

TherapeuticsMD, Inc.
Form 4
May 06, 2016

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
PARKWAY, 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)
05/06/2016

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)
			Code	V Amount (D) Price			
Common Stock	05/06/2016		X	61,372 A \$ 0.4074	6,557,371 (1)	I	By BF Investment Enterprises, Inc.
Common Stock					297,000	D	
Common Stock					3,000 (2)	I	By BF Management, LLC

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

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

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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 Securities (Instr. 3 and 4)	Amount or Number of Shares
Warrant (right to buy)	\$ 0.4074	05/06/2016		X	61,372	<u>(3)</u> 06/06/2021 <u>(4)</u>	Common Stock	61,372

Reporting Owners

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

Signatures

/s/ Brian Bernick
05/06/2016
**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 TherapeuticsMD, Inc. (the "Company") common stock except to the extent of his pecuniary interest therein.

(2)

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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 Company common stock held by the GP, except to the extent of his pecuniary interest therein.

- (3) 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.
- (4) The warrant expires on June 6, 2016, however, due to a scrivener's error, the expiration of the warrant on prior filings was listed as June 6, 2021.

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.