

Bernick Brian
Form 4
October 22, 2018

FORM 4

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

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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Bernick Brian

(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
TherapeuticsMD, Inc. [TXMD]

3. Date of Earliest Transaction
(Month/Day/Year)
10/18/2018

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) Code V Amount (D) Price | | | |
| Common Stock | 10/18/2018 | | M | 91,400 A \$ 0.1018 | 6,648,771 ⁽¹⁾ | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 10/18/2018 | | S ⁽²⁾ | 91,400 D \$ 5.61 ⁽³⁾ | 6,557,371 ⁽¹⁾ | I | By BF Investment Enterprises, Ltd. |
| Common Stock | 10/19/2018 | | M | 91,400 A \$ 0.1018 | 6,648,771 ⁽¹⁾ | I | By BF Investment Enterprises, Ltd. |

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| | | | | | | | | | |
|--------------|------------|--|------------------|--------|---|----------------|------------------|---|------------------------------------|
| Common Stock | 10/19/2018 | | S ⁽²⁾ | 91,400 | D | \$ 5.51 (4) | 6,557,371 (1) | I | By BF Investment Enterprises, Ltd. |
| Common Stock | | | | | | | 242,000 | D | |
| Common Stock | | | | | | | 3,000 (5) | I | By BF Management, LLC |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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 Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 10/18/2018 | | M | 91,400 | 01/01/2012 01/01/2019 | Common Stock 91,400 |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 10/19/2018 | | M | 91,400 | 01/01/2012 01/01/2019 | Common Stock 91,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bernick Brian 6800 BROKEN SOUND PKWY NW, THIRD FLOOR BOCA RATON, FL 33487 | X | | | |

Signatures

/s/ Brian
Bernick

10/22/2018

__Signature of
Reporting Person

Date

Explanation of Responses:

* 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).

(1) The reported securities are owned by BF Investment Enterprises, Ltd. ("BF Investment"). The Reporting Person (i) holds, together with his spouse as tenants by the entirety, a 70.6% membership interest in BF Management, LLC (the "GP"), the general partner of BF Investment, (ii) holds, together with his spouse as tenants by the entirety, a 73% limited partner interest in BF Investment, (iii) holds in the aggregate, with his spouse in their individual capacities, 3.272% limited partner interest in BF Investment, and (iv) serves as the Manager of the GP. The Reporting Person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(2) 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.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.48 to \$5.87, 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.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.43 to \$5.66, 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.

(5) The reported securities are held by the GP. As disclosed in footnote 1 above, the Reporting Person, together with his spouse as tenants by the entirety, holds a 70.6% membership interest in the GP. The Reporting Person disclaims beneficial ownership of the reported securities held by the GP, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.