

SECURITIES AND EXCHANGE COMMISSION

FORM 6-K

Current report of foreign issuer pursuant to Rules 13a-16 and 15d-16 Amendments

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FILER

Theratechnologies Inc.

CIK: **1512717** | IRS No.: **000000000** | State of Incorporation: **A8** | Fiscal Year End: **1130**
Type: **6-K** | Act: **34** | File No.: **001-35203** | Film No.: **13527054**
SIC: **2834** Pharmaceutical preparations

Mailing Address

2310 ALFRED-NOBEL BLVD.
MONTREAL A8 H4S 2B4

Business Address

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514-336-7800

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

FORM 6-K

**Report of Foreign Private Issuer
Pursuant to Rule 13a-16 or 15d-16
under the Securities Exchange Act of 1934**

January 14, 2013

Commission File Number 001-35203

THERATECHNOLOGIES INC.

(Translation of registrant' s name into English)

**2310 Alfred-Nobel Boulevard
Montréal, Québec, Canada
H4S 2B4**

(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F:

Form 20-F Form 40-F

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Yes No

Note: Regulation S-T Rule 101(b)(1) only permits the submission in paper of a Form 6-K if submitted solely to provide an attached annual report to security holders.

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

Yes No

Note: Regulation S-T Rule 101(b)(7) only permits the submission in paper of a Form 6-K if submitted to furnish a report or other document that the registrant foreign private issuer must furnish and make public under the laws of the jurisdiction in which the registrant is incorporated, domiciled or legally organized (the registrant' s "home country"), or under the rules of the home country exchange on which the registrant' s securities are traded, as long as the report or other document is not a press release, is not required to be and has not been distributed to the registrant' s security holders, and, if discussing a material event, has already been the subject of a Form 6-K submission or other Commission filing on EDGAR.

Indicate by check mark whether by furnishing the information contained in this Form, the registrant is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No

If "Yes" is marked, indicate below the file number assigned to the registrant in connection with Rule 12g3-2(b): 82-_____.

THERATECHNOLOGIES INC.

Exhibit

Description

99.1 Material Change Report dated January 14, 2013

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, thereunto duly authorized.

THERATECHNOLOGIES INC.

By: /s/ Jocelyn Lafond

Name: Jocelyn Lafond

Title: Vice President, Legal Affairs

Date: January 14, 2013

MATERIAL CHANGE REPORT
Regulation 51-102 Respecting Continuous Disclosure Obligations
Form 51-102F3

ITEM 1 - NAME AND ADDRESS OF COMPANY

Theratechnologies Inc.
2310 Alfred-Nobel Boulevard
Montreal, Québec
Canada H4S 2B4

ITEM 2 - DATE OF MATERIAL CHANGE

January 14, 2013

ITEM 3 - NEWS RELEASE

A news release describing this material change was issued on January 14, 2013 on "Marketwire". A copy of the news release is available on the SEDAR website at www.sedar.com.

ITEM 4 - SUMMARY OF MATERIAL CHANGE

On January 14, 2013, Theratechnologies Inc. (the "Company") announced its intent to voluntarily delist its common shares from the NASDAQ Global Market ("NASDAQ").

ITEM 5 - FULL DESCRIPTION OF MATERIAL CHANGE**5.1 Full description of material change**

On January 14, 2013, the Company announced its intent to voluntarily delist its common shares from NASDAQ.

On August 7, 2012, the Company received a letter from NASDAQ stating that for the prior 30 consecutive business days, the bid price of its common shares had closed below the minimum \$1.00 per share requirement for continued listing on the NASDAQ. The letter further stated that the Company had been provided a period of 180 calendar days, or until February 4, 2013, to regain compliance. The Company is currently not in compliance with such minimum bid price requirement.

The voluntary decision to delist from NASDAQ was taken following the Board of Director's detailed review of numerous factors including: the aforementioned NASDAQ letter, the applicable NASDAQ rules and regulations, the benefits generated by the maintenance of the listing, the current Company's share price, the obligation to proceed with a reverse stock-split to maintain the listing, the effect on the Company's share price and shareholdings to proceed with a reverse stock split and the fact that the Company's common shares will continue trading on the Toronto Stock Exchange under the symbol "TH". Based on the foregoing factors, the Company no longer sees sufficient value in maintaining its listing on NASDAQ.

The Company intends to file a Form 25 with the Securities and Exchange Commission (“SEC”) on or about January 24, 2013 to commence the NASDAQ delisting process. It is expected that the delisting will take effect as of the close of trading in New York, N.Y, on February 4, 2013. Following delisting, the Company’s common shares will no longer trade on NASDAQ under the symbol “THER” but will continue trading on the Toronto Stock Exchange under the symbol “TH”.

5.2 Disclosure for restructuring transactions

Not applicable.

ITEM 6 - RELIANCE ON SUBSECTION 7.1(2) OR (3) OF NATIONAL INSTRUMENT 51-102

Not applicable.

ITEM 7 - OMITTED INFORMATION

Not applicable.

ITEM 8 - EXECUTIVE OFFICER

For further information, contact Jocelyn Lafond, Vice President, Legal Affairs, and Corporate Secretary of the Company at (514) 336-4804, ext. 288.

ITEM 9 - DATE OF REPORT

January 14, 2013.