
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE TO

(Amendment No. 2)

**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

Filing Party: Athene Merger Sub, Inc.

Form of Registration No.: Schedule TO (File No. 005-32384)

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. 2 (this “Amendment”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “SEC”) on June 6, 2022 (as amended on June 23, 2022, 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.

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 assigned to such terms in the Offer to Purchase or in the Schedule TO, as applicable.

This Amendment is being filed to amend and supplement Items 1, 4, 6 and 11, and Item 12, as reflected below.

Items 1, 4, 6 and 11.

Items 1, 4, 6 and 11 of the Schedule TO, as amended, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, are hereby amended and supplemented as set forth below:

On July 6, 2022, Purchaser announced an extension of the Offer Expiration Time until one minute after 11:59 p.m., New York City time, on July 12, 2022, unless further extended or earlier terminated in accordance with the Merger Agreement and the applicable rules and regulations of the SEC. The Offer was previously scheduled to expire one minute after 11:59 p.m., New York City time, on July 5, 2022.

The Depository and Paying Agent has advised Purchaser that, as of 6:30 p.m., New York City time, on July 5, 2022, approximately 2,584,893 Shares have been validly tendered and not properly withdrawn pursuant to the Offer, representing approximately 29.2% of the outstanding Shares.

Parent and Purchaser expect the Offer will be consummated promptly following the Offer Expiration Time (as hereby extended), subject to the satisfaction or waiver of the remaining conditions to the consummation of the Offer set forth in the Merger Agreement.

The press release announcing the extension of the Offer is attached hereto as Exhibit (a)(5)(D).

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

<u>Exhibit No.</u>	<u>Description</u>
(a)(5)(D)	Press Release issued by EW Healthcare Partners, dated July 6, 2022.

Amendments to the Offer to Purchase and the Other Exhibits to the Schedule TO

The information set forth in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, as amended, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows: All references in the Offer to Purchase (Exhibit (a)(1)(A)), Letter of Transmittal (Exhibits (a)(1)(B)(I) and (a)(1)(B)(II)), Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(C)), Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(D)) and Letter from the Information Agent to Robinhood Customer (Exhibit (a)(5)(C)) of the expiration date of the Offer being “one minute after 11:59 p.m., New York City time, on July 5, 2022” are amended and replaced with “one minute after 11:59 p.m., New York City time, on July 12, 2022.”

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 6, 2022

ATHENE PARENT, INC.

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 6, 2022

ATHENE FINCO, INC.

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 6, 2022

ATHENE HOLDO, INC

By /s/ Scott Barry

Name: Scott Barry

Title: Co-President

Date: July 6, 2022

MAJORELLE TOPCO LIMITED

By /s/ Scott Barry

Name: Scott Barry

Title: Director

Date: July 6, 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 6, 2022

ATLAS FUND 2 HOLDCO GP, LLC

By /s/ Petri Vainio

Name: Petri Vainio

Title: Director

Date: July 6, 2022

EW HEALTHCARE PARTNERS FUND 2, L.P.

By: EW HEALTHCARE PARTNERS FUND 2-GP, L.P.,
its General Partner

By: EW HEALTHCARE PARTNERS FUND 2-UGP,
L.P., its General Partner

By /s/ Petri Vainio

Name: Petri Vainio

Title: General Partner

Date: July 6, 2022

EW HEALTHCARE PARTNERS FUND 2-A, L.P.

By: EW HEALTHCARE PARTNERS FUND 2-GP, L.P.

By: EW HEALTHCARE PARTNERS FUND 2-UGP,
L.P., its General Partner

By /s/ Petri Vainio

Name: Petri Vainio

Title: General Partner

Date: July 6, 2022

EW HEALTHCARE PARTNERS FUND 2-GP, L.P.

By: EW HEALTHCARE PARTNERS FUND 2-UGP,
L.P., its General Partner

By /s/ Petri Vainio

Name: Petri Vainio

Title: General Partner

Date: July 6, 2022

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
(a)(1)(A)*	Offer to Purchase, dated June 6, 2022.
(a)(1)(B)(I)*	Letter of Transmittal.
(a)(1)(B)(II)*	Letter of Transmittal (pre-split holders).
(a)(1)(C)*	Letter from the Information Agent to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(D)*	Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.
(a)(1)(E)*	Summary Advertisement, as published in the New York Times on June 6, 2022.
(a)(5)(A)*	Joint Press Release issued by TherapeuticsMD, Inc. and EW Healthcare Partners, dated May 31, 2022 (incorporated by reference to Exhibit 99.1 to the Current Report on Form 8-K filed with the SEC by TherapeuticsMD, Inc. on May 31, 2022).
(a)(5)(B)*	Press Release issued by EW Healthcare Partners, dated June 6, 2022.
(a)(5)(C)*	Letter from the Information Agent to Robinhood Customer
(a)(5)(D)**	Press Release issued by EW Healthcare Partners, dated July 6, 2022.
(b)(1)*	Equity Commitment Letter, dated May 27, 2022, by and between Athene Parent, Inc. and EW Healthcare Partners Fund 2, L.P.
(d)(1)*	Agreement and Plan of Merger, dated May 27, 2022, by and among Athene Parent, Inc., Athene Merger Sub, Inc. and TherapeuticsMD, Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed with the SEC by TherapeuticsMD, Inc. on May 31, 2022).
(d)(2)*	Non-Disclosure Agreement between TherapeuticsMD, Inc. and Essex Woodlands Health Ventures UK Ltd, dated January 27, 2022.
(d)(3)*	Exclusivity Agreement, dated May 12, 2022, by and between TherapeuticsMD, Inc. and EW Healthcare Partners.
(g)	None.
(h)	None.
107*	Filing Fee Table

* Previously filed.

** Filed herewith.

EW Healthcare Partners Announces Extension of TherapeuticsMD Tender Offer

TherapeuticsMD has previously stated that absent the successful closing of this transaction, the Company would likely be required to file for protection under Chapter 11.

BOCA RATON, Fla. – July 6, 2022 — EW Healthcare Partners (“EW”), has announced that Athene Merger, Inc. (“Offeror”), an affiliate of EW, has extended the expiration date of its tender offer (the “Offer”) to purchase all issued and outstanding shares of TherapeuticsMD, Inc. (NASDAQ: TXMD), (“TXMD” or the “Company”) at a price of \$10.00 per share until one minute after 11:59 PM, New York City time, on July 12, 2022, unless further extended in accordance with the terms of the Merger Agreement and the applicable rules and regulations of the SEC.

As of 6:30 PM, New York City time, on July 5, 2022, 2,584,893 shares of TXMD, representing approximately 29.2% of the issued and outstanding shares, were tendered pursuant to the Offer. Holders that have previously tendered their shares do not need to re-tender their shares or take any other action in response to this extension.

The Offer represents EW’s best and final offer to purchase all issued and outstanding shares of the Company.

Pursuant to the Solicitation/Recommendation Statement on Schedule 14D-9 filed by TherapeuticsMD with the SEC on June 13, 2022, related to the Offer, TherapeuticsMD stated that absent the successful closing of the Offer, the Company would likely be required to file for protection under Chapter 11.

The tender offer is being made pursuant to the tender offer materials (including an Offer to Purchase, a related Letter of Transmittal and certain other offer documents) in the Tender Offer Statement on Schedule TO (together with any amendments or supplements thereto, the “Tender Offer Statement”) filed by Offeror, and its affiliate Athene Parent, Inc., with the United States Securities and Exchange Commission on June 6, 2022, as amended.

About EW Healthcare Partners (“EW”)

With over \$4 billion raised since inception, EW Healthcare Partners is one of the largest and oldest private healthcare investment firms and seeks to make growth equity investments in fast growing commercial-stage healthcare companies in the pharmaceutical, medical device, diagnostics, and technology-enabled services sectors in the United States and in Europe. Since its founding in 1985, EW Healthcare Partners has maintained its singular commitment to the healthcare industry and has been a long-term investor in over 150 healthcare companies, ranging across sectors, stages and geographies. The team is comprised of over 20 senior investment professionals with offices in New York, Houston and London.

<https://www.ewhealthcare.com/>

Additional Information and Where to Find it.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any security and shall not constitute an offer, solicitation, or sale in any jurisdiction in which such offering, solicitation, or sale would be unlawful.

The tender offer is being made pursuant to a Tender Offer Statement on Schedule TO (including an Offer to Purchase, a related Letter of Transmittal and certain other tender offer documents) filed by Athene Merger Sub, Inc. and Athene Parent, Inc. with the SEC on June 6, 2022, as amended or supplemented from time to time. In addition, on June 13, 2022, the Company filed a Solicitation/Recommendation Statement on Schedule 14D-9 with the SEC related to the tender offer. Holders of shares of common stock of the Company are urged to read these documents carefully (as each may be amended or supplemented from time to time) because they contain important information that holders of shares of common stock should consider before making any decision regarding tendering their Company Shares. The Offer to Purchase, the related Letter of Transmittal and certain other tender offer documents, as well as the Solicitation/Recommendation Statement, will be made available to all holders of Shares at no expense to them. The tender offer materials and the Solicitation/Recommendation Statement will be made available for free at the SEC's website at www.sec.gov.

For more information, contact:

EW Healthcare Partners
athene@ewhealthcare.com

D.F. King & Co., Inc.
(800) 820-2416
TXMD@dfking.com