

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

OMB APPROVAL	
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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> <hr/> (Last) (First) (Middle) <u>951 YAMATO ROAD, SUITE 220</u> <hr/> (Street) <u>BOCA RATON FL 33431</u> <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>08/01/2020</u>	3. Issuer Name and Ticker or Trading Symbol <u>TherapeuticsMD, Inc. [ TXMD ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) <u>General Counsel</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Non-Qualified Stock Option (right to buy)	06/21/2014 <sup>(1)</sup>	06/21/2023	Common Stock	80,000	2.98	D	
Non-Qualified Stock Option (right to buy)	12/21/2014 <sup>(2)</sup>	06/21/2023	Common Stock	100,000	2.98	D	
Non-Qualified Stock Option (right to buy)	10/03/2014 <sup>(3)</sup>	10/03/2023	Common Stock	15,000	3.14	D	
Non-Qualified Stock Option (right to buy)	06/05/2015 <sup>(4)</sup>	06/05/2024	Common Stock	100,000	4.02	D	
Non-Qualified Stock Option (right to buy)	06/05/2014 <sup>(5)</sup>	06/05/2024	Common Stock	195,000	4.02	D	
Non-Qualified Stock Option (right to buy)	11/21/2014 <sup>(6)</sup>	11/21/2024	Common Stock	100,000	4.01	D	
Non-Qualified Stock Option (right to buy)	06/04/2016 <sup>(7)</sup>	06/04/2025	Common Stock	100,000	7.72	D	
Non-Qualified Stock Option (right to buy)	09/22/2017 <sup>(8)</sup>	09/22/2026	Common Stock	150,000	6.26	D	
Non-Qualified Stock Option (right to buy)	03/15/2018 <sup>(9)</sup>	03/15/2027	Common Stock	25,000	6.83	D	
Non-Qualified Stock Option (right to buy)	03/15/2019 <sup>(10)</sup>	03/15/2028	Common Stock	120,000	5.16	D	
Non-Qualified Stock Option (right to buy)	07/30/2020 <sup>(11)</sup>	07/30/2029	Common Stock	200,000	2.18	D	

**Table II - Derivative Securities Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Units	12/13/2021 <sup>(12)</sup>	(12)	Common Stock	230,000	0	D	
Restricted Stock Units	03/30/2021 <sup>(13)</sup>	(13)	Common Stock	151,500	0	D	
Performance Stock Units	(14)	(14)	Common Stock	151,500	0	D	

**Explanation of Responses:**

1. Underlying shares vested as follows: (i) 26,667 shares on June 21, 2014, (ii) 26,666 shares on June 21, 2015 and (iii) 26,667 shares on June 21, 2016.
2. Underlying shares each vested on December 21, 2014.
3. Underlying shares vested in four equal installments annually, becoming fully vested on October 3, 2017.
4. Underlying shares each vested on June 5, 2015.
5. Underlying shares each vested on June 5, 2014.
6. Underlying shares each vested on November 21, 2014.
7. Underlying shares vested in two equal installments annually, becoming fully vested on June 4, 2017.
8. Underlying shares vested in three equal installments annually, becoming fully vested on September 22, 2019.
9. Underlying shares vest in four equal installments annually, becoming fully vested on March 15, 2021.
10. Underlying shares vest in three equal installments annually, becoming fully vested on March 15, 2021.
11. Underlying shares vest in four equal installments annually, becoming fully vested on July 30, 2023.
12. Each restricted stock unit (RSU) represents a contingent right to receive one share of common stock of the issuer. The RSUs will vest on December 13, 2021.
13. Each RSU represents a contingent right to receive one share of common stock of the issuer. The RSUs vest in three equal installments annually, becoming fully vested on March 30, 2023.
14. The performance stock units (PSUs) vest 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 will be forfeited. The number of PSUs listed is the base number of PSUs that may vest. The actual number of PSUs that will vest will be between zero and two times the base number of PSUs depending on when the issuer achieves break-even of quarterly EBITDA. In accordance with the terms of the issuer's 2019 Stock Incentive Plan, no PSUs will vest prior to the one-year anniversary of the grant date. Each PSU represents a contingent right to receive one share of common stock of the issuer.

/s/ Marlan D. Walker

08/07/2020

\*\* 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 5 (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.

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