporation (the “Company”), appointed Dr. Brian Bernick, the Company’s co-founder and Chief Scientific and Medical Officer, and Mr. Mark Glickman, the Company’s Chief Business Officer, as the Company’s Interim Co-Chief Executive Officers and co-principal executive officers. Dr. Bernick and Mr. Glickman succeed Mr. Hugh O’Dowd as the Company’s Chief Executive Officer.

Also on September 6, 2022, the Board appointed The Honorable Tommy Thompson, who previously served as the Company’s Chairman of the Board, as the Executive Chairman of the Board.

The information regarding Dr. Bernick and Mr. Glickman required by Items 401(b), (d) and (e) of Regulation S-K is set forth in the Company’s Amendment No. 1 to its Annual Report on Form 10-K filed with the U.S. Securities and Exchange Commission on April 29, 2022, and such information is incorporated herein by reference. Other than as described in this Current Report on Form 8-K, since the beginning of the Company’s last fiscal year, the Company has not engaged in any transactions, and there are no proposed transactions, or series of similar transactions, in which the Company was or is to be a participant and in which either Dr. Bernick or Mr. Glickman had a direct or indirect material interest in which the amount involved exceeds or exceeded \$120,000.

Mr. O’Dowd’s separation as the Company’s Chief Executive Officer is a termination without “Good Cause,” as defined in that certain employment agreement, dated August 3, 2021, by and between Mr. O’Dowd and the Company, and Mr. O’Dowd is entitled to receive the separation benefits provided therein upon his execution of a general release of all claims against the Company and its affiliates. In connection with his separation as the Company’s Chief Executive Officer, Mr. O’Dowd ceased to serve as a member of the Board, effective on September 6, 2022.

Item 7.01 Regulation FD Disclosure.

On September 12, 2022, the Company issued a press release announcing the leadership changes described in Item 5.02 of this Current Report on Form 8-K. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Item 7.01 and the information contained in Exhibit 99.1 is furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in any such filing, regardless of any general incorporation language in the filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press release from TherapeuticsMD, Inc., dated September 12, 2022, entitled “TherapeuticsMD Appoints Dr. Brian Bernick and Mr. Mark Glickman as Interim Co-Chief Executive Officers.”
104	Cover Page Interactive Data File (the cover page tags are embedded within the Inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 12, 2022

THERAPEUTICSMD, INC.

/s/ Michael C. Donegan

Michael C. Donegan

Interim Chief Financial Officer, Chief Accounting
Officer and Vice President Finance

TherapeuticsMD Appoints Dr. Brian Bernick and Mr. Mark Glickman as Interim Co-Chief Executive Officers

- Robust Strategic Alternatives Process Continues -

BOCA RATON, Fla. – September 12, 2022 – TherapeuticsMD, Inc. (NASDAQ: TXMD), (“TherapeuticsMD” or the “Company”) an innovative, leading women’s healthcare company, announced today the appointment of Dr. Brian Bernick and Mr. Mark Glickman as the Company’s Interim Co-Chief Executive Officers and Co-Principal Executive Officers. Dr. Bernick and Mr. Glickman succeed Mr. Hugh O’Dowd as the Company’s Chief Executive Officer.

Prior to this appointment, Dr. Bernick, the Company’s co-founder, served as Chief Scientific and Medical Officer, and Mr. Glickman served as Chief Business Officer.

The Company also announced that the Board of Directors appointed The Honorable Tommy Thompson, who served as the Company’s Chairman of the Board since 2012, as the Executive Chairman of the Board.

“I have had the privilege of working with Dr. Bernick, our founder and innovator of our products for many years. His dedication to improving women’s health is unparalleled, and the Board of Directors looks forward to his leadership as we continue to thoroughly evaluate strategic alternatives,” said the Hon. Tommy Thompson, Executive Chairman of the Board. “Mr. Glickman brings 30 years of leadership and deep pharmaceutical knowledge. We believe that the appointments of Dr. Bernick and Mr. Glickman will enhance our ongoing and robust strategic review process. The Board and I look forward to working with them both to deliver the highest possible value to shareholders,” concluded Thompson.

About TherapeuticsMD, Inc.

TherapeuticsMD, Inc. is an innovative, leading healthcare company, focused on developing and commercializing novel products exclusively for women. TherapeuticsMD’s products are designed to address the unique changes and challenges women experience through the various stages of their lives with a therapeutic focus in family planning, reproductive health, and menopause management. TherapeuticsMD is committed to advancing the health of women and championing awareness of their healthcare issues. To learn more about TherapeuticsMD, please visit <https://www.therapeuticsmd.com/> or follow us on Twitter: @TherapeuticsMD and on Facebook: TherapeuticsMD.

Cautionary Notes Regarding Forward Looking Statements

This press release contains forward-looking statements. Forward-looking statements may include, but are not limited to, statements relating to the Company’s objectives, plans and strategies as well as statements, other than historical facts, that address activities, events or developments that the company intends, expects, projects, believes or anticipates will or may occur in the future. These statements are often characterized by terminology such as “believes,” “hopes,” “may,” “anticipates,” “should,” “intends,” “plans,” “will,” “expects,” “estimates,” “projects,”

“positioned,” “strategy” and similar expressions and are based on assumptions and assessments made in light of management’s experience and perception of historical trends, current conditions, expected future developments and other factors believed to be appropriate. Forward-looking statements in this press release are made as of the date of this press release, and the Company undertakes no duty to update or revise any such statements, whether as a result of new information, future events or otherwise. Forward-looking statements are not guarantees of future performance and are subject to risks and uncertainties, many of which are outside of the Company’s control. Important factors that could cause actual results, developments and business decisions to differ materially from forward-looking statements are described in the sections titled “Risk Factors” in the Company’s filings with the Securities and Exchange Commission, including its most recent Annual Report on Form 10-K and Quarterly Reports on Form 10-Q, as well as Current Reports on Form 8-K, and include the following: whether the company will be able to refinance the indebtedness under its term loan facility, and, if not, whether the Company will be able to continue as a going concern; whether the Company will be able to raise capital to fund its operations; the effects of management transitions; the effects of the COVID-19 pandemic; the Company’s ability to maintain or increase sales of its products; the Company’s ability to develop and commercialize IMVEXXY®, ANNOVERA®, and BIJUVA® and obtain additional financing necessary therefor; the effects of supply chain issues on the supply of the Company’s products; the potential of adverse side effects or other safety risks that could adversely affect the commercialization of the company’s current or future approved products or preclude the approval of the Company’s future drug candidates; the Company’s ability to protect its intellectual property; the length, cost and uncertain results of future clinical trials; the Company’s reliance on third parties to conduct its manufacturing, research and development and clinical trials; the ability of the Company’s licensees to commercialize and distribute the Company’s products; the ability of the Company’s marketing contractors to market ANNOVERA; the availability of reimbursement from government authorities and health insurance companies for the Company’s products; the impact of product liability lawsuits; the influence of extensive and costly government regulation; the volatility of the trading price of the Company’s common stock.

Contact

Lisa M. Wilson
In-Site Communications, Inc.
212-452-2793
lwilson@insitecony.com

TherapeuticsMD
561-961-1900
IR@TherapeuticsMD.com