

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

SCHEDULE TO/A

(Amendment No. 1)
(Rule 13e-4)

**Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934**

THERAPEUTICSM D, INC.

(Name of Subject Company (Issuer) and Filing Person (Offeror))

Options to Purchase Common Stock, Par Value \$0.001 Per Share
(Title of Class of Securities)

88338N107
(CUSIP Number of Class of Securities)

Robert G. Finizio
Chief Executive Officer
TherapeuticsMD, Inc.
951 Yamato Road, Suite 220
Boca Raton, Florida 33431
(561) 961-1900

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Person)

Copies to:

James C. D'Arecca
Chief Financial Officer
TherapeuticsMD, Inc.
951 Yamato Road, Suite 220
Boca Raton, Florida 33431
(561) 961-1900

Joshua M. Samek, Esq.
DLA Piper LLP (US)
200 South Biscayne Boulevard, Suite 2500
Miami, Florida
(305) 423-8500

CALCULATION OF FILING FEE

Transaction Valuation ¹	Amount of Filing Fee ²
\$635,957	\$69.38

1 Estimated solely for purposes of calculating the amount of the filing fee. The calculation of the Transaction Valuation assumes that all stock options to purchase shares of the issuer's common stock that may be eligible for exchange in the offer will be tendered pursuant to this offer. This calculation assumes stock options to purchase an aggregate of 4,910,000 shares of the issuer's common stock, having an aggregate value of \$635,957 as of August 20, 2021, calculated based on a Black-Scholes option pricing model, will be exchanged or cancelled pursuant to this offer.

2 The amount of the filing fee, calculated in accordance with Rule 0-11(b) of the Securities Exchange Act of 1934, as amended, equals \$109.10 per \$1,000,000 of the aggregate amount of the Transaction Valuation (or 0.01091% of the aggregate Transaction Valuation). The Transaction Valuation set forth above was calculated for the sole purpose of determining the filing fee and should not be used for any other purpose.

Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid:	\$69.38	Filing Party:	TherapeuticsMD, Inc.
Form or Registration No.:	Schedule TO-I	Date Filed:	August 26, 2021

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
-
-

This Amendment No. 1 to the Tender Offer Statement on Schedule TO (this “**Amendment**”) amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission (the “**SEC**”) on August 26, 2021 (the “**Schedule TO**”) by TherapeuticsMD, Inc., a Nevada corporation (the “**Company**”), in connection with its offer to exchange eligible stock options for new restricted stock units pursuant to the Offer to Exchange Eligible Options for New Restricted Stock Units, dated August 26, 2021 (the “**Exchange Offer**”).

This Amendment is being filed solely to amend the Exchange Offer to correct a scrivener’s error in the exchange ratio as noted below. Except as otherwise noted below, no changes have been made to the Schedule TO or Exchange Offer. This Amendment should be read in conjunction with the Schedule TO and the Exchange Offer. All capitalized terms used herein have the same meanings as given in the Exchange Offer.

The Exchange Offer is hereby amended to replace the exchange offer table that appears on pages 2, 7 and 17 of the Exchange Offer with the exchange offer table that appears below, which corrects the exchange ratios for Eligible Option Exercise Price Ranges of \$5.01 to \$5.50, \$5.51 to \$6.00, \$6.01 to \$6.50 and \$7.01 to \$8.00.

Eligible Option Exercise Price Range	Exchange Ratio (Surrendered Eligible Options: New RSUs)
\$5.01 to \$5.50	5.50 to 1
\$5.51 to \$6.00	4.00 to 1
\$6.01 to \$6.50	6.00 to 1
\$6.51 to \$7.00	6.65 to 1
\$7.01 to \$8.00	13.85 to 1
\$8.01 to \$9.00	17.65 to 1

Item 12. Exhibits.

Exhibit Number	Description
(a)(1)(N)	Form of Email to Eligible Employees Regarding Amendment to Exchange Offer

SIGNATURES

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

THERAPEUTICSMD, INC.

By: /s/ James C. D'Arecca
James C. D'Arecca
Chief Financial Officer

Dated: August 30, 2021

FORM OF EMAIL REGARDING AMENDMENT TO EXCHANGE OFFER

To: All Eligible Employees
From: TherapeuticsMD, Inc.
Re: Amendment to Exchange Offer

This message is to inform you that on August 30, 2021, TherapeuticsMD, Inc. ("***TherapeuticsMD***") filed an amendment (the "***Amendment***") to the Offer to Exchange Eligible Options for New Restricted Stock Units, dated August 26, 2021 (the "***Exchange Offer***").

The Amendment was filed solely to amend the Exchange Offer to correct a scrivener's error in the exchange ratios as described in the Exchange Offer. This message confirms that the exchange ratios described in your Election Form were correct. Except as otherwise noted above, no changes have been made to the Exchange Offer.

This message is also to inform you that, due to a technological processing error, if you had unvested Eligible Options, your original Election Form incorrectly calculated the number of New RSUs for each respective Grant. Updated Election Forms have been distributed to all Eligible Employees and are currently available in your TD Ameritrade Equity 360 portal. If you previously completed and submitted an Election Form that contained an incorrect calculation, you will receive an email titled "Notice Regarding Rejection of Options for Exchange" from CI-TherapeuticsMD@insightsoftware.com. If you receive such an email, please download, complete and submit the updated Election Form to participate in the Exchange Offer. Please contact CI-TherapeuticsMD@insightsoftware.com with any questions regarding this matter.

You should direct questions about the Exchange Offer or requests for assistance (including requests for additional or paper copies of the Exchange Offer, Election Form, Notice of Withdrawal or any other documents relating to the Exchange Offer) by email to Tony Wong, Director, Accounting & SEC Reporting at equityawards@therapeuticsmd.com.

Capitalized terms used but not otherwise defined in this email shall have the meanings set forth in the Exchange Offer.