

Bernick Brian
Form 5
February 12, 2018

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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
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1. Name and Address of Reporting Person *
Bernick Brian

(Last) (First) (Middle)

**6800 BROKEN SOUND
PARKWAY NW, 3RD FLOOR**

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2017

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 Reporting

(check applicable line)

BOCA RATON, FL 33487

☒ 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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/30/2017	Â	G	25,000 D	\$ 0 242,000	D	Â
Common Stock	Â	Â	Â	Â Â Â	6,557,371 (1)	I	By BF Investment Enterprises, Ltd.
Common Stock	Â	Â	Â	Â Â Â	3,000 (2)	I	By BF Management,

LLC

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

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SEC 2270
(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. of of D S B O E I F (I
					(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Bernick Brian
6800 BROKEN SOUND PARKWAY NW
3RD FLOOR
BOCA RATON, FL 33487

Â X Â Â Â

Signatures

/s/ Brian Bernick 02/12/2018

__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).

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.

(1) 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.

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