

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): April 16, 2020

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 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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.**

(b)

On and effective as of April 16, 2020, each of Jane F. Barlow, M.D., M.B.A, M.P.H. and Robert V. LaPenta, Jr. resigned from the board of directors (the “Board”) of TherapeuticsMD, Inc., a Nevada corporation (the “Company”), and any committees thereof. Neither Dr. Barlow nor Mr. LaPenta, Jr. resigned as the result of any disagreement with the Company.

(d)

On and effective as of April 16, 2020, the Board appointed Ms. Karen L. Ling to the Board to fill one of the vacancies created by Dr. Barlow and Mr. LaPenta, Jr.’s resignations. Ms. Ling will serve until the Company’s 2020 Annual Meeting of Stockholders and until her successor is duly elected or appointed or her earlier death or resignation. Following Ms. Ling’s appointment, the Board reduced the number of authorized directors from 11 to nine.

The Board has determined that Ms. Ling is independent under the rules of the Nasdaq Global Select Market. Ms. Ling has not yet been appointed to any committees of the Board. As a director of the Company, Ms. Ling will receive compensation in the same manner as the Company’s other non-employee directors, described in the section entitled “Director Compensation” in the Company’s 2019 Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission (the “SEC”) on April 30, 2019 (the “2019 Proxy Statement”).

There are no arrangements or understandings between Ms. Ling and any other person pursuant to which she were appointed as a director of the Company. 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 Ms. Ling had a direct or indirect material interest in which the amount involved exceeds or exceeded \$120,000.

Item 7.01 **Regulation FD Disclosure.**

On April 22, 2020, the Company issued a press release announcing the appointment of Ms. Ling to the Board and the resignations of Mr. LaPenta, Jr. and Dr. Barlow from the Board. 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 furnished in this Item 7.01 of this Current Report on Form 8-K, including Exhibit 99.1 hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing.

Item 8.01 **Other Events.**

On April 20, 2020, the Board appointed Mr. Angus C. Russell to serve as the Chairperson of the Audit Committee of the Board and Mr. Paul M. Bisaro to serve as a member of the Audit Committee, in each case to fill the vacancies created by the resignation of Mr. LaPenta, Jr. Board members receive compensation for serving on committees of the Board as described in the section entitled “Director Compensation” in the 2019 Proxy Statement.

Item 9.01 Financial Statements and Exhibits.

(d) *Exhibits*

Exhibit Index

Exhibit Number	Description of Exhibit
99.1	Press Release from TherapeuticsMD, Inc., dated April 22, 2020, entitled “TherapeuticsMD Further Strengthens Board with Appointment of New Independent Director”.
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.

THERAPEUTICSMD, INC.

Date: April 22, 2020

By: /s/ Daniel A. Cartwright
Daniel A. Cartwright
Chief Financial Officer

**FOR IMMEDIATE RELEASE****TherapeuticsMD Further Strengthens Board with Appointment of New Independent Director**

– Karen L. Ling Appointed as Independent Director –

BOCA RATON, Fla. – April 22, 2020 – On behalf of the Board of Directors of TherapeuticsMD, Inc. (NASDAQ: TXMD), an innovative, leading women’s healthcare company, Chairman Tommy G. Thompson today announced the appointment of Karen L. Ling to the Company’s Board of Directors.

“We are excited to welcome Karen to the TherapeuticsMD Board of Directors. Karen is an accomplished executive with experience leading the human resources functions at a variety of companies and has spent the majority of her career in women’s health,” said former Governor and Secretary of Health and Human Services, Thompson. “We believe that Karen’s skill set will further complement our Board of Directors and our Company’s recent transformation into a commercial organization.”

“I’m delighted to be joining the Board of Directors of TherapeuticsMD. With its mission to improve the health and welfare of women, TherapeuticsMD brings much needed innovation and investment to the women’s healthcare market. This appointment also has special meaning for me. I built my career at Wyeth, Merck and Allergan when those companies had significant women’s healthcare presences,” said Ms. Ling. “With TherapeuticsMD, I join a company dedicated to women’s healthcare and developing products with large, undervalued market opportunities. I look forward to working with the Board and management team.”

Ms. Ling is an accomplished human resources executive with more than 25 years of pharmaceutical experience. Ms. Ling joined American International Group, Inc. (AIG) as its Executive Vice President and Chief Human Resources Officer in July 2019 and is responsible for aligning AIG’s talent strategy with the company’s long-term strategic, operational and financial objectives. She oversees all aspects of human capital management, including talent development, talent acquisition, training, compensation and benefits, and diversity and inclusion. Ms. Ling joined AIG from Allergan plc, where she served as Executive Vice President and Chief Human Resources Officer from 2015 to 2019. Prior to its acquisition of Allergan, Ms. Ling was Senior Vice President, Human Resources and Chief Human Resources Officer at Actavis plc. Previously Ms. Ling was Senior Vice President of Human Resources for Merck Global Human Health and Merck Consumer Care. Prior to that role, she was Vice President of Global Compensation and Benefits at Merck. Prior to its acquisition by Merck, she was Group Vice President, Global Compensation & Benefits at Schering-Plough. Ms. Ling also spent 14 years at Wyeth in various positions of increasing responsibility, most recently as Vice President of Employee Benefits and Compensation. Prior to joining Wyeth, she practiced corporate law with Goldstein and Manello, P.C. in Boston. Ms. Ling holds a J.D. from Boston University School of Law and a B.A. from Yale University.

As part of the Board’s continued review of its composition and effectiveness, the Board has reduced its size from eleven directors to nine directors. In connection with this reduction in size, directors Robert V. LaPenta, Jr. and Jane Barlow, M.D. agreed to resign from the Board, effective April 16, 2020. Following the appointment of Ms. Ling, the Company’s Board of Directors consists of nine members with no vacancies.

In connection with Mr. LaPenta, Jr.’s resignation, Mr. Angus C. Russell was appointed as the Chairman of the Company’s Audit Committee and Mr. Paul M. Bisaro was appointed as a member of the Audit Committee.

“Our Board of Directors has determined that this is the right time to reduce the size of the Board to nine members. As a result of and in support of this action, Rob LaPenta and Jane Barlow have decided to resign from the Board now in advance of the Company’s 2020 Annual Meeting of Stockholders. The Board and I would like to thank Rob and Jane for their service and contributions to the Company. Rob joined the Board in 2012 and was an integral advisor on financial matters during our drug development process. Jane has provided invaluable guidance to the Company during its three commercial launches,” said former Governor and Secretary of Health and Human Services Thompson. “We wish Rob and Jane well in their future endeavors and are happy that both have agreed to remain advisors to the Company.”

About TherapeuticsMD

TherapeuticsMD, Inc. is an innovative, leading healthcare company, focused on developing and commercializing novel products exclusively for women. Our 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. The Company is committed to advancing the health of women and championing awareness of their healthcare issues. To learn more about TherapeuticsMD, please visit www.therapeuticsmd.com or follow us on Twitter: @TherapeuticsMD and on Facebook: TherapeuticsMD.

Forward-Looking Statements

This press release by TherapeuticsMD, Inc. may contain forward-looking statements. Forward-looking statements may include, but are not limited to, statements relating to TherapeuticsMD'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 reports on Form 8-K, and include the following: 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®, BIJUVA® and its hormone therapy drug candidates and obtain additional financing necessary therefor; whether the company will be able to comply with the covenants and conditions under its term loan facility, including the conditions to draw an additional tranche thereunder and whether the lender will make such tranche available; 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; whether the FDA will approve the efficacy supplement for the lower dose of BIJUVA; the company's ability to protect its intellectual property, including with respect to the Paragraph IV notice letters the company received regarding IMVEXXY and BIJUVA; 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 and the concentration of power in its stock ownership. PDF copies of the company's historical press releases and financial tables can be viewed and downloaded at its website: www.therapeuticsmd.com/pressreleases.aspx.

###

Investor Contact

Nichol Ochsner
Vice President, Investor Relations
561-961-1900, ext. 2088
Nochsner@TherapeuticsMD.com
