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

**FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

TherapeuticsMD, Inc.
(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

87-0233535
(I.R.S. Employer
Identification Number)

**6800 Broken Sound Parkway NW, Third Floor
Boca Raton, Florida 33487
(561) 961-1900**
(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Robert G. Finizio
Chief Executive Officer
TherapeuticsMD, Inc.
6800 Broken Sound Parkway NW, Third Floor
Boca Raton, Florida 33487
(561) 961-1900**
(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

**Daniel A. Cartwright
Chief Financial Officer
TherapeuticsMD, Inc.
6800 Broken Sound Parkway NW, Third Floor
Boca Raton, FL 33487
(561) 961-1900**

**Gary Epstein, Esq.
Greenberg Traurig, P.A.
333 Avenue of the Americas, Suite 4400
Miami, FL 33131
(305) 579-0500**

**Patrick O'Brien, Esq.
Ropes & Gray LLP
Prudential Tower
800 Boylston Street
Boston, MA 02199-3600
(617) 951-7000**

Approximate date of commencement of proposed sale to the public: As soon as practicable after this registration statement becomes effective.

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. (333-186189)

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company

CALCULATION OF REGISTRATION FEE

Title of each class of securities to be registered	Proposed maximum offering price (1)(2)(3)	Amount of registration fee
Common Stock, par value \$0.001 per share	\$7,735,440.22	\$996.33

- (1) Includes the aggregate offering price of shares that the underwriters have the option to purchase. Does not include the securities that the Registrant previously registered on the Registration Statement on Form S-3 (File No. 333-186189).
- (2) In accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended, an additional amount of securities having a proposed maximum offering price of no more than 20% of the maximum aggregate offering price of the securities eligible to be sold under the related Registration Statement on Form S-3 (File No. 333-186189), is hereby registered.
- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(o) promulgated under the Securities Act of 1933, as amended.

The Registration Statement shall become effective upon filing in accordance with Rule 462(b) promulgated under the Securities Act of 1933, as amended.

EXPLANATORY NOTE AND INCORPORATION BY REFERENCE

This Registration Statement is being filed with the Securities and Exchange Commission (the "Commission") pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended. This Registration Statement incorporates by reference the contents of, including all amendments and exhibits thereto and all information incorporated by reference therein, the Registration Statement on Form S-3 (Registration No. 333-186189), which was declared effective by the Commission on February 5, 2013, and is being filed solely for the purpose of registering an increase in the maximum aggregate offering price of \$7,735,440.22. The required opinion and consents are listed on the Exhibit Index attached hereto and filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Boca Raton, State of Florida, on the 29th day of July, 2014.

THERAPEUTICSMD, INC.

By: /s/ Robert G. Finizio
Robert G. Finizio
Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement has been signed below by the following persons on behalf of the registrant in the capacities and on the dates indicated.

<u>Signature</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ Robert G. Finizio</u> Robert G. Finizio	Chief Executive Officer, Director (Principal Executive and Accounting Officer)	July 29, 2014
* <u>John C.K. Milligan, IV</u>	President, Secretary, Director	July 29, 2014
<u>/s/ Daniel A. Cartwright</u> Daniel A. Cartwright	Chief Financial Officer, Treasurer (Principal Financial Officer)	July 29, 2014
* <u>Tommy G. Thompson</u>	Chairman	July 29, 2014
* <u>Brian Bernick</u>	Director	July 29, 2014
<u>Randall Stanicky</u>	Director	
* <u>Cooper C. Collins</u>	Director	July 29, 2014
* <u>Robert V. LaPenta, Jr.</u>	Director	July 29, 2014
<u>Jules A. Musing</u>	Director	
* <u>Nicholas Segal</u>	Director	July 29, 2014

*By: /s/ Robert G. Finizio
Robert G. Finizio
Attorney-in-fact

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
5.1	Opinion of Greenberg Traurig, LLP.
23.1	Consent of Rosenberg Rich Baker Berman & Company.
23.2	Consent of Greenberg Traurig, LLP (included in Exhibit 5.1).
24.1	Power of Attorney of Directors and Executive Officers (incorporated by reference to the signature page of Form S-3 Registration Statement (Registration No. 333-186189) filed by TherapeuticsMD, Inc. on January 25, 2013).

[Letterhead of Greenberg Traurig, LLP]

July 29, 2014

TherapeuticsMD, Inc.
6800 Broken Sound Parkway NW
Third Floor
Boca Raton, Florida 33487

**Re: TherapeuticsMD, Inc.
Registration Statement on Form S-3**

Ladies and Gentlemen:

As legal counsel to TherapeuticsMD, Inc., a Nevada corporation (the "Company"), we have assisted in the preparation of the Company's Registration Statement on Form S-3 (the "Registration Statement"), being filed on or about the date hereof with the Securities and Exchange Commission (the "Commission") by the Company pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended (the "Act"), relating to the registration by the Company under the Act of shares (the "Additional Shares") of common stock, par value \$0.001 per share, of the Company having an aggregate offering price of up to \$7,735,440.22. In accordance with General Instruction IV of Form S-3, the Registration Statement incorporates by reference the Registration Statement on Form S-3 (Registration No. 333-186189) (including all amendments and exhibits thereto and all information incorporated by reference therein, the "Prior Registration Statement"), which was declared effective by the Commission on February 5, 2013.

The facts, as we understand them, are set forth in the Registration Statement.

With respect to the opinions set forth below, we have examined originals, certified copies, or copies otherwise identified to our satisfaction as being true copies, only of the following:

- A. The Amended and Restated Articles of Incorporation of the Company, as amended to date;
- B. The Bylaws of the Company, as amended to date;
- C. The Registration Statement;
- D. The Prior Registration Statement; and
- E. The resolutions of the board of directors of the Company (the "Board") relating to the approval of the filing of the Prior Registration Statement and the Registration Statement and transactions in connection therewith.

In rendering the opinions set forth below, we have assumed the genuineness of all signatures, the legal capacity of natural persons, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as duplicates or certified or conformed copies and the authenticity of originals or such latter documents.

As to various questions of fact material to this opinion, we have relied, to the extent we deemed reasonably appropriate, upon representations or certificates of officers or directors of the Company, without independently verifying the accuracy of such documents, records and instruments.

Based solely upon and subject to the foregoing, and subject to the assumptions, limitations and qualifications stated herein, we are of the opinion that, with respect to the Additional Shares, assuming due issuance and delivery of the Additional Shares upon payment therefor in accordance with the definitive underwriting agreement, prospectus or prospectus supplement approved by the Board, the Additional Shares will be validly issued, fully paid and nonassessable.

Although we have acted as counsel to the Company in connection with certain other matters, our engagement is limited to certain matters about which we have been consulted. Consequently, there may exist matters of a legal nature involving the Company in connection with which we have not been consulted and have not represented the Company. This opinion letter is limited to the matters stated herein and no opinions may be implied or inferred beyond the matters expressly stated herein. The opinions expressed herein are as of the date hereof, and we assume no obligation to update or supplement such opinions to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

This opinion is being furnished to the Company solely for submission to the Commission as an exhibit to the Registration Statement and, accordingly, may not be reprinted, reproduced, or distributed to, relied upon by, quoted in any manner to, or delivered to any other person or entity without, in each instance, our prior written consent, except that we hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the use of the name of our firm therein. In giving this consent, we do not admit that we are experts within the meaning of Section 11 of the Act or within the category of persons whose consent is required by Section 7 of the Act.

We do not express any opinion herein concerning any laws other than the laws of the State of Nevada and the federal laws of the United States.

Very truly yours,

/s/ Greenberg Traurig, LLP

Greenberg Traurig, LLP

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-3 filed pursuant to Rule 462(b) of the Securities Act of 1933, as amended, of TherapeuticsMD, Inc. of our reports dated March 5, 2014, relating to our audits of the consolidated financial statements, as of December 31, 2013 and 2012 and for each of the three years in the period ended December 31, 2013 and the effectiveness of internal control over financial reporting as of December 31, 2013, which appear in the Annual Report on Form 10-K of TherapeuticsMD, Inc. for the year ended December 31, 2013, filed with the Securities and Exchange Commission.

/s/ Rosenberg Rich Baker Berman & Company

Somerset, New Jersey

July 29, 2014