

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>Walker Marlan D</u>  (Last) (First) (Middle) 951 YAMATO ROAD SUITE 220  (Street) BOCA RATON FL 33431  (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)  Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <b>Chief Executive Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 04/12/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	04/12/2023		M		3,030	A	\$0.00	8,999	D	
Common Stock	04/12/2023		M		1,010	A	\$0.00	10,009	D	
Common Stock	04/12/2023		M		1,734	A	\$0.00	11,743	D	
Common Stock	04/12/2023		M		1,734	A	\$0.00	13,477	D	
Common Stock	04/12/2023		S <sup>(1)</sup>		1,170	D	\$3.6543 <sup>(2)</sup>	12,307	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	04/12/2023		M			3,030	(3)	(3)	Common Stock	3,030	\$0.00	0	D	
Restricted Stock Units	\$0.00	04/12/2023		M			1,010	(4)	(4)	Common Stock	1,010	\$0.00	0	D	
Restricted Stock Units	\$0.00	04/12/2023		M			1,734	(5)	(5)	Common Stock	1,734	\$0.00	3,466	D	
Performance Stock Units	\$0.00	04/12/2023		M			1,734	(6)	(6)	Common Stock	1,734	\$0.00	3,466	D	

**Explanation of Responses:**

- 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 of \$3.63 through \$3.71, 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.
- The performance stock units (PSUs) vested upon the issuer achieving break-even of quarterly earnings before interest, taxes, depreciation and amortization (EBITDA) for a fiscal quarter no later than the quarter ending December 31, 2022, otherwise the PSUs would have been forfeited. Each PSU represents a contingent right to receive one share of common stock of the issuer.
- Each restricted stock unit (RSU) represents a contingent right to receive one share of common stock of the issuer. The RSUs vested in three equal installments annually, becoming fully vested on March 30, 2023.
- Each restricted stock unit (RSU) represents a contingent right to receive one share of common stock of the issuer. The RSUs will vest in three equal installments annually beginning March 23, 2023, becoming fully vested on March 23, 2025.
- The vested performance stock units (PSUs) represent PSUs deemed by the compensation committee to be vested at target due to the change in the issuer's business model. The remaining PSUs vest based on the issuer achieving certain revenue milestones over the period from 2021 through 2023. One quarter of the initial PSUs were forfeited based on the failure of the issuer to achieve certain EBITDA milestones for the year ended December 31, 2021. Each PSU represents a contingent right to receive one share of common stock of the issuer.

**Remarks:**

/s/ Marlan D. Walker 04/14/2023  
 \*\* 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.

