

AGILE THERAPEUTICS INC

Form 4

January 23, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Moorin Jay

(Last) (First) (Middle)

C/O PROQUEST
INVESTMENTS, 2430
VANDERBILT BEACH ROAD,
#108 - 190

(Street)

NAPLES, FL 34109

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
AGILE THERAPEUTICS INC
[AGRX]

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)

____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/23/2015		P	811,966	A \$ 5.85	4,668,663	I

See
footnote
(1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Deriva Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock options (right to buy)	\$ 6					(2)	05/21/2024	Common Stock	21,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moorin Jay C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		
SCHREIBER ALAIN C/O PROQUEST INVESTMENTS 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		
ProQuest Investments III, L.P. 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		
ProQuest Associates III LLC 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		
ProQuest Investments IV, L.P. 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		
ProQuest Associates IV LLC 2430 VANDERBILT BEACH ROAD, #108 - 190 NAPLES, FL 34109		X		

Signatures

/s/ Pasquale
DeAngelis

01/23/2015

__Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Of such shares, 3,103,488 are owned by ProQuest Investments III, L.P. ("Investments III"), of which ProQuest Associates III LLC ("Associates III") is the general partner, and 1,565,175 are owned by ProQuest Investments IV, L.P., ("Investments IV"), of which

- (1) ProQuest Associates IV LLC ("Associates IV") is the general partner. Jay Moorin and Alain Schreiber are managing members of Associates III and Associates IV. Each individual managing member disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.
- (2) One-third of such options will vest on May 22 of each of 2015, 2016 and 2017.
- (3) Such options are held by ProQuest Management, L.L.C., of which Messrs. Moorin and Schreiber are managing members. Each individual managing member disclaims beneficial ownership of these shares, except to the extent of their pecuniary interest in such shares.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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