

Finizio Robert G
 Form 4
 December 21, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 Finizio Robert G

2. Issuer Name and Ticker or Trading Symbol
 TherapeuticsMD, Inc. [TXMD]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
 6800 BROKEN SOUND PKWY
 NW, THIRD FLOOR

3. Date of Earliest Transaction
 (Month/Day/Year)
 12/19/2018

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

(Street)
 BOCA RATON, FL 33487

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 12/19/2018 | | M | | 92,000 A \$ 0.1018 | D | |
| Common Stock | 12/19/2018 | | S ⁽¹⁾ | | 92,000 D \$ 3.698 ⁽²⁾ | D | |
| Common Stock | 12/20/2018 | | M | | 92,910 A \$ 0.1018 | D | |
| Common Stock | 12/20/2018 | | S ⁽¹⁾ | | 92,910 D \$ 3.626 ⁽³⁾ | D | |
| Common Stock | | | | | 1,335,136 | I | See footnote ⁽⁴⁾ |

| | | | | |
|-----------------|--|---------|---|------------------------|
| Common Stock | | 664,864 | I | See footnote (5) |
|-----------------|--|---------|---|------------------------|

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. SEC 1474 (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 |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 12/19/2018 | | M | 92,000 | 01/01/2012 01/01/2019 | Common Stock 92 |
| Non-Qualified Stock Option (right to buy) | \$ 0.1018 | 12/20/2018 | | M | 92,910 | 01/01/2012 01/01/2019 | Common Stock 92 |

Reporting Owners

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

Signatures

/s/ Robert G.
Finizio 12/21/2018

**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 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

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.59 to \$3.875, 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.
- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$3.51 to \$3.845, 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.
- (3) By the Reporting Person's Grantor-Retained Annuity Trust.
- (4) By the Reporting Person's Grantor-Retained Annuity Trust.
- (5) By Robert Finizio Revocable Trust.

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.