
**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**

March 13, 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.

<u>Exhibit</u>	<u>Description</u>
99.1	Material Change Report dated March 13, 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: March 13, 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 – OF MATERIAL CHANGE
DATE**

March 4, 2013

**ITEM 3 – RELEASE
NEWS**

A news release describing this material change was issued on March 4, 2013 on “Marketwire”. A copy of the news release is available on the SEDAR website at www.sedar.com.

**ITEM 4 – OF MATERIAL CHANGE
SUMMARY**

On March 4, 2013, Theratechnologies Inc. (the “Corporation”) announced that the Therapeutic Products Directorate of Health Canada (“Health Canada”) issued a Notice of Non-compliance-Withdrawal (NON/w) for its new drug submission for tesamorelin proposed for the treatment of excess abdominal fat in HIV-infected patients with lipodystrophy.

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

On March 4, 2013, the Corporation announced that Health Canada issued a NON/w for its new drug submission for tesamorelin proposed for the treatment of excess abdominal fat in HIV-infected patients with lipodystrophy. Health Canada concluded that the risks of tesamorelin outweighed its benefits under the proposed conditions of use.

The Corporation also announced that it was looking at its alternatives with its commercial partner, Actelion Pharmaceuticals Canada Inc., including appealing this decision.

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 Corporation at (514) 336-4804, ext. 288.

ITEM 9 – DATE OF REPORT

March 13, 2013.