
**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**

May 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>
10.1	First Amendment dated May 13, 2013 to the Shareholder Rights Plan Agreement dated April 15, 2013 between Theratechnologies Inc. and Computershare Trust Company of Canada

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: May 13, 2013

FIRST AMENDMENT TO THE AMENDED AND RESTATED SHAREHOLDER RIGHTS PLAN AGREEMENT DATED AS OF APRIL 15, 2013 BETWEEN THERATECHNOLOGIES INC. AND COMPUTERSHARE TRUST COMPANY OF CANADA.

THIS FIRST AMENDMENT AGREEMENT is made as of the 13th day of May, 2013.

BETWEEN: **THERATECHNOLOGIES INC.**, a corporation existing under the laws of Québec;
(the “**Corporation**”)

AND: **COMPUTERSHARE TRUST COMPANY OF CANADA**, a trust corporation existing under the laws of Canada, as rights agent;
(the “**Rights Agent**”)

WHICH PARTIES AGREE WITH EACH OTHER AND DECLARE AS FOLLOWS:

WHEREAS the Corporation and the Rights Agent have entered into an amended and restated shareholder rights plan agreement as of April 15, 2013 (the “**Rights Plan**”), which amended and restated a shareholder rights plan agreement dated as of February 10, 2012;

WHEREAS the parties wish to amend and to supplement the Rights Plan in order to remove the possibility for the Corporation to amend the Rights Plan before its approval by the shareholders of the Corporation at the shareholders’ meeting, scheduled to be held on May 24, 2013;

NOW, THEREFORE, THIS AGREEMENT WITNESSETH THAT IN CONSIDERATION OF THE PREMISES AND AGREEMENTS HEREIN CONTAINED AND FOR OTHER GOOD AND VALULABLE CONSIDERATION, THE RECEIPT OF WHICH IS HEREBY ACKNOWLEDGED, THE PARTIES HERETO AGREE AS FOLLOWS:

1. DEFINITIONS

1.1 The capitalized words and expressions used in this Agreement, unless otherwise defined herein or unless there be something in the subject or the context inconsistent therewith, shall have the same meaning as that ascribed to them from time to time in the Rights Plan.

2. AMENDMENTS TO THE RIGHTS PLAN

2.1 The Rights Plan is hereby amended as follows with effect as of and from the date of execution of these presents:

2.1.1 by the deletion of the following sentence in Section 6.5 of the Rights Plan:

“The Corporation may, prior to the due date of the shareholders’ meeting referred to in section 6.15, supplement, amend, vary, rescind or delete any of the provisions of this Agreement without the approval of any holders of Rights or Common Shares (whether or not such action would materially adversely affect the interest of the holders of Rights generally) where the Board of Directors acting in good faith deems such action necessary or desirable.”.

3. INCORPORATION OF THE AGREEMENT

3.1 This Agreement is declared to be supplemental to the Rights Plan and is to form part of and shall have the same effect as if incorporated in the Rights Plan. All the provisions of the Rights Plan, unless they have been amended herein or unless they are inconsistent with the express terms hereof, shall apply to and have effect in connection with these presents.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the date first hereinabove written.

THERATECHNOLOGIES INC.

(signed) Luc Tanguay

By: Luc Tanguay
President and Chief Executive Officer

COMPUTERSHARE TRUST COMPANY OF CANADA

(signed) Martine Gauthier

By: Martine Gauthier
(Authorized Officer)

(signed) Claire Girard

By: Claire Girard
(Authorized Officer)