
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

**PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): March 7, 2013

TherapeuticsMD, Inc.

(Exact Name of Registrant as Specified in its Charter)

Nevada
(State or Other Jurisdiction
of Incorporation)

000-16731
(Commission
File Number)

87-0233535
(IRS Employer
Identification No.)

**951 Broken Sound Parkway NW, Suite 320
Boca Raton, FL 33487**
(Address of Principal Executive Office) (Zip Code)

Registrant's telephone number, including area code: (561) 961-1911

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2 below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01. Regulation FD Disclosure.

On March 7, 2013, TherapeuticsMD, Inc. (the “Company”) issued a press release announcing that it intends to offer and sell, subject to market and other conditions, \$50,000,000 of its common stock in an underwritten public offering (the “Offering”). Jefferies LLC is acting as sole book-running manager for the Offering, and Noble Financial Capital Markets is acting as co-manager for the Offering. There can be no assurance as to whether or when the Offering may be completed, or as to the actual size or terms of the Offering. A copy of the press release is attached hereto as Exhibit 99.1.

The information contained in this Item 7.01 and in Exhibit 99.1 shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

Forward-Looking Statements

Except for the historical information contained herein, the matters set forth in this Item 7.01 and in Exhibit 99.1, including statements regarding the Company’s expectations with respect to the completion, timing and size of the Offering, are forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the risks and uncertainties associated with market conditions, the satisfaction of customary closing conditions related to the Offering, risks and uncertainties associated with the Company’s business and finances in general, and other risks detailed in the Company’s annual report on Form 10-K filed with the SEC on March 27, 2012, current report on Form 8-K filed with the SEC on January 25, 2013, and other filings with the SEC. These forward-looking statements are based on current information that may change and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this report. All forward-looking statements are qualified in their entirety by this cautionary statement, and the Company undertakes no obligation to revise or update any forward-looking statement to reflect events or circumstances after the date of this report.

Item 9.01. Financial Statements and Exhibits.

(d) *Exhibits.*

<u>Exhibit Number</u>	<u>Description</u>
99.1	Press Release from TherapeuticsMD, Inc., dated March 7, 2013, entitled “TherapeuticsMD Announces \$50,000,000 Proposed Public Offering of Common Stock”.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: March 7, 2013

THERAPEUTICSMD, INC.

By: /s/ Daniel A. Cartwright

Name: Daniel A. Cartwright

Title: Chief Financial Officer

EXHIBIT INDEX

**Exhibit
Number**

Description

99.1 Press Release from TherapeuticsMD, Inc., dated March 7, 2013, entitled "TherapeuticsMD Announces \$50,000,000 Proposed Public Offering of Common Stock".

TherapeuticsMD™

FOR IMMEDIATE RELEASE
March 7, 2013

SYMBOL: TXMD
TRADED: OTCQB

THERAPEUTICSMD ANNOUNCES \$50,000,000 PROPOSED PUBLIC OFFERING OF COMMON STOCK

BOCA RATON, FL—March 7, 2013—TherapeuticsMD, Inc. (OTCQB: TXMD) today announced that it intends to offer and sell, subject to market and other conditions, \$50,000,000 of its common stock in an underwritten public offering. There can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Jefferies LLC is acting as sole book-running manager for the offering, and Noble Financial Capital Markets is acting as co-manager for the offering.

A shelf registration statement relating to the public offering of the shares of common stock described above was filed with the Securities and Exchange Commission (SEC) and is effective. A preliminary prospectus supplement related to the offering will be filed with the SEC and will be available on the SEC's website located at www.sec.gov. Copies of the preliminary prospectus supplement and the accompanying prospectus relating to this offering, when available, may be obtained from Jefferies LLC, Attention: Equity Syndicate Prospectus Department, 520 Madison Avenue, 12th Floor, New York, NY 10022, by telephone at (877) 547-6340, or by e-mail at Prospectus_Department@Jefferies.com.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor will there be any sale of these securities in any state or other jurisdiction in which such offer, solicitation, or sale is not permitted. Any offer, if at all, will be made only by means of a prospectus, including a prospectus supplement, forming part of the effective shelf registration statement.

About TherapeuticsMD

TherapeuticsMD, Inc. is a women's healthcare product company focused on creating and commercializing products targeted exclusively for women. The Company currently manufactures and distributes branded and generic prescription prenatal vitamins as well as over-the-counter vitamins and cosmetics. The Company is currently focused on conducting the clinical trials necessary for regulatory approval and commercialization of advanced hormone therapy pharmaceutical products designed to alleviate the symptoms of and reduce the health risks resulting from menopause-related hormone deficiencies.

Forward-Looking Statements

Except for the historical information contained herein, the matters set forth in this press release, including statements regarding TherapeuticsMD's expectations with respect to the completion, timing and size of its proposed offering, are forward-looking statements within the meaning of the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995. These forward-looking statements are subject to risks and uncertainties that may cause actual results to differ materially, including the risks and uncertainties associated with market conditions, the satisfaction of customary closing conditions related to the proposed offering, risks and uncertainties associated with TherapeuticsMD's business and finances in general, and other risks detailed in TherapeuticsMD's annual report on Form 10-K filed with the SEC on March 27, 2012, current report on Form 8-K filed with the SEC on January 25, 2013, and other filings with the SEC. These forward-looking statements are based on current information that may change and you are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release. All forward-looking statements are qualified in their entirety by this cautionary statement, and TherapeuticsMD undertakes no obligation to revise or update any forward-looking statement to reflect events or circumstances after the issuance of this press release.

Contact: Daniel A. Cartwright
Chief Financial Officer
TherapeuticsMD, Inc.
(561) 961-1911
dan.cartwright@therapeuticsmd.com

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