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

February 24, 2014

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 February 24, 2014

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: February 24, 2014

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

February 14, 2014

ITEM 3 – NEWS RELEASE

A news release describing this material change was issued on February 14, 2014 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 February 14, 2014, Theratechnologies Inc. (the “Corporation”) announced that it expected current inventory of *EGRIFTA*® (tesamorelin for injection) to be depleted in the coming weeks due to a combination of manufacturing delays and issues observed during the production of new batches of *EGRIFTA*®. The depletion of the inventory will result in a shortage of *EGRIFTA*® and an eventual stock-out.

The Corporation also announced that it made the decision to temporarily cease the manufacture of *EGRIFTA*®.

ITEM 5 – FULL DESCRIPTION OF MATERIAL CHANGE

5.1 Full description of material change

On February 14, 2014, the Corporation announced that it expected current inventory of *EGRIFTA*® (tesamorelin for injection) to be depleted in the coming weeks due to a combination of manufacturing delays and issues observed during the production of new batches of *EGRIFTA*®. The depletion of the inventory will result in a shortage of *EGRIFTA*® and an eventual stock-out. EMD Serono, Inc. has notified the United States Food and Drug Administration about this product shortage.

The Corporation also announced that it made the decision to temporarily cease the manufacture of *EGRIFTA*® and was unable to determine a timeline to resume the manufacture and delivery of *EGRIFTA*®. The Corporation is currently investigating the causes of the issues observed. The Corporation will update the market when new information is available.

The transaction with EMD Serono, Inc. previously announced on December 13, 2013 relating to the Corporation regaining all rights to *EGRIFTA*® in the United States is still expected to close during the Corporation's second quarter of its current fiscal year despite the decision made by the Corporation to temporarily halt the manufacture of *EGRIFTA*®.

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

February 24, 2014.