

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

**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

1. Name and Address of Reporting Person* <u>Milligan John C.K. IV</u>  (Last) (First) (Middle) 6800 BROKEN SOUND PKWY NW, THIRD FLOOR  (Street) BOCA RATON FL 33487  (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 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>President/Secretary</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/09/2018</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

**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	10/09/2018		M		125,000	A	\$0.1018	1,597,419	D	
Common Stock	10/09/2018		S <sup>(1)</sup>		125,000	D	\$5.945 <sup>(2)</sup>	1,472,419	D	
Common Stock	10/10/2018		M		125,000	A	\$0.1018	1,597,419	D	
Common Stock	10/10/2018		S <sup>(1)</sup>		125,000	D	\$5.757 <sup>(3)</sup>	1,472,419	D	
Common Stock								434,814	I	See footnote <sup>(4)</sup>
Common Stock								3,557,373	I	See footnote <sup>(5)</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)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Non-Qualified Stock Option (right to buy)	\$0.1018	10/09/2018		M		125,000		01/01/2012	01/01/2019	Common Stock 125,000	\$0	1,407,255	D	
Non-Qualified Stock Option (right to buy)	\$0.1018	10/10/2018		M		125,000		01/01/2012	01/01/2019	Common Stock 125,000	\$0	1,282,255	D	

**Explanation of Responses:**

- The sales were made pursuant to the Reporting Person's 10b5-1 trading plan with respect to shares of Common Stock underlying options to purchase Common Stock that expire on or before January 1, 2019.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.81 to \$5.995, inclusive. The reporting person undertakes to provide TherapeuticsMD, Inc. (the "Company"), any security holder of the Company, 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 range set forth in this footnote.

3. The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.4 to \$6, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, 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 range set forth in this footnote.

4. By the Milligan Irrevocable Nonexempt Trust - 2014. These securities are held in a trust for the benefit of the Reporting Person's spouse and children. The Reporting Person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

5. By John C.K. Milligan Revocable Trust U/A 08/10/2009, as amended.

/s/ John C.K. Milligan                      10/11/2018

\*\* 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.

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