FORM 4

## **UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

| Washington,    | D C  | 205/10 |
|----------------|------|--------|
| wasiiiiiqtoii, | D.C. | 20549  |

| <b>STATEMENT</b> | OF CHANGES | S IN BENEFICIA | AL OWNERSHIP |
|------------------|------------|----------------|--------------|

| OMB APPROVAL             |           |  |  |  |  |  |  |  |
|--------------------------|-----------|--|--|--|--|--|--|--|
| OMB Number:              | 3235-0287 |  |  |  |  |  |  |  |
| Estimated average burden |           |  |  |  |  |  |  |  |
| hours per response:      | 0.5       |  |  |  |  |  |  |  |

|   | Check this box if no longer subject to |
|---|--|
| ١ | Section 16. Form 4 or Form 5           |
| J | 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

| Name and Address of Reporting Person*     O'Dowd Hugh  |   |  |  |   | 2. Issuer Name <b>and</b> Ticker or Trading Symbol TherapeuticsMD, Inc. [ TXMD ]            |  |  |                     |                    |  |                                | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director 10% Owner |                                    |  |  |                       |          |  |
|--|---|--|--|---|---|--|--|---------------------|--------------------|--|--------------------------------|---|------------------------------------|--|--|-----------------------|----------|--|
| (Last)   | (Fi   | ret  | (Middle)   |   |   |  |  |                     |                    |  |                                | X   | Officer (gives)                    | e title  |  | Other (specify below) |          |  |
| (Last)<br>951 YAM/<br>SUITE 220  | ATO ROAD  | ,  | (Middle)   | 3. Date of Earliest Transaction (Month/Day/Year) 08/31/2021 |   |  |  |                     |                    |  |                                | President   |                                    |  |  |                       |          |  |
| (Street)<br>BOCA RA  | (Street)  BOCA RATON FL 33431  4. If Amendment, Date of Original Filed (Month/Day/Year) |  |  |   |   | 6.   | Individual or Joint/Group Filing (Check Applicable Line)     X Form filed by One Reporting Person     Form filed by More than One Reporting Person |                     |                    |  |                                |   |                                    |  |  |                       |          |  |
| (City)   | (St   | ate)                                       | (Zip)  |   |   |  |  |                     |                    |  |                                |   |                                    |  |  |                       |          |  |
|  | Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned        |  |  |   |   |  |  |                     |                    |  |                                |   |                                    |  |  |                       |          |  |
| Date   |   |  |  | Saction 2A. Deemed Execution Date, if any (Month/Day/Year)  |   | 3. Transaction Code (Instr. 3, 4 al Disposed Of (D) (Instr. 4, |  |                     |                    | nd 5) Securities<br>Beneficially<br>Following Re |                                | Owned (D) or I  |                                    | Direct In<br>Indirect Bott. 4)   | Nature of<br>direct<br>eneficial<br>wnership                       |                       |          |  |
|  |   |  |  |   |   |  |  | Code V              | Amount             | (A) c  | Price                          | - 1   | Transaction(s)<br>(Instr. 3 and 4) |  |  | (1)                   | nstr. 4) |  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |  |   |   |  |  |                     |                    |  |                                |   |                                    |  |  |                       |          |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security                   | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year | Code  | saction e (Instr. 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 Amou Securities Underl Derivative Securi 3 and 4)                           |                     | Underlying         | ying Derivative                                  |                                | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported  |                                    | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |                       |          |  |
|  |   |  |  | Code  | v   | (A)  | (D)  | Date<br>Exercisable | Expiration<br>Date | Title  | Amount o<br>Number o<br>Shares |   |                                    | Transacti<br>(Instr. 4)  | tion(s)  |                       |          |  |
| Performance<br>Stock Units   | \$0.00  | 08/31/2021                                 |  | A   |   | 2,750,000 <sup>(1)</sup>   |  | (1)                 | (1)                | Common<br>Stock                                  | 2,750,00                       | 00(1)   | \$0.00                             | 2,750,00   | 00 <sup>(1)</sup>  | D                     |          |  |
| Restricted<br>Stock Units  | \$0.00  | 08/31/2021                                 |  | A   |   | 2,750,000 <sup>(2)</sup>   |  | (2)                 | (2)                | Common<br>Stock                                  | 2,750,00                       | 00(2)   | \$0.00                             | 2,750,00   | 00 <sup>(2)</sup>  | D                     |          |  |

## **Explanation of Responses:**

- 1. The performance stock units (PSUs) vest on August 31, 2024 based on the market capitalization of the issuer, which will be tested annually over three years beginning August 31, 2022 and are subject to the continuous service of the reporting person with the issuer. The number of PSUs listed is the maximum number of PSUs that may vest. The actual number of PSUs that will vest will be between zero and maximum number of PSUs, depending on the milestones achieved. Each PSU represents a contingent right to receive one share of common stock of the issuer.
- 2. 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 August 31, 2022, becoming fully vested on August 31, 2024, subject in each case to the continued service of the reporting person with the issuer.

## Remarks:

/s/ Hugh O'Dowd

08/31/2021

\*\* 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.