

Milligan John C.K. IV
 Form 3/A
 March 16, 2012

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Milligan John C.K. IV | | (Month/Day/Year) | TherapeuticsMD, Inc. [TXMD] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 10/04/2011 | | 10/11/2011 |
| 951 BROKEN SOUND PARKWAY NW,Â SUITE 320 | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |
| BOCA RATON,Â FLÂ 33487 | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | President, Secretary | |
| | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 6,368,018 | D | Â |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Title | | | |

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| | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|-------------------------------|--------------------------------------|----------------------------------|----------------------------|
| Non-qualified Stock Option | 02/01/2009 ⁽¹⁾ 01/01/2019 | Common Stock 2,052,255 \$ 0.1018 | D Â |
| Common Stock Purchase Warrant | 06/06/2011 ⁽²⁾ 06/06/2021 | Common Stock 61,372 \$ 0.4074 | D Â |
| Common Stock Purchase Warrant | 06/30/2011 ⁽³⁾ 03/09/2011 | Common Stock 204,571 \$ 0.2444 | D Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Milligan John C.K. IV 951 BROKEN SOUND PARKWAY NW SUITE 320 BOCA RATON, FL 33487 | Â X | Â X | Â President, Secretary | Â |

Signatures

/s/ John C.K. Milligan, IV 03/16/2012
 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Option vests at the rate of 6,137 shares per month over the first year from the date of issuance. Shares vested to date are 73,646. This option was assumed and re-issued pursuant to the Merger Agreement between the Company and VitaMedMD, LLC which closed on October 4, 2011.
 - (2) Warrant vested on issuance. This warrant was assumed and re-issued pursuant to the Merger Agreement between the Company and VitaMedMD, LLC which closed on October 4, 2011.
 - (3) Warrants rest at the rate of 25,571 shares per calendar quarter.

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.