

TherapeuticsMD, Inc.  
Form 8-K  
February 17, 2015

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): February 17, 2015**

**TherapeuticsMD, Inc.**  
**(Exact Name of Registrant as Specified in its Charter)**

**Nevada**  
**(State or Other Jurisdiction**

**of Incorporation)**

**001-00100**  
**(Commission**

**File Number)**

**6800 Broken Sound Parkway NW, Third Floor**

**87-0233535**  
**(IRS Employer**

**Identification No.)**

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**Boca Raton, FL 33487**

**(Address of Principal Executive Office) (Zip Code)**

**Registrant's telephone number, including area code: (561) 961-1900**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (*see* General Instruction A.2 below):

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Item 1.01. Entry into a Material Definitive Agreement.**

On February 10, 2015, TherapeuticsMD, Inc., a Nevada corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Cowen and Company, LLC, as the representative of the several underwriters named in Schedule A thereto (the Underwriters), relating to an underwritten public offering of 13,580,246 shares of the Company's common stock, par value \$0.001 per share (Common Stock), at a public offering price of \$4.05 per share. Under the terms of the Underwriting Agreement, the Company granted the Underwriters a 30-day option to purchase up to an aggregate of 2,037,036 additional shares of Common Stock, which option has been exercised in full. The net proceeds to the Company from the offering are expected to be approximately \$59.1 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company. The offering closed on February 17, 2015.

The offering is being made pursuant to the Company's effective shelf registration statement on Form S-3 (Registration No. 333-201171) previously filed with the Securities and Exchange Commission and a preliminary and final prospectus supplement thereunder.

The Underwriting Agreement contains representations, warranties and covenants of the Company that are customary for transactions of this type and customary conditions to closing. Additionally, the Company has agreed to provide the Underwriters with customary indemnification rights under the Underwriting Agreement. The foregoing description of the Underwriting Agreement is qualified in its entirety by reference to the Underwriting Agreement, a copy of which is filed as Exhibit 1.1 to this Form 8-K and is incorporated herein by reference. A copy of the opinion of Greenberg Traurig, LLP regarding the validity of the shares of Common Stock issued in the offering is attached hereto as Exhibit 5.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) *Exhibits.*

Exhibit Number	Description
1.1	Underwriting Agreement, dated February 10, 2015, between the Company and Cowen and Company, LLC, as the representative of the several underwriters named in Schedule A thereto.
5.1	Opinion of Greenberg Traurig, LLP.
23.1	Consent of Greenberg Traurig, LLP (set forth in Exhibit 5.1).

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: February 17, 2015

THERAPEUTICSMD, INC.

By: /s/ Daniel A. Cartwright

Name: Daniel A. Cartwright

Title: Chief Financial Officer

**EXHIBIT INDEX**

Exhibit Number	Description
1.1	Underwriting Agreement, dated February 10, 2015, between the Company and Cowen and Company, LLC, as the representative of the several underwriters named in Schedule A thereto.
5.1	Opinion of Greenberg Traurig, LLP.
23.1	Consent of Greenberg Traurig, LLP (set forth in Exhibit 5.1).