

OMB APPROVAL	
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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) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> Officer (give title below) <u>Prin. Fin. and Acctg. Officer</u> 10% Owner Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>01/23/2023</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	01/23/2023		M		380	A	\$0.00 ⁽¹⁾	4,934	D	
Common Stock	01/23/2023		M		1,066	A	\$0.00 ⁽¹⁾	6,000	D	
Common Stock	01/23/2023		M		519	A	\$0.00 ⁽¹⁾	6,519	D	
Common Stock	01/23/2023		M		2,400	A	\$0.00 ⁽¹⁾	8,919	D	
Common Stock	01/23/2023		S ⁽²⁾		1,302	D	\$5.3383 ⁽³⁾	7,617	D	
Common Stock	01/24/2023		S ⁽²⁾		7	D	\$5.3101	7,610	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 ⁽¹⁾	01/23/2023		M			380	(4)	(4)	Common Stock	380	\$0.00	0	D	
Restricted Stock Units	\$0.00 ⁽¹⁾	01/23/2023		M			1,066	(5)	(5)	Common Stock	1,066	\$0.00	0	D	
Restricted Stock Units	\$0.00 ⁽¹⁾	01/23/2023		M			519	(6)	(6)	Common Stock	519	\$0.00	0	D	
Restricted Stock Units	\$0.00 ⁽¹⁾	01/23/2023		M			2,400	(7)	(7)	Common Stock	2,400	\$0.00	0	D	

Explanation of Responses:

- Each restricted stock unit ("RSU") represents a contingent right to receive one share of issuer common stock upon settlement. On January 23, 2023, the reporting person received 4,365 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 ranging from \$5.32 through \$5.37, 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 were to vest in three equal installments annually beginning March 30, 2021 and becoming fully vested on March 30, 2023. Vesting was accelerated in connection with the termination of the reporting person's employment agreement without "Good Cause".
- The RSUs were to vest in three equal installments annually beginning July 1, 2022 and becoming fully vested on July 1, 2024. Vesting was accelerated in connection with the termination of the reporting person's employment agreement without "Good Cause".
- Subject to the reporting person's continuous service, the RSUs were to vest in three equal installments annually, beginning September 29, 2022 and becoming fully vested on September 29, 2024. Vesting was accelerated in connection with the termination of the reporting person's employment agreement without "Good Cause".
- The RSUs were to vest in three equal installments annually beginning March 23, 2023 and becoming fully vested on March 23, 2025. Vesting was accelerated in connection with the termination of the reporting person's employment agreement without "Good Cause".

Remarks:

/s/ Michael C. Donegan

01/25/2023

** Signature of Reporting Person

Date

* 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.