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

June 28, 2012

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-_____.

Exhibit	Description
99.1	Material Change Report dated June 28, 2012

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: June 28, 2012

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

1. NAME AND ADDRESS OF COMPANY:

THERATECHNOLOGIES INC.
2310 Alfred-Nobel Boulevard
Montreal, Québec
Canada H4S 2B4

2. DATE OF MATERIAL CHANGE:

June 22, 2012

3. NEWS RELEASE:

A news release describing this material change was issued on June 22, 2012 on “Marketwire”. A copy of the news release is available on the SEDAR website at www.sedar.com.

4. SUMMARY OF MATERIAL CHANGE:

On June 22, 2012, Theratechnologies Inc. (the “Company”) announced that Ferrer Internacional S.A. (“Ferrer”), its commercial partner responsible for all regulatory filings in Europe, was withdrawing the Marketing Authorisation Application (the “MAA”) filed with the European Medicines Agency (“EMA”) for tesamorelin for the treatment of excess abdominal fat in HIV-infected patients with lipodystrophy.

As a result of the withdrawal of the MAA, the Company reviewed its guidance and no longer expects to be EBITDA positive in 2013.

5. FULL DESCRIPTION OF MATERIAL CHANGE:

On June 22, 2012, the Company announced that Ferrer, its commercial partner responsible for all regulatory filings in Europe, was withdrawing the MAA filed with the EMA for tesamorelin for the treatment of excess abdominal fat in HIV-infected patients with lipodystrophy.

Ferrer’s decision to withdraw the MAA follows an oral explanation with the EMA’s Committee for Medicinal Products for Human Use (“CHMP”). As higher IGF-1 (Insulin-like growth factor 1) levels were identified as a potential safety concern for long-term use of tesamorelin, the CHMP indicated that the lack of data on cardiovascular risk markers did not allow the committee to conclude on a positive benefit/risk balance.

As a result of the withdrawal of the MAA, the Company reviewed its guidance and no longer expects to be EBITDA positive in 2013.

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

Not applicable.

7. OMITTED INFORMATION:

Not applicable.

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.

9. DATE OF REPORT:

June 28, 2012