

TherapeuticsMD, Inc.  
Form 424B3  
May 10, 2013

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Filed Pursuant to Rule 424(b)(3)  
Registration No. 333-185156

Prospectus Supplement No. 2 dated May 10, 2013  
(To Prospectus dated December 12, 2012)

3,953,489 Shares

Common Stock

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This Prospectus Supplement supplements and amends the Prospectus dated December 12, 2012, as amended by Prospectus Supplement No. 1 dated March 12, 2013 (the "Prospectus"), relating to the resale of up to 3,953,489 outstanding shares of common stock of TherapeuticsMD, Inc. (the "Company") by the selling stockholders identified in the Prospectus.

This Prospectus Supplement is being filed to include the information set forth in our Quarterly Report on Form 10-Q for the fiscal quarter ended March 31, 2013, filed by the Company with the Securities and Exchange Commission on May 10, 2013 (the "Form 10-Q"). The Form 10-Q is attached hereto.

This Prospectus Supplement is not complete without, and may not be delivered or utilized except in connection with the Prospectus, including any supplements and amendments thereto. This Prospectus Supplement should be read in conjunction with the Prospectus, which is to be delivered with this Prospectus Supplement. This Prospectus Supplement is qualified by reference to the Prospectus, except to the extent that the information in this Prospectus Supplement updates or supersedes the information contained in the Prospectus, including any supplements and amendments thereto.

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See "Risk Factors" beginning on page 5 of the Prospectus to read about factors you should consider before buying shares of our common stock.

Neither the Securities and Exchange Commission nor any other regulatory body has approved or disapproved of these securities or passed upon the accuracy or adequacy of the Prospectus. Any representation to the contrary is a criminal offense.

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The date of this Prospectus Supplement is May 10, 2013



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

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

For the quarterly period ended March 31, 2013

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File No. 000-16731

THERAPEUTICSMD, INC.  
(Exact Name of Registrant as Specified in Its Charter)

Nevada 87-0233535  
(State or Other Jurisdiction of Incorporation or Organization) (I.R.S. Employer Identification No.)

951 Broken Sound Parkway NW, Suite 320, Boca Raton, FL 33487 (561) 961-1911  
(Address of Principal Executive Offices) (Issuer's Telephone Number)

N/A  
(Former Name, Former Address and Former Fiscal Year, if Changed Since Last Report)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (Check one):

Large accelerated filer

Accelerated filer

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Non-accelerated filer   
(Do not check if smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares outstanding of the Issuer's Common Stock as of May 10, 2013 was 131,151,334.

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THERAPEUTICSMD, INC. AND SUBSIDIARIES  
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THERAPEUTICSMD, INC. AND SUBSIDIARIES  
CONDENSED CONSOLIDATED BALANCE SHEETS

	March 31, 2013 (Unaudited)	December 31, 2012
<b>ASSETS</b>		
Current Assets:		
Cash	\$38,779,563	\$1,553,474
Accounts receivable, net of allowance for doubtful accounts of \$63,843 and \$42,048, respectively	602,824	606,641
Inventory	1,337,870	1,615,210
Other current assets	2,175,520	751,938
<b>Total current assets</b>	<b>42,895,777</b>	<b>4,527,263</b>
Fixed assets, net	83,875	65,673
Other Assets:		
Prepaid consulting expense	863,523	953,655
Intangible assets	317,250	239,555
Security deposit	31,949	31,949
<b>Total other assets</b>	<b>1,212,722</b>	<b>1,225,159</b>
<b>Total assets</b>	<b>\$44,192,374</b>	<b>\$5,818,095</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
Current Liabilities:		
Accounts payable	\$1,840,811	\$1,641,366
Deferred revenue	1,142,373	1,144,752
Other current liabilities	1,144,918	725,870
Line of credit	100,000	—
Accrued interest	21,595	—
<b>Total current liabilities</b>	<b>4,249,697</b>	<b>3,511,988</b>
Long-Term Liabilities:		
Notes payable, net of debt discount of \$0 and \$1,102,680, respectively	—	3,589,167
Accrued interest	—	150,068
<b>Total long-term liabilities</b>	<b>—</b>	<b>3,739,235</b>
<b>Total liabilities</b>	<b>4,249,697</b>	<b>7,251,223</b>
Commitments and Contingencies		
Stockholders' Equity (Deficit):		
Preferred stock - par value \$0.001; 10,000,000 shares authorized; no shares issued and outstanding	—	—
Common stock - par value \$0.001; 250,000,000 shares authorized; 129,196,747 and 99,784,982 issued and outstanding, respectively	129,196	99,785

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Additional paid-in capital	98,302,447	50,580,400
Accumulated deficit	(58,488,966 )	(52,113,313 )
Total stockholder' equity (deficit)	39,942,677	(1,433,128 )
Total liabilities and stockholders' equity (deficit)	\$44,192,374	\$5,818,095

The accompanying footnotes are an integral part of these condensed consolidated financial statements.

THERAPEUTICSMD, INC AND SUBSIDIARIES  
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS