

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>Donegan Michael C</u>			2. Issuer Name and Ticker or Trading Symbol <u>TherapeuticsMD, Inc. [ TXMD ]</u>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ <u>Interim CFO/CAO/VP of Finance</u>	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>12/06/2022</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person _____
<u>951 YAMATO ROAD SUITE 220</u>			4. If Amendment, Date of Original Filed (Month/Day/Year)			
(Street) <u>BOCA RATON FL 33431</u>						
(City) (State) (Zip)						

**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			
Common Stock	12/06/2022		M		2,300	A	\$0.00 <sup>(1)</sup>	4,288	D	
Common Stock	12/06/2022		M		380	A	\$0.00 <sup>(1)</sup>	4,668	D	
Common Stock	12/06/2022		M		534	A	\$0.00 <sup>(1)</sup>	5,202	D	
Common Stock	12/06/2022		M		262	A	\$0.00 <sup>(1)</sup>	5,464	D	
Common Stock	12/06/2022		S		910	D	\$4.775 <sup>(3)</sup>	4,554	D	

**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)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units	\$0.00 <sup>(1)</sup>	12/06/2022		M			2,300	(4)	(4)	Common Stock	2,300	\$0.00	0	D	
Restricted Stock Units	\$0.00 <sup>(1)</sup>	12/06/2022		M			380	(5)	(5)	Common Stock	380	\$0.00	380	D	
Restricted Stock Units	\$0.00 <sup>(1)</sup>	12/06/2022		M			534	(6)	(6)	Common Stock	534	\$0.00	1,066	D	
Restricted Stock Units	\$0.00 <sup>(1)</sup>	12/06/2022		M			262	(7)	(7)	Common Stock	262	\$0.00	519	D	

**Explanation of Responses:**

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of issuer common stock upon settlement. On December 6, 2022, the reporting person received 3,476 shares of issuer common stock in settlement of restricted stock units (RSUs).
- The reported securities represent shares of issuer common stock sold upon settlement to satisfy tax obligations.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices of \$4.76 and \$5.29, inclusive. The reporting person undertakes to provide to TherapeuticsMD, Inc., any security holder of TherapeuticsMD, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth.
- The RSUs vested in two equal installments on November 24, 2021 and November 24, 2022.
- The RSUs vest in three equal installments annually beginning March 30, 2021, becoming fully vested on March 30, 2023.
- The RSUs will vest in three equal installments annually beginning July 1, 2022, becoming fully vested on July 1, 2024.
- Subject to the reporting person's continuous service, the RSUs will vest in three equal installments annually, beginning September 29, 2022, becoming fully vested on September 29, 2024.

**Remarks:**

/s/ Michael C. Donegan 12/09/2022  
\*\* 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.