

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 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

1. Name and Address of Reporting Person* <u>Rubic Capital Management LP</u> <hr/> (Last) (First) (Middle) 155 EAST 44TH ST, SUITE 1630 <hr/> (Street) NEW YORK NY 10017 <hr/> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TherapeuticsMD, Inc. [ TXMD ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 12/30/2022	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Series A Preferred Stock, par value \$0.001 per share	12/30/2022		D		29,000	D	\$1,333 <sup>(1)</sup>	0	I	See footnote <sup>(2)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					

1. Name and Address of Reporting Person\*  
Rubic Capital Management LP  


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 (Last) (First) (Middle)  
 155 EAST 44TH ST, SUITE 1630  


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 (Street)  
 NEW YORK NY 10017  


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 (City) (State) (Zip)

1. Name and Address of Reporting Person\*  
Rosen David Efrain  


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 (Last) (First) (Middle)  
 155 EAST 44TH ST, SUITE 1630  


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 (Street)  
 NEW YORK NY 10017  


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 (City) (State) (Zip)

**Explanation of Responses:**

1. The Series A Preferred Stock was mandatorily redeemed by the Issuer pursuant to Section 6(b) of the Certificate of Designation, Preferences and Rights of Series A Preferred Stock, establishing the powers designations, preferences and privileges, and the qualifications, limitations or restrictions of the Series A Preferred Stock (the "Series A Preferred Stock COD") at a redemption price of \$1,333 per share. A copy of Series A Preferred Stock COD was filed by the Issuer as Exhibit 3.1 of the Current Report on Form 8-K filed by the Issuer with the Securities and Exchange Commission on August 1, 2022.

2. This Form 4 is filed by Rubric Capital Management LP ("Rubric Capital") and Mr. David Rosen, with respect to the securities held by certain funds and/or accounts (collectively, the "Rubric Vehicles"). Rubric Capital serves as the investment adviser to the Rubric Vehicles. Mr. David Rosen serves as the Managing Member of Rubric Capital Management GP, LLC, the general partner of Rubric Capital. The filing of this statement shall not be deemed an admission that any Reporting Person is the beneficial owner of the securities reported herein for purposes of Section 16 of the Securities Act of 1934, as amended, or otherwise. Each Reporting Person expressly disclaims beneficial ownership of the securities reported herein except to the extent of its or his pecuniary interest therein.

**Remarks:**

The Reporting Persons are directors by deputation for purposes of Section 16 under the Securities Exchange Act of 1934, as amended, by virtue of the fact that Justin Roberts, a Partner at Rubric Capital, serves on the board of directors of the Issuer.

Rubric Capital Management  
LP By: /s/ Michael Nachmani, 02/22/2023  
its Chief Operating Officer

/s/ David Rosen 02/22/2023

\*\* 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.**