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

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**FORM 15**

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**CERTIFICATION AND NOTICE OF TERMINATION OF REGISTRATION  
UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934  
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number 001-35203

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**THERATECHNOLOGIES INC.**

(Exact name of registrant as specified in its charter)

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2015 Peel Street, 5<sup>th</sup> Floor, Montreal, Quebec, Canada H3A 1T8  
514-336-7800

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Common Shares, no par value**  
(Title of each class of securities covered by this Form)

**none**  
(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

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Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)	<input checked="" type="checkbox"/>
Rule 12g-4(a)(2)	<input type="checkbox"/>
Rule 12h-3(b)(1)(i)	<input type="checkbox"/>
Rule 12h-3(b)(1)(ii)	<input type="checkbox"/>
Rule 15d-6	<input type="checkbox"/>

Approximate number of holders of record as of the certification or notice date: 169

Pursuant to the requirements of the Securities Exchange Act of 1934, Theratechnologies Inc. has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: February 3, 2015

By: /s/ Jocelyn Lafond  
Name: Jocelyn Lafond  
Title: Vice President, Legal Affairs, and Corporate Secretary

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