

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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d)
of the Securities Exchange Act of 1934**

Date of Report (date of earliest event reported): April 8, 2021

TherapeuticsMD, Inc.
(Exact Name of Registrant as Specified in Its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

001-00100
(Commission
File Number)

87-0233535
(IRS Employer
Identification No.)

**951 Yamato Road, Suite 220
Boca Raton, FL 33431**
(Address of principal executive office) (zip code)

Registrant's telephone number, including area code: (561) 961-1900

Not Applicable
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	TXMD	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On April 8, 2021 (the “Effective Date”), TherapeuticsMD, Inc., a Nevada corporation (the “Company”), entered into an Amendment (the “Amendment”) to the Amended and Restated Employment Agreement, dated November 24, 2020, between the Company and Mr. John C.K. Milligan, IV, the President of the Company (the “Employment Agreement”).

Pursuant to the terms of the Amendment, as of the Effective Date, Mr. Milligan ceased to serve as the President of the Company and began to serve as the Chief Executive Officer of vitaCare Prescription Services, Inc., a wholly-owned subsidiary of the Company. Except as otherwise amended, the Employment Agreement remains in full force and effect and there were no changes to Mr. Milligan’s compensatory arrangements.

The foregoing summary of the Amendment does not purport to be complete and is subject to, and qualified in its entirety by, the full text of the Amendment, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

Exhibit Index

Exhibit No.	Description
10.1	Amendment, dated April 8, 2021, to the Amended and Restated Employment Agreement, dated as of November 24, 2020, by and between TherapeuticsMD, Inc. and John C.K. Milligan, IV.
104	Cover Page Interactive Data File (embedded within the inline XBRL document).

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

THERAPEUTICSMD, INC.

Date: April 12, 2021

By: /s/ James C. D'Arecca

James C. D'Arecca

Chief Financial Officer

AMENDMENT TO THE EMPLOYMENT AGREEMENT OF JOHN MILLIGAN

This Amendment (“Amendment”) to the Amended and Restated Employment Agreement of John Milligan (“Agreement”), effective November 24, 2020, by and between **TherapeuticsMD, Inc.** with a place of business at 951 Yamato Road, Suite 220, Boca Raton, Florida 33431 (“TherapeuticsMD”); and John Milligan (“Milligan”).

WHEREAS, the Agreement exists between TherapeuticsMD and Milligan (collectively herein as the “Parties”) relating to the terms of employment of Milligan; and

WHEREAS, the Parties have agreed to amend the Agreement.

NOW, THEREFORE, in consideration of the mutual promises set forth herein and for other good and valuable consideration, the receipt and sufficiency of which the Parties hereby acknowledge, intending to be legally bound, the Parties hereby agree as follows:

1. To replace all instances of the term “President of the Company” or “President,” with “Chief Executive Officer of vitaCare Prescription Services, a wholly owned subsidiary of Company.”
2. To amend Section 1(b) with the following:

Duties of Executive. Executive shall serve as the Chief Executive Officer of vitaCare Prescription Services, a wholly owned subsidiary of Company. In this capacity Executive shall diligently perform all services as may be reasonably assigned to Executive by the Company’s Board of Directors (the “Board”) or the Company’s Chief Executive Officer, and shall exercise such power and authority as may from time to time be delegated to Executive by the Board or the Chief Executive Officer of the Company. During Executive’s employment, Executive shall devote Executive’s full business time, energy, and ability exclusively to the business and interests of the Company, shall be physically present at the Company’s offices in Boca Raton, Florida during normal business hours each week (other than permitted periods of working remotely, paid time off (“PTO”) and on appropriate business travel for the benefit of the Company and shall not, without the Company’s prior written consent, be engaged in any other business activity pursued for gain, profit, or other pecuniary advantage if such activity interferes in any material respect with Executive’s duties and responsibilities hereunder. In Executive’s capacity as the Chief Executive Officer of vitaCare Prescription Services, a wholly owned subsidiary of Company, Executive shall do and perform all services, acts, or things necessary or advisable to manage and conduct the business of the vitaCare Prescription Services, subject to the policies and procedures set by the Company and vitaCare Prescription Services. Except as otherwise agreed in writing by the Company, it shall not be a violation of this Agreement for Executive, and Executive shall be permitted, to (i) serve on any civic or charitable boards; (ii) deliver lectures, fulfill speaking engagements, or teach at educational institutions and other institutions; (iii) subject to any applicable Company policies, make personal investments in such form or manner as will neither require Executive’s services in the operation or affairs of the companies or enterprises in which such investments are made nor subject Executive to any conflict of interest with respect to Executive’s duties to the Company; and (iv) serve, with the written approval of the Board, as a director of one public or one or more private companies, in each case so long as any such activities do not significantly interfere with the performance of Executive’s responsibilities under this Agreement, create a conflict of interest, or create an adverse interest or position detrimental to Company.

3. Except as specifically referenced herein, the Agreement shall remain unchanged and shall continue in full force and effect.

This Amendment may be executed in any number of counterparts, each of which shall be enforceable against the Parties actually executing such counterparts, and all of which shall constitute one instrument.

[Remainder of page left intentionally blank]

TherapeuticsMD, Inc.

/s/ Robert Finizio

Signature

Robert Finizio, Chief Executive Officer

Printed Name and Title

Date: April 8, 2021

John C. K. Milligan, IV

/s/ John C. K. Milligan, IV

Signature

John C. K. Milligan, IV

Printed Name and Title

Date: April 8, 2021
