TherapeuticsMD, Inc. Form 4 March 28, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB 3235-0287

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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

1(b).

(City)

Common

Stock

(State)

03/26/2014

(Zip)

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * SEGAL NICHOLAS			2. Issuer Name and Ticker or Trading Symbol TherapeuticsMD, Inc. [TXMD]	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	, , , , , , , , , , , , , , , , , , ,		(Check all applicable)			
707 WESTCHESTER AVENUE,, SUITE 401			(Month/Day/Year) 03/26/2014	X Director 10% Owner Officer (give title Other (specify below)			
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person			
WHITE PLAINS, NY 10604				Form filed by More than One Reporting Person			

						1	· · · · · · · · · · · · · · · · · · ·	,	•
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired (A) Transaction Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
					(A)		Reported Transaction(s)	(I) (Instr. 4)	
					or		(Instr. 3 and 4)	(IIIsti. 4)	
			Code V	Amount	(D)	Price	(msu. 3 and 4)		
Common Stock	03/26/2014		S	30,000	D	\$ 6.6971	215,485	D	
									By Fourth

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

225,809 (2)

			Partners
Common Stock	146,560 <u>(3)</u>	I	By Seavest Capital Ventures, LLC

(1)

S

185,298

D

6.6971

Generation

Private

Equity

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

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SEC 1474 (9-02)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration Da	ate	Amou	int of	Derivative	J
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Secur	ities	(Instr. 5)]
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or]
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	Title	or Number		
						Exercisable	Date	Title	of		
				Code V	(A) (D)						
				Code v	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SEGAL NICHOLAS 707 WESTCHESTER AVENUE, SUITE 401 WHITE PLAINS, NY 10604

X

Signatures

/s/ Nicholas Segal 03/27/2014

**Signature of Date Reporting Person

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).
- Fourth Generation Private Equity sold 1,600,000 shares of TherapeuticsMD, Inc. (the "Company") common stock. Mr. Segal owns

 (1) 11.5811% interest, Partners ("FG"), of which Mr. Segal disclaims beneficial ownership of these securities held by FG except to the extent of his pecuniary interest therein.
- (2) Represents Mr. Segal's pro rata portion of 1,949,805 shares of the Company's common stock held directly by FG. Mr. Segal disclaims beneficial ownership of securities held by FG except to the extent of his pecuniary interest therein.
- (3) Represents Mr. Segal's aggregate direct and indirect pro rata portion of 1,600,000 shares of the Company's common stock held by Seavest Capital Ventures, LLC ("Seavest"). Mr. Segal directly holds a 4.995% interest in Seavest and indirectly holds a 4.165% interest in

Reporting Owners 2

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Seavest, through his ownership interest in FG, which owns a 35.964% interest in Seavest. Mr. Segal disclaims beneficial ownership of securities held by Seavest 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.