

TherapeuticsMD, Inc.
Form 4
March 28, 2014

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEGAL NICHOLAS

(Last) (First) (Middle)

**707 WESTCHESTER
AVENUE,, SUITE 401**

(Street)

WHITE PLAINS, NY 10604

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/26/2014

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	(A) or (D) Price			
Common Stock	03/26/2014		S		30,000	D \$ 6.6971	215,485	D	
Common Stock	03/26/2014		S		185,298 <u>(1)</u>	D \$ 6.6971	225,809 <u>(2)</u>	I	By Fourth Generation Private Equity Partners
Common Stock							146,560 <u>(3)</u>	I	By Seavest Capital Ventures, LLC

Edgar Filing: TherapeuticsMD, Inc. - Form 4

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 Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of 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
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).

- 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

Edgar Filing: TherapeuticsMD, Inc. - Form 4

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.