
**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**

November 1, 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- .

THERATECHNOLOGIES INC.

<u>Exhibit</u>	<u>Description</u>
99.1	Material Change Report dated November 1, 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: November 1, 2012

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

October 30, 2012

ITEM 3 - NEWS RELEASE

A news release describing this material change was issued on October 30, 2012 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 October 30, 2012, Theratechnologies Inc. (the "Company") announced that it revised its business plan to focus on revenue growth from tesamorelin in the short-term and expenditure control.

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

On October 30, 2012, the Company announced that it revised its business plan to focus on revenue growth from tesamorelin in the short-term and expenditure control.

In support of EMD Serono, Inc.'s efforts, the Company is working on incremental improvements to *EGRIFTA*TM's presentation and formulation. This includes a new single-vial presentation for which shipping began in September, the gathering of data in support of developing a room temperature presentation, and the development of a more concentrated formulation to be delivered in a smaller syringe.

In an effort to capture new revenue streams from tesamorelin, the Company will focus in the next quarters on Brazil and Europe, the two most important potential markets after the U.S.

In Brazil, the Company will work closely with sanofi, its commercial partner in this territory, to support them in all of their regulatory activities. As previously announced, technical deficiencies related to the manufacturing assessment of the Brazil dossier have been addressed. Also, the assessment of the clinical portion of the dossier continues to take its course.

In Europe, the Company continues to work on identifying options to resubmit tesamorelin. Discussions with Ferrer Internacional S.A. ("Ferrer"), its commercial partner in this territory, are ongoing to ascertain the most appropriate path to take. By year-end, Theratechnologies will have completed its assessment of the resubmission strategy and whether the process will be undertaken by Ferrer or un-partnered.

The Company will complete the ongoing pre-clinical studies for its second generation growth hormone-releasing peptide, TH1173, by year-end, as previously planned.

The TH1173 clinical program will be financed internally when the Company generates sufficient additional revenues from tesamorelin. As it moves forward, the Company may also look to identify and develop partnership and licensing opportunities in selected territories to autonomously finance TH1173.

The re-alignment of the Company' priorities in the short term has led to the suspension of most of its internal long-term R&D activities, which will impact approximately 15 employees. This will result in restructuring costs of \$5.4 million. This includes \$2.5 million in employee compensation (inclusive of the former CEO) and \$2.9 million in non-cash items such as lease and lab equipment write-offs. Most of these restructuring costs will be registered in the fourth quarter of 2012.

In addition, management has agreed to forgo all performance bonuses for 2012 and, for a second year in a row, has also agreed to a salary freeze for the next fiscal year.

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

ITEM 9 - DATE OF REPORT

November 1, 2012.