

Milligan John C.K. IV
Form 4
December 06, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Milligan John C.K. IV

(Last) (First) (Middle)

6800 BROKEN SOUND PKWY
NW, THIRD FLOOR

(Street)

BOCA RATON, FL 33487

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

TherapeuticsMD, Inc. [TXMD]

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

12/04/2018

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)

President/Secretary

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)
Common Stock	12/04/2018		M	V Amount (A) or (D) Price	\$ 1,601,419	D	
Common Stock	12/04/2018		S ⁽¹⁾	129,000 D \$ 4.978 (2)	1,472,419	D	
Common Stock	12/06/2018		M	129,000 A \$ 0.1018	1,601,419	D	
Common Stock	12/06/2018		S ⁽¹⁾	129,000 D \$ 4.57 (3)	1,472,419	D	
Common Stock					434,814	I	See footnote (4)

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Common Stock	3,557,373	I	See footnote (5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security
Non-Qualified Stock Option (right to buy)	\$ 0.1018	12/04/2018		M		129,000		01/01/2012	01/01/2019	Common Stock	1,000,000
Non-Qualified Stock Option (right to buy)	\$ 0.1018	12/06/2018		M		129,000		01/01/2012	01/01/2019	Common Stock	1,000,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Milligan John C.K. IV 6800 BROKEN SOUND PKWY NW, THIRD FLOOR BOCA RATON, FL 33487	X President/Secretary

Signatures

/s/ John C.K.
Milligan

12/06/2018

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).

(1)

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The sales were made pursuant to the Reporting Person's 10b5-1 trading plan with respect to shares of Common Stock underlying options to purchase Common Stock that expire on or before January 1, 2019.

- (2) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.83 to \$5.18, inclusive. The reporting person undertakes to provide TherapeuticsMD, Inc. (the "Company"), any security holder of the Company, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$4.44 to \$4.7, inclusive. The reporting person undertakes to provide the Company, any security holder of the Company, or the staff of the Securities and Exchange Commission upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

- (4) By the Milligan Irrevocable Nonexempt Trust - 2014. These securities are held in a trust for the benefit of the Reporting Person's spouse and children. The Reporting Person disclaims beneficial ownership of these securities and the filing of this report is not an admission that the Reporting Person is the beneficial owner of these securities for purposes of Section 16 or for any other purpose.

- (5) By John C.K. Milligan Revocable Trust U/A 08/10/2009, as amended.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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