

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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>Bernick Brian</u> (Last) (First) (Middle) 6800 BROKEN SOUND PARKWAY 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 Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) 03/06/2014	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/06/2014		S		17,893.17	D	(1)	7,157,267 ⁽¹⁾⁽²⁾	I	By BF Investment Enterprises, Ltd.
Common Stock	03/06/2014		J ⁽³⁾		1,842,280.53	D	\$0.00	7,157,267 ⁽²⁾⁽³⁾	I	By BF Investment Enterprises, Ltd.
Common Stock	03/07/2014		S		1,771,423.58	D	(4)	7,157,267 ⁽²⁾⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Common Stock								300,000	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	Amount or Number of Shares				
Stock Option (right to buy)	\$0.1018	03/06/2014		S			3,682.28	(5)	01/01/2019	Common Stock	3,682.28	(1)	1,472,910 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Warrant (right to buy)	\$0.4074	03/06/2014		S			153.43	(6)	06/06/2021	Common Stock	153.43	(1)	61,372 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		S			125	12/31/2012	04/16/2022	Common Stock	125	(1)	50,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		S			375	04/16/2013	04/16/2022	Common Stock	375	(1)	150,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/06/2014		S			125	12/31/2013	05/01/2023	Common Stock	125	(1)	50,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/06/2014		S			112	12/31/2014	01/06/2024	Common Stock	112	(1)	45,000 ⁽¹⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$0.1018	03/06/2014		J			379,127.03	(5)	01/01/2019	Common Stock	379,127.03	(3)	1,472,910 ⁽³⁾	I	By BF Investment Enterprises, Ltd.

**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	Amount or Number of Shares					
Warrant (right to buy)	\$0.4074	03/06/2014		J			15,797.15	(6)	06/06/2021	Common Stock	15,797.15	(3)	61,372 ⁽³⁾	I	By BF Investment Enterprises, Ltd.	
Stock Option (right to buy)	\$2.55	03/06/2014		J			12,870		12/31/2012	04/16/2022	Common Stock	12,870	(3)	50,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/06/2014		J			38,610		04/16/2013	04/16/2022	Common Stock	38,610	(3)	150,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/06/2014		J			12,870		12/31/2013	05/01/2023	Common Stock	12,870	(3)	50,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/06/2014		J			11,583		12/31/2014	01/06/2024	Common Stock	11,583	(3)	45,000 ⁽³⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$0.1018	03/07/2014		S			364,545.23	(5)	01/01/2019		Common Stock	364,545.23	(4)	1,472,910 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Warrant (right to buy)	\$0.4074	03/07/2014		S			15,189.57	(6)	06/06/2021		Common Stock	15,189.57	(4)	61,372 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/07/2014		S			12,375		12/31/2012	04/16/2022	Common Stock	12,375	(4)	50,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.55	03/07/2014		S			37,125		04/16/2013	04/16/2022	Common Stock	37,125	(4)	150,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$2.64	03/07/2014		S			12,375		12/31/2013	05/01/2023	Common Stock	12,375	(4)	50,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.
Stock Option (right to buy)	\$5.05	03/07/2014		S			11,137.5		12/31/2014	01/06/2024	Common Stock	11,137.5	(4)	45,000 ⁽⁴⁾	I	By BF Investment Enterprises, Ltd.

Explanation of Responses:

- The reported securities are held by BF Investment Enterprises, Ltd. ("BF Investment"), a limited partnership of which BF Management, LLC (the "GP") is the general partner. The reporting person and his wife, as tenants by the entirety, are the sole member of the GP (the "Member"). On March 6, 2014, the Member sold 25% of the membership interest in the GP for an aggregate purchase price of \$100,000. The percentage of membership interest in the GP sold by the Member may be subject to further adjustment, if any, as may be required by the results of a post-closing valuation, which adjustment will be reflected in an amended Form 4. The reporting person disclaims beneficial ownership of TherapeuticsMD, Inc. (the "Company") common stock and derivative securities except to the extent of his pecuniary interest therein.
- Excludes 300,000 shares previously held indirectly by the reporting person by virtue of sole ownership by the reporting person and his spouse, as tenants by the entirety, of BF Investment, which shares were distributed to the reporting person and his wife, as tenants by the entirety, on February 28, 2014 and are now owned directly.
- On March 6, 2013, the reporting person and his spouse, as tenants by the entirety, assigned 13% of their limited partner interest in BF Investment to each of the reporting person and his wife in their individual capacities and not as tenants by the entirety.
- The reported securities are held by BF Investment, of which the reporting person, together with his spouse as tenants by the entirety, hold 76% limited partner interest and of which the reporting person and his spouse, in their individual capacities, each hold 13% limited partner interest of BF Investment. On March 7, 2014, both the reporting person and his spouse, in their individual capacities, sold in even part an aggregate of 25% of their limited partner interest in BF Investment for an aggregate purchase price of \$7,500,000. The percentage of limited partner interest sold the reporting person and his spouse may be subject to further adjustment, if any, as may be required by the results of a post-closing valuation, which adjustment will be reflected in an amended Form 4. The reporting person disclaims beneficial ownership of the Company common stock and derivative securities except to the extent of his pecuniary interest therein.
- The stock option vested at the rate of 40,914 shares per month over three years from February 1, 2009. This stock option was assumed and re-issued pursuant to the Agreement and Plan of Merger among the Company, VitaMedMD, LLC, and VitaMed Acquisition, LLC, dated as of October 4, 2011. The stock option, as assumed, retained the vesting schedule of the original stock option.
- The warrant vested upon issuance on June 6, 2011. This warrant was assumed and re-issued pursuant to the Agreement and Plan of Merger among the Company, VitaMedMD, LLC, and VitaMed Acquisition, LLC, dated as of October 4, 2011.

Remarks:

Brian Bernick

03/10/2014

** 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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