
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 3)

**TENDER OFFER STATEMENT UNDER SECTION 14(d)(1) OR 13(e)(1)
OF THE SECURITIES EXCHANGE ACT OF 1934**

THERAPEUTICSMD, INC.

(Name of Subject Company (Issuer))

ATHENE MERGER SUB, INC.
(Offeror)

A wholly owned subsidiary of
ATHENE PARENT, INC.
(Parent of Offeror)

**ATHENE FINCO, INC.
ATHENE HOLDCO, INC.
MAJORELLE TOPCO LIMITED
ATLAS FUND 2 HOLDCO L.P.
ATLAS FUND 2 HOLDCO GP LLC
EW HEALTHCARE PARTNERS FUND 2, L.P.
EW HEALTHCARE PARTNERS FUND 2-A, L.P.
EW HEALTHCARE PARTNERS FUND 2-GP, L.P.**

(Other Persons)
(Names of Filing Persons (identifying status as Offeror, Issuer or Other Person))

COMMON STOCK, PAR VALUE \$0.001 PER SHARE
(Title of Class of Securities)

88338N206
(CUSIP Number of Class of Securities)

**Evis Hursever
c/o EW Healthcare Partners
Berkeley Square House, Berkeley Square
London, UK W1J 6BR
+44 (0)20 7529 2500**

(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

**Marshall P. Shaffer, P.C.
Tim Cruickshank, P.C.
Michael Amalfe
Joshua Ayal
Kirkland & Ellis LLP
601 Lexington Avenue
New York, NY 10022
(212) 446-4800**

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

Amount Previously Paid: \$8,616.16
Form of Registration No.: Schedule TO (File No. 005-32384)

Filing Party: Athene Merger Sub, Inc.
Date Filed: June 6, 2022

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- Third-party tender offer subject to Rule 14d-1.
- Issuer tender offer subject to Rule 13e-4.
- Going-private transaction subject to Rule 13e-3.
- Amendment to Schedule 13D under Rule 13d-2.

Check the appropriate boxes below to designate any transactions to which the statement relates:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 3 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on June 6, 2022 (as it may be amended and supplemented from time to time, the “Schedule TO”) by Athene Merger Sub, Inc., a Nevada corporation (the “Offeror”), and Athene Parent, Inc., a Nevada corporation and the parent of the Offeror. The Schedule TO relates to the tender offer for all of the issued and outstanding shares of common stock, par value \$0.001 per share (the “Shares”), of TherapeuticsMD, Inc., at a price of \$10.00 per Share, net to the seller in cash without interest and subject to any required withholding taxes, upon the terms and conditions set forth in the offer to purchase, dated June 6, 2022 (the “Offer to Purchase”), a copy of which is attached as Exhibit (a)(1)(A) to the Schedule TO, and in the related letter of transmittal, a copy of which is attached as Exhibit (a)(1)(B) to the Schedule TO.

This Amendment is being filed to announce the expiration of the Offer and to amend and supplement Items 1 through 11 of the Schedule TO as provided below. Except as otherwise set forth in this Amendment, the information set forth in the Schedule TO remains unchanged and is incorporated herein by reference to the extent relevant to the items in this Amendment. Capitalized terms used but not defined herein have the meanings ascribed to them in the Offer to Purchase.

Items 1 through 11.

The disclosure in the Offer to Purchase and Items 1 through 11 of the Schedule TO is hereby amended and supplemented by adding the following new paragraph thereto:

The Offer expired as scheduled at one minute after 11:59 p.m., New York City time, on July 12, 2022 and was not extended. The Depositary and Paying Agent has advised Offeror that, as of 6:15 p.m., New York City time, on July 12, 2022, approximately 2,705,915 Shares have been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 30.6% of the outstanding Shares. As a result, the Minimum Condition was not satisfied and no Shares were accepted for payment or paid for pursuant to the Offer. Offeror has instructed the Depositary to promptly return all Shares tendered and not withdrawn to the tendering stockholders.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

ATHENE MERGER SUB, INC.

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 13, 2022

ATHENE PARENT, INC.

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 13, 2022

ATHENE FINCO, INC.

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 13, 2022

ATHENE HOLDO, INC

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 13, 2022

MAJORELLE TOPCO LIMITED

By /s/ Scott Barry

Name: Scott Barry

Title: Director

Date: July 13, 2022

ATLAS FUND 2 HOLDCO L.P.

By: ATLAS FUND its 2 HOLDCO GP LLC,
General Partner

By /s/ Petri Vainio

Name: Petri Vainio

Title: Director

Date: July 13, 2022

ATLAS FUND 2 HOLDCO GP, LLC

By /s/ Petri Vainio

Name: Petri Vainio

Title: Director

Date: July 13, 2022

