

TherapeuticsMD, Inc.
Form 4
August 24, 2015

FORM 4

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

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).

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 *
Thompson Tommy G

(Last) (First) (Middle)

6800 BROKEN SOUND PKWY
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)
08/20/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 08/20/2015 | | P | 455 A \$ 6.2939 | 1,000 | I | See <u>(1)</u> |
| Common Stock | 08/20/2015 | | P | 343 A \$ 6.2939 | 1,000 | I | See <u>(2)</u> |
| Common Stock | 08/20/2015 | | P | 10,000 A \$ 6.2939 | 10,000 | I | See <u>(3)</u> |
| Common Stock | | | | | 659,500 | I | See <u>(4)</u> |
| Common Stock | | | | | 3,555 | D | |

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

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(9-02)

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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 3) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Thompson Tommy G 6800 BROKEN SOUND PKWY NW THIRD FLOOR BOCA RATON, FL 33487 | X | | | |

Signatures

/s/ Tommy G.
Thompson
08/24/2015

**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).
- Owned by Elroy VI, LLC, in which Mr. Thompson owns an indirect interest. Mr. Thompson disclaims beneficial ownership of the shares held by Elroy VI, LLC except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Mr. Thompson is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. Mr. Thompson's shares held indirectly by other means where inadvertently also included as held by Elroy VI, LLC in a Form 4 filed on September 8, 2014 to report the acquisition of 545 shares by Elroy VI, LLC. Such inadvertent shares are not included in the total shares beneficially owned by Elroy VI, LLC on this Form 4.
- (1)
- (2)

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Owned by Elroy VII, LLC, in which Mr. Thompson owns an indirect interest. Mr. Thompson disclaims beneficial ownership of the shares held by Elroy VII, LLC except to the extent of any pecuniary interest therein, and this report shall not be deemed an admission that Mr. Thompson is the beneficial owner of these securities for purposes of Section 16 or for any other purpose. Mr. Thompson's shares held indirectly by other means were inadvertently also included as held by Elroy VII, LLC in a Form 4 filed on September 8, 2014 to report the acquisition of 657 shares by Elroy VII, LLC. Such inadvertent shares are not included in the total shares beneficially owned by Elroy VII, LLC on this Form 4.

(3) Owned by Tommy G. Thompson IRA.

Owned by Thompson Family Investments, LLC or Thompson Family Holdings, LLC, entities directly or indirectly solely owned by Mr. Thompson. Does not include (i) 545 shares previously reported as held by Thompson Family Investments, LLC or Thompson Family

(4) Holdings, LLC, which are now reported as held by Elroy VI, LLC, (ii) 657 shares previously reported as held by Thompson Family Investments, LLC or Thompson Family Holdings, LLC, which are now reported as held by Elroy VII, LLC, and (iii) 555 shares held directly by Mr. Thompson, which were previously inadvertently included in both the total number of shares directly and indirectly held by Mr. Thompson.

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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