

TherapeuticsMD, Inc.
Form 8-K
August 04, 2014

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): July 29, 2014

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.)

Edgar Filing: TherapeuticsMD, Inc. - Form 8-K

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 July 29, 2014, TherapeuticsMD, Inc., a Nevada corporation (the Company), entered into an underwriting agreement (the Underwriting Agreement) with Goldman, Sachs & Co., as the representative of the several underwriters named in Schedule I thereto (the Underwriters), relating to an underwritten public offering of 8,565,310 shares of the common stock, par value \$0.001 per share, of the Company at a public offering price of \$4.67 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 1,284,796 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 \$42.8 million, after deducting underwriting discounts and commissions and other estimated offering expenses payable by the Company. The offering closed on August 4, 2014.

The offering is being made pursuant to the Company's effective shelf registration statements on Form S-3 (Registration Statement Nos. 333-186189 and 333-197699) 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 July 29, 2014, between the Company and Goldman, Sachs & Co., as the representative of the several underwriters named in Schedule I 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: August 4, 2014

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 July 29, 2014, between the Company and Goldman, Sachs & Co., as the representative of the several underwriters named in Schedule I thereto. |
| 5.1 | Opinion of Greenberg Traurig, LLP. |
| 23.1 | Consent of Greenberg Traurig, LLP (set forth in Exhibit 5.1). |